

August 7, 2021

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G- Block,
Bandra - Kurla Complex, Bandra (East)
Mumbai – 400 051.

BSE Limited
Corporate Relationship Department
25, P.J. Towers,
Dalal Street,
Mumbai 400 001.

Symbol: RPGLIFE

Scrip Code: 532983

Dear Sirs /Madam,

Ref.: Disclosure under Regulation 34 and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Intimation for Annual General Meeting and Annual Report of FY 2020-21

This is to inform you that the Fourteenth Annual General Meeting ("AGM") of the Members of the Company will be held on Tuesday, August 31, 2021 at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, inter alia, to transact the businesses stated in the Notice convening the said AGM.

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2020-21 along with the Notice of AGM, which is being sent through electronic mode to the Members of the Company, whose e-mail IDs are registered with Depositories/ Company/ Registrar and Share Transfer Agent. The Annual Report including Notice of AGM is also available on the website of the Company at www.rpglifesciences.com under the tab 'Investors'.

The Notice of the AGM of the Company inter alia indicates the process and manner of remote e-voting/ e-voting at the AGM and instructions for participation at the AGM through VC/OAVM.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For RPG Life Sciences Limited



Rajesh Shirambekar
Head – Legal & Company Secretary



Encl: as above



Science for Life

About RPG Group

Established in 1979, the RPG Group is a diversified conglomerate with businesses in the areas of pharmaceuticals, information technology, infrastructure, tyres, energy, and plantations. Founded by Dr. R.P. Goenka, the Group's lineage dates back to early 19th century. Today, the group has several companies in diverse sectors and the most prominent among them being RPG Life Sciences, Zensar Technologies, CEAT and KEC International. Built on a solid foundation of trust and tradition, the RPG name is synonymous with steady growth and high standards of transparency, ethics, and governance.

hello happiness

2020, the year of adversity, has taught us the value of resilience, courage, and empathy, and more importantly, the triumph of the human spirit. The pandemic changed many paradigms. Survival and health took precedence over worldly possessions. At RPG, the happiness of our employees, investors, customers and various stakeholders is a priority and forms the bedrock of all initiatives. We made work from anywhere a reality for our 30,000+ employees, delivered safe and digital solutions for clients, provided means to food and sanitation to the underprivileged, covid testing booths and ventilators to stressed healthcare centres and hospitals and we continue to endeavour to make sustainability the core of our brand purpose.

"hello happiness" is not just another tagline for us. It is intrinsic to life at RPG and is our promise to the world, signifying our intent to touch and enrich others' lives and work collectively towards a common goal that makes each of us rise beyond our limitations. It is a proud proclamation that we are an organisation where fences do not constrain dreams, and each one of us is encouraged to reach for happiness that is within our grasp.

As novel healthcare challenges continue to baffle the medical fraternity, the only ray of hope emanates from rapid scientific advances. Not only does science offer answers to the greatest mysteries of the universe, it also paves way for healthier and longer lives.

RPG Life Sciences too relies on the earnest appeal of scientific endeavours to create a meaningful difference to lives. We are committed to offer newer and affordable medicines and step-up strategic investments to strengthen our capabilities.

While the pandemic continues to expose the vulnerabilities of our medical infrastructure, we remain focused on emerging medical trends to create a differentiated portfolio. To deliver against all odds, we are consistently improving our response mechanism to drive business continuity and sustainable growth – constantly taking a cue from the myriad facets of Science for Life.

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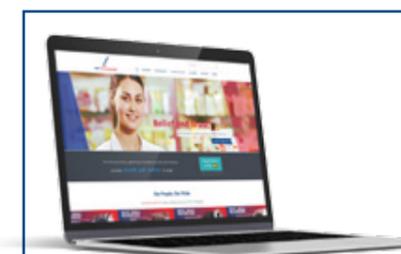
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RPG Life Sciences on Social Media:

-  @Rpg-life-sciences
-  @rpglifesciences
-  @rpgls
-  @rpglifesciences



Scan this code with a QR reader app on your smartphones or tablets and know more about us.

www.rpglifesciences.com

About RPG Life Sciences

RPG Life Sciences is an integrated Pharmaceutical Company operating in the Domestic and International markets in the Branded Formulations, Global Generics and Synthetic APIs space.

We are a research-based pharmaceutical company producing a wide range of quality and affordable medicines.

Values



Respect



Openness



Integrity



Passion



Courage

Key Facts about RPG Life Sciences



50+ Years of Rich Legacy



Integrated Operations with capabilities of both Development and Manufacturing in API and Formulations



Leader in the Immunosuppressant Segment



Presence in both Acute and Chronic therapies



6 Text Book Brands which are trusted by patients and doctors



3 Manufacturing facilities



50+ Countries Market presence

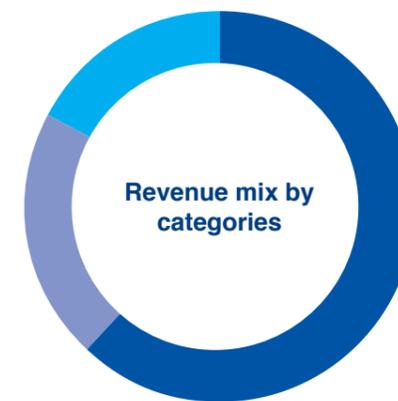


Enduring Relationship with leading Generic Players of the World



1100+ Permanent Employees

Business Overview



62% Domestic Formulations
21% International Formulations
17% APIs

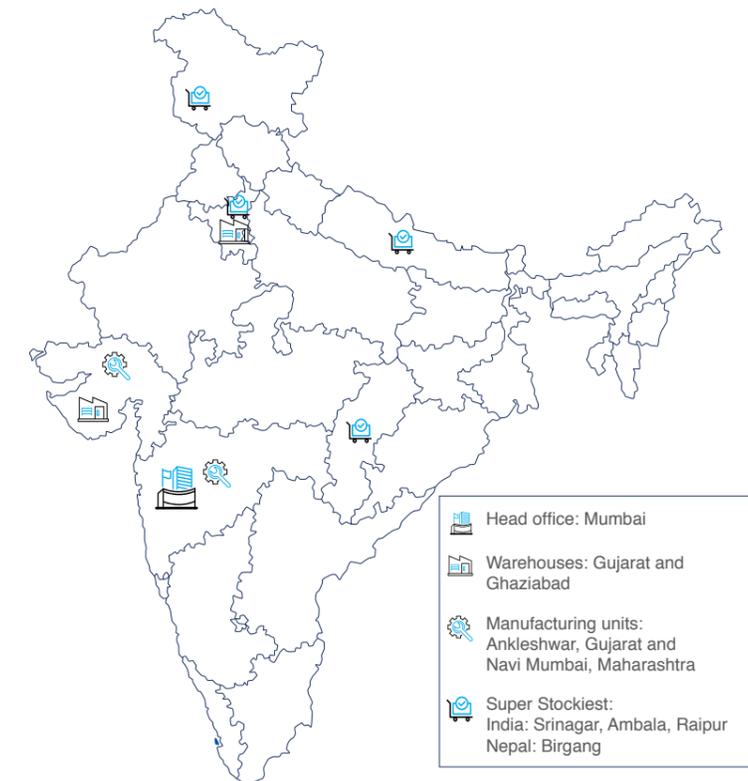


Domestic Formulations

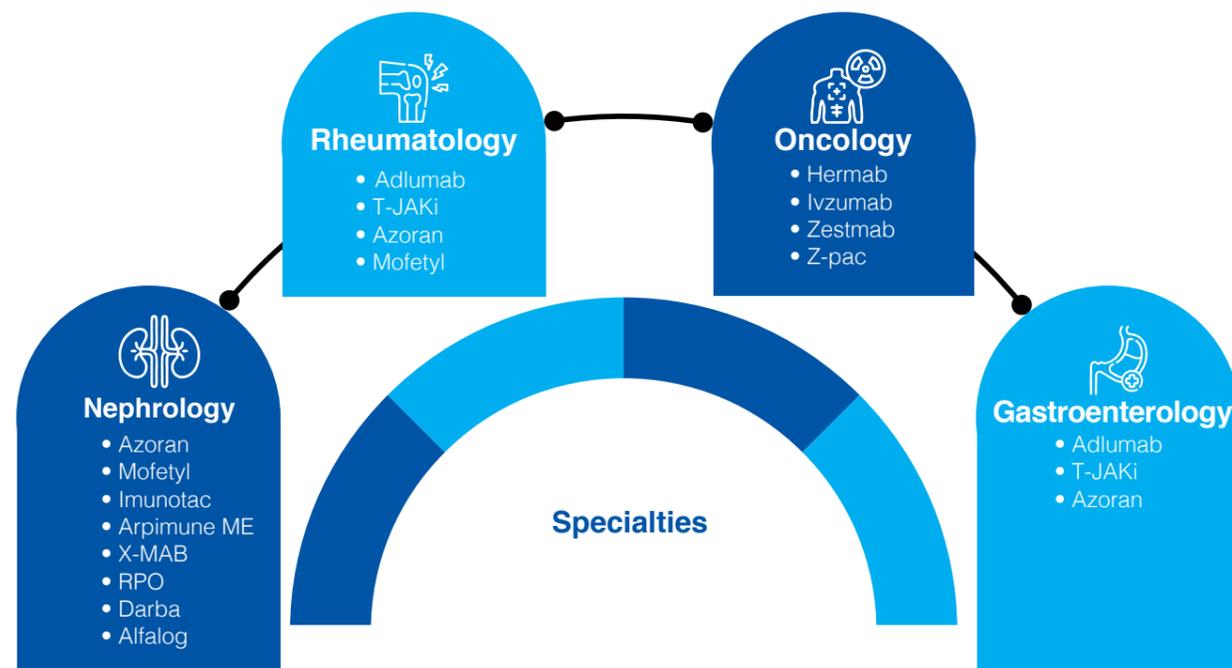
The Domestic Formulations business operates in the Mass/Mass Specialty and Specialty segments and accounts for over 60% of the revenues.

The Company focuses on developing, manufacturing and marketing branded finished dosage formulations in India and Nepal.

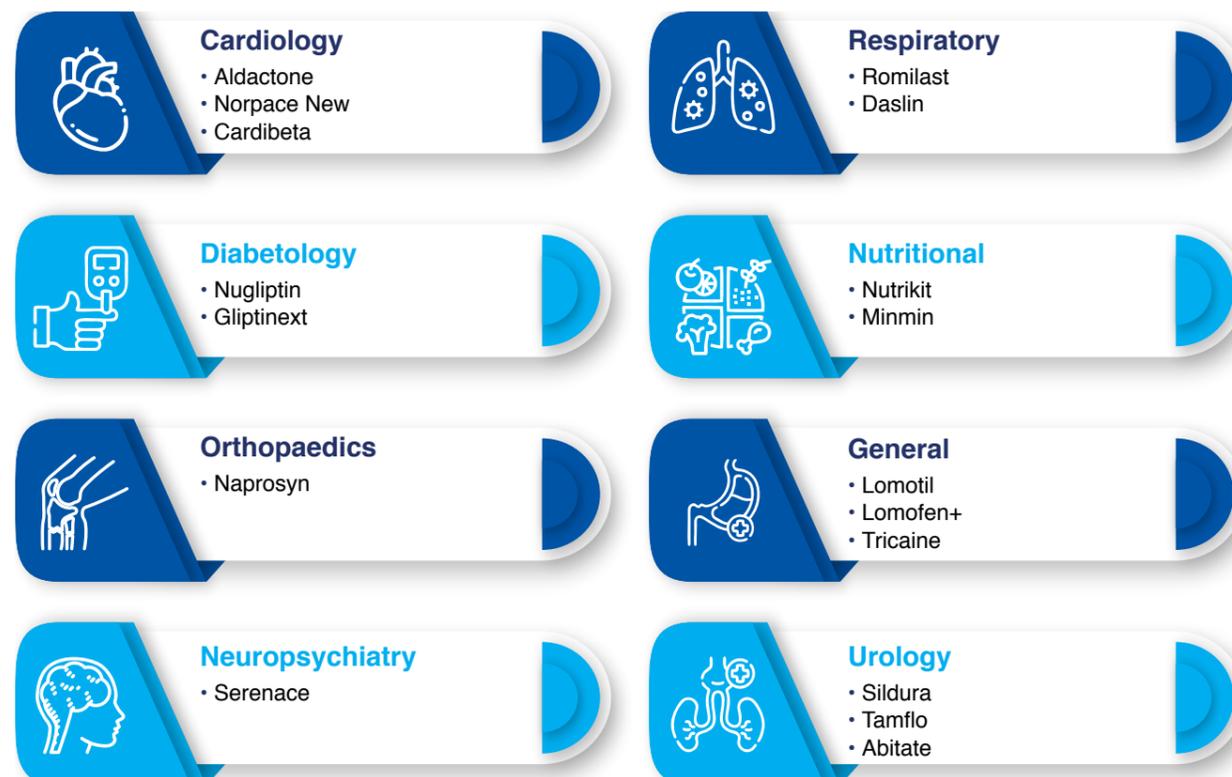
The Company has a strong presence in both Acute & Chronic therapy areas and is **focusing on Product Portfolio Rejuvenation through New Launches.**



Therapy-wise Product Portfolio



Mass/Mass Specialties



International Formulations

The International Formulations business involves development, manufacturing and marketing of oral solid formulations in the Generics and Branded Generics space across Regulated and Emerging Markets, with a **strong presence in the Immunosuppressant segment.**

RPG Life Sciences has a long lasting, impeccable supply track record and business relationship with leading Generic Players of the world to deliver exceptional solutions. With an ardent focus on **high quality and process orientation**, the Company has established itself as a preferred partner in the industry.

Key Products

Generics

- Azathioprine
- Sodium Valproate PR
- Nicorandil

Branded Generics

- Nephrology (Immunosuppressant) - Azoran, Mofetyl, Arpimune ME, Imunotac
- Gastroenterology - Siloxogene, Tricaine MPS
- CVM Disorders – Dipsope, Diasafe, Losatec, Serformin

Key Geographies

- Canada
- UK
- Germany
- France
- Australia
- Africa
- South East Asia

APIs

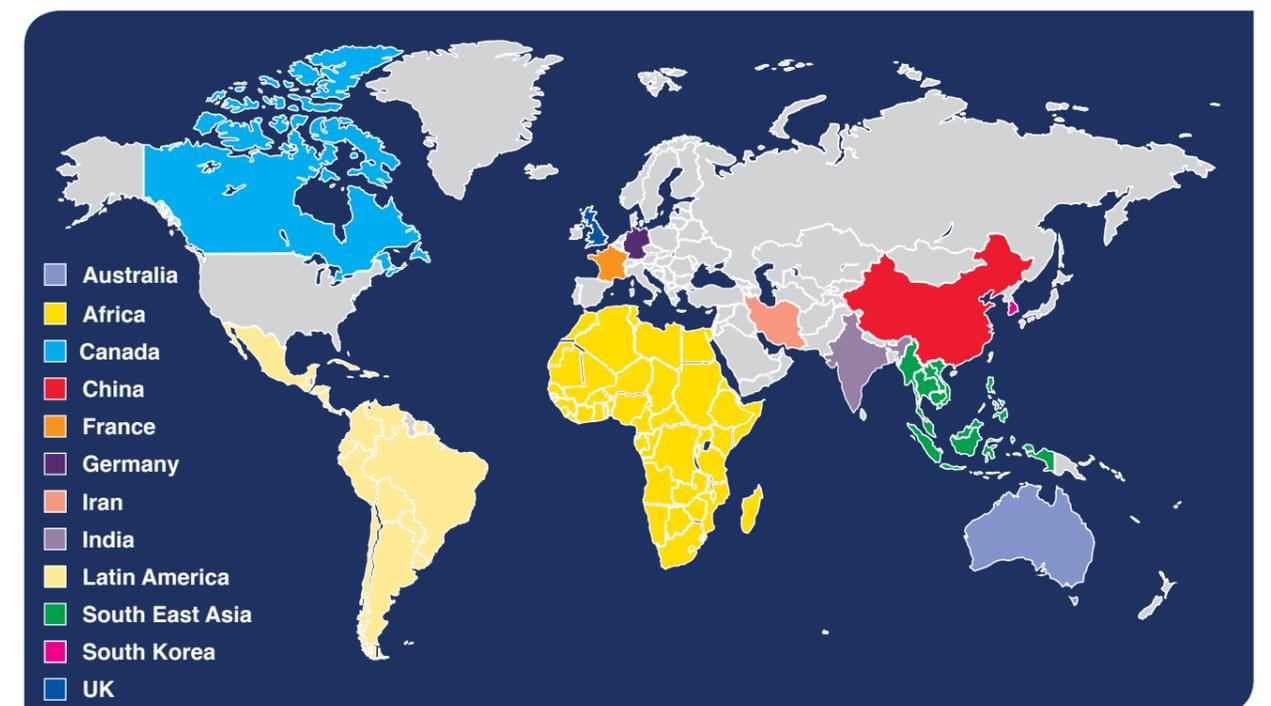
The Company offers a range of high value and low volume niche APIs in the general therapeutic category. The Company manufactures mature stable molecules and **provides backward integration to the International Formulations business.** The Company's footprints are present across geographies including LATAM,

Iran, Germany, China, South Korea, Bangladesh, Egypt and India.

Along with a robust business model, the Company has a strong customer focus which is further strengthened by the long-lasting relationship with Big Pharma and leading Generic firms.

Key Products

- Immunosuppressant basket – Azathioprine, Mycophenolate Mofetil
- Others – Quinfamide, Nicorandil, Haloperidol, Risperidone, Propantheline Bromide, Pantoprazole, Diphenoxylate, Lamotrigine, Sertraline



Chairman's Message



“The company has maintained a strong focus on business continuity despite the challenges of the pandemic”

Dear Shareholders,

The world has been gradually coming to terms with the relentless onslaught of the COVID-19 pandemic. In India, there were challenges in terms of sporadic lockdowns and the impact of the pandemic was felt across the nation as it affected the lives and livelihood of people. At RPG Life Sciences, while the company faced operational challenges during the initial phase of lockdowns, its adoption of stringent COVID-19 protocols, robust systems and processes and digital initiatives have helped mitigate the impact to a fair degree. This was also reflected in the business performance with the company continuing an upward trajectory of profit margins and becoming debt-free.

During the year, the Company maintained a strong focus on business continuity to ensure no disruption in manufacturing activity and supply chains while looking to continuously improve sales metrics. Safety and wellbeing of its people and their families, dealers, customers and communities remained a key focus area for the company. Towards this objective, the company organised vaccination camps and other measures both for its associates and communities.

During the year, RPG Life Sciences was recognised amongst “India’s 100 Best Companies to Work for 2020” and also secured a place on “India’s Best Workplaces in Biotechnology & Pharmaceuticals” list by the Great Place to Work® Institute. Furthermore, the improvement in the Company’s operating performance led to an upgrade in the long-term and short-term credit ratings by ICRA.

The company is well poised to build on the strong operational competencies developed over the last few years. I am hopeful that the company will continue to grow and surpass new milestones in the years to come.

Harsh V. Goenka
Chairman

“RPG Life Sciences was recognised amongst ‘India’s 100 Best Companies to Work for 2020’”

MD's Message



“(In FY21) Revenues and PBT grew by 3.6% and 47% respectively. EBITDA margin retained its upward trajectory growing from 10.4% (FY19) to 15.9% (FY20) to 18.2% (FY21)”

Dear Shareholders,

It is my immense pleasure to present to you our first-ever elaborate Annual Report in FY21.

The year 2020 was one of the most challenging years we have known. The COVID-19 pandemic has had a severe and unprecedented impact across the world. Yet, at the same time, the pandemic has brought Healthcare to centre-stage and challenged the status quo to redefine existing and more conventional notions.

In response to the pandemic, we proactively identified key action points to ensure business continuity, adhering to strict and comprehensive measures for the health and safety of our employees. We have remained committed to our purpose of serving our customers and patients in these trying times.

The Year in Focus

Our performance in FY21 continues to remain strong, despite the severe impact of the COVID-19 pandemic. We clocked revenues of INR 389.14 crores. On a full-year basis, revenues and PBT grew by 3.6% and 47% respectively. EBITDA margin retained its upward trajectory growing from 10.4% (FY19) to 15.9% (FY20) to 18.2% (FY21). We continue to be focused on executing our turnaround strategy.

During the year, despite the significant impact of pandemic, all the three business segments, Domestic Formulations, International Formulations and APIs, registered positive revenue growth led by our International Formulations business that clocked in 15% growth. We were pleased to get UK MHRA approval for our new product, a Complex Generic Product - Sodium Valproate PR and launched it in the UK market. Myanmar, which is one of our key markets, de-grew due to political unrest. The Domestic Formulations segment, on the other hand, was primarily affected by the deeper acute portfolio deceleration due to the COVID-19 pandemic. Our APIs

business performance was driven by our flagship APIs such as Quinfamide, Azathioprine and Haloperidol. We are further focusing on strengthening our backward integration to reduce dependence on procurements from external sources and build resilience for any unforeseen events in the future.

At the Cusp of Growth

In FY21, as a part of continued focus on our long-term goals, we aim to grow our presence in the Specialty therapies like Nephrology, Rheumatology, Gastroenterology, Oncology and Chronic therapies like CVM Disorders and Urology. Our MABs portfolio is witnessing an impressive uptake. We are strongly foraying into Rheumatology through new launches. We have launched a new product, T-JAKi (JAK Inhibitor) in FY21. We have devised diligent life cycle management strategy for our text book/iconic brands to build them as our strategic assets. We have launched two new line extensions in FY21. To sustain and further build the growth momentum, we are also expanding our sales force team to widen our reach in the segments we operate. As a scientifically-driven company, we continued facilitating digital e-CMEs for our healthcare professionals. In the last quarter, we have launched a new digital platform to augment doctor engagement - RPGserv, an industry-first “Anytime Anywhere Doctor Support Initiative”.

In the International Formulations segment, we intend to expand our footprints in emerging markets like Myanmar, Vietnam, Philippines, Sri Lanka, Egypt and Sudan. In regulated markets, we continue to focus on expanding our partnership with new customers and launching and maximizing the products with competitive advantage.

For our APIs business, we remain committed to focusing on business continuity through customer and market expansion of our existing/new molecules.

People at the Core

I am proud of my team, right from the ground staff to senior executives, for demonstrating and living the organisational values to win against all odds and secure timely delivery of critical medicines to patients during this pandemic. This reiterates our commitment towards the profession and highlights our singular focus on prioritising the needs of our customers.

Sustainability at the Core

We acknowledge the adverse effects of climate change on our planet and are committed to reducing our impact on the environment. We are, therefore, promoting the 3Rs (Reduce, Reuse and Recycle) to ensure optimal utilisation of resources.

We also recognise our responsibility towards society at large and continue to engage in various CSR initiatives to encourage the sustainable development of communities. We developed “SafeSeniors” tool in conjunction with Seniority, an RPG Group company, for early detection of risk in the vulnerable senior citizen segment. We continued engaging in the programmes such as Pehlay Akshar (Education), Swayam Health, Swayam Drive and Swayam Digital (Employability) for the development of underprivileged communities in and around our plants and business locations.

Road Ahead

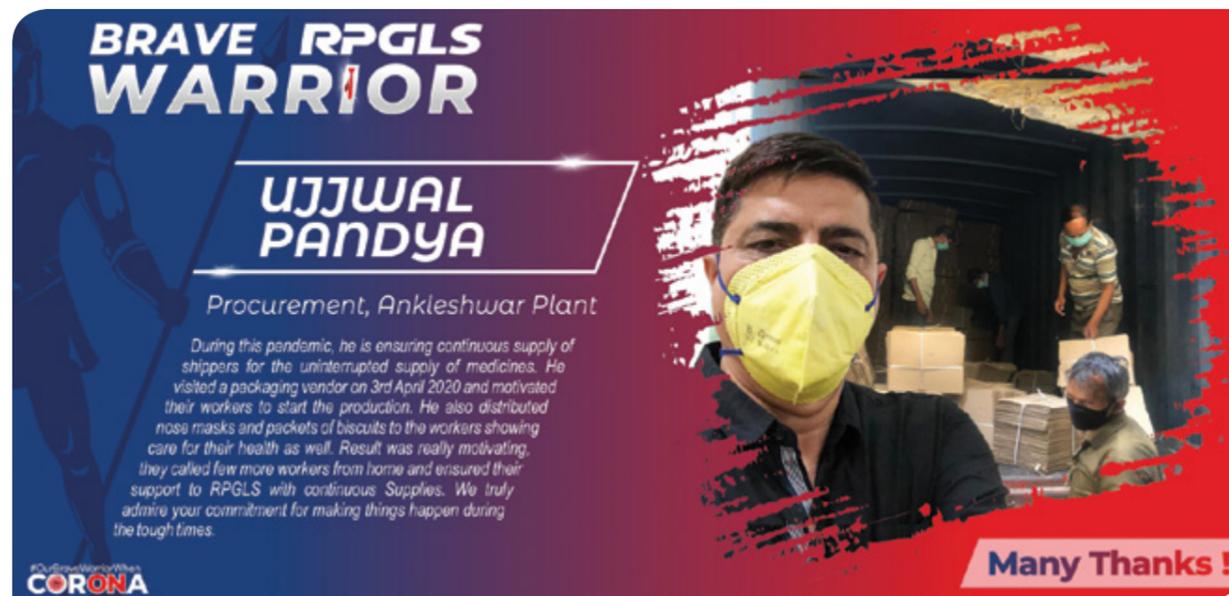
As we begin another exciting year of growth, we continue to maintain an unwavering focus on our strategic priorities. We are forever grateful to our frontline Covid warriors who are constantly putting their lives at risk and working tirelessly to keep us safe. I would also like to take this opportunity to express my deepest gratitude towards the shareholders for their continued support and faith in the company.

Yugal Sikri
Managing Director

“As we begin another exciting year of growth, we continue to maintain an unwavering focus on our strategic priorities”

RPGLS stands strong in the battle against COVID-19

The Company gave a passionate clarion “Call of duty as a responsible member of the Healthcare group” to the entire organisation to go all out to ensure continuous availability of medicines to service our patients. As a response, the team relentlessly pursued the objective by servicing door delivery of our critical medicines related to Cancer, Kidney Transplant, Rheumatoid Arthritis etc. for our patients. This was further facilitated by our manufacturing facilities which did not stop even for a single day during the fiscal 2020-21.



As a means to fulfil our commitments and manage the COVID-19 crisis, certain key priorities were identified, and targeted interventions planned thereafter. Our resolve was to ensure comprehensive **Employee Care** through all possible Health and Safety measures.



This included a round the clock in-house medical teleconsultation and counselling sessions and enhanced medical insurance for COVID-19 hospitalisation, available throughout the organisation. While the field team was provided with essentials such as PPE kits, masks and sanitizers; immunity boosting measures were carried out at all factory locations. Furthermore, special care was taken of employees with co-morbidities, besides regular advisories for all employees.

An uninterrupted **Employee Engagement** was facilitated through measures such as organising digital townhalls for interacting with employees and their families. Frequent connect with the Leadership team, Factories and Frontend teams helped resolve the issues at hand and review the priorities for effective action. The Company recognised 80+ employees from Procurement to Sales

on Corporate Website and Social Media pages through **RPGLS Brave Warriors**, an initiative to appreciate their courageous contributions during the lockdown.



Our efforts towards **Conserving Cash** through focussing on sustainable OPEX control measures bore fruit and the Company became Debt-free during fiscal 2020-21.

The Company ensured **Supply Continuity** of raw materials and packaging materials through proactive planning and relationship management with key vendors,

thereby facilitating product availability at all times.

The Company maintained the connect with customers through deployment of several Digital initiatives such as teleconsultation facilitation service, e-CMEs, webinars, and medical emailers to ensure **Customer Outreach** in view of limited physical calls.

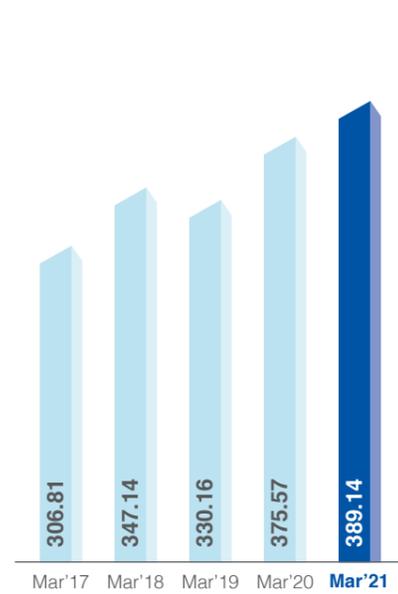
The Company extended the **Community Service** activities through RPG Foundation to distribute sanitizers, masks, gloves, PPE Kits, meals, etc. The Company developed “**SafeSeniors**” tool in conjunction with Seniority for early detection of risk in vulnerable Senior Citizen segment.



Financial Highlights

Revenue from Operations

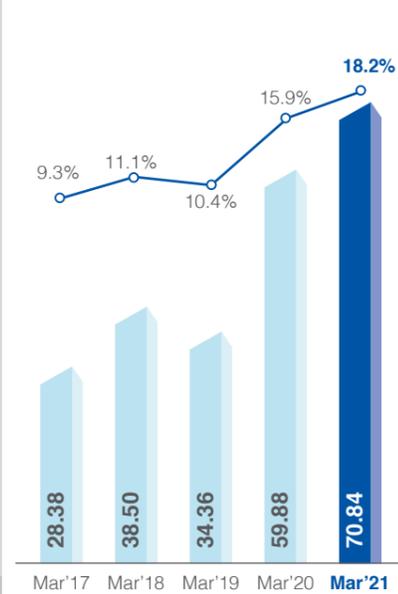
(₹ in crores)



Revenue from Operations

EBITDA and EBITDA Margin

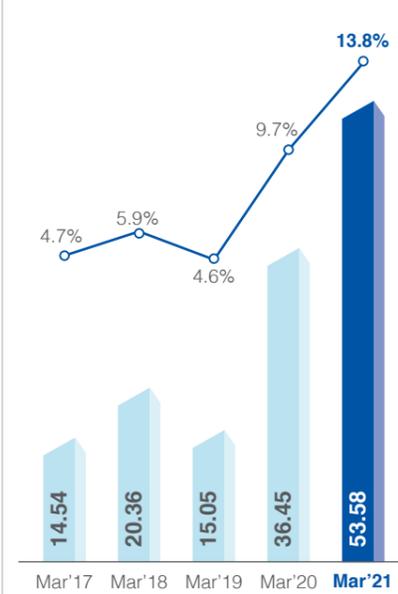
(₹ in crores) (in %)



EBITDA EBITDA Margin

PBT and PBT Margin

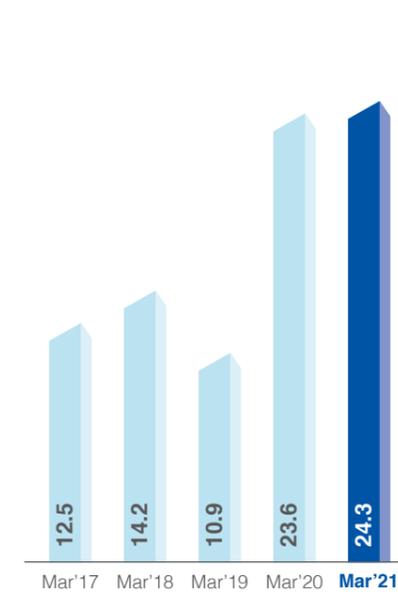
(₹ in crores) (in %)



PBT PBT Margin

ROCE

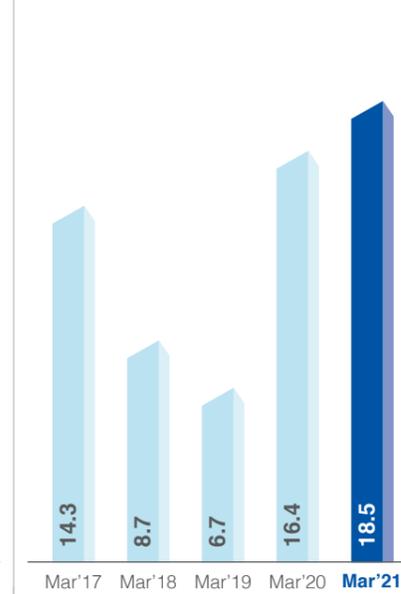
(in %)



ROCE

ROE

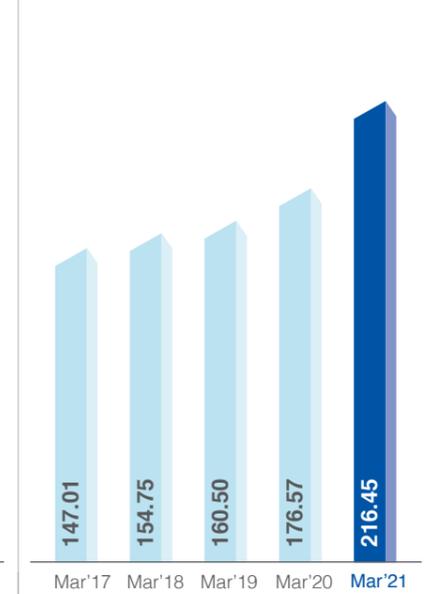
(in %)



ROE

Net worth

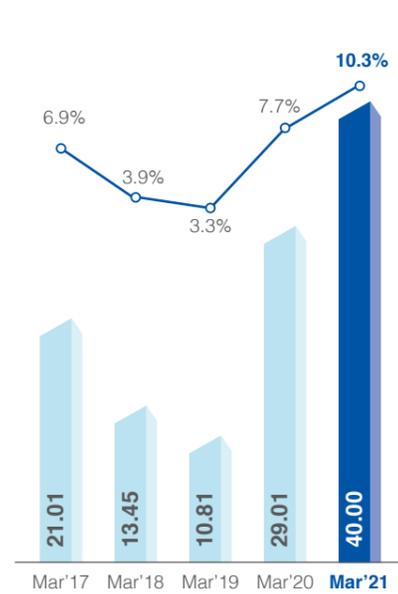
(₹ in crores)



Net worth

PAT and PAT Margin

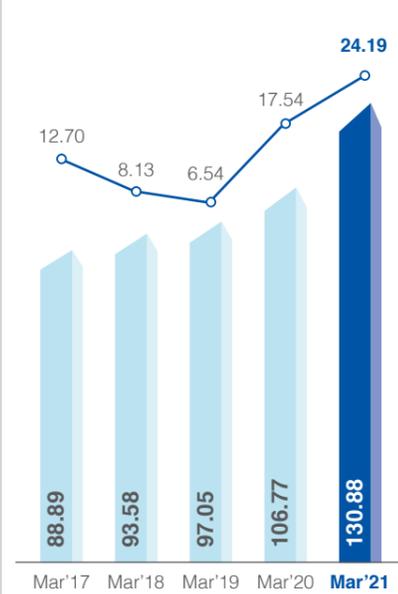
(₹ in crores) (in %)



PAT PAT Margin

Book Value per share and EPS

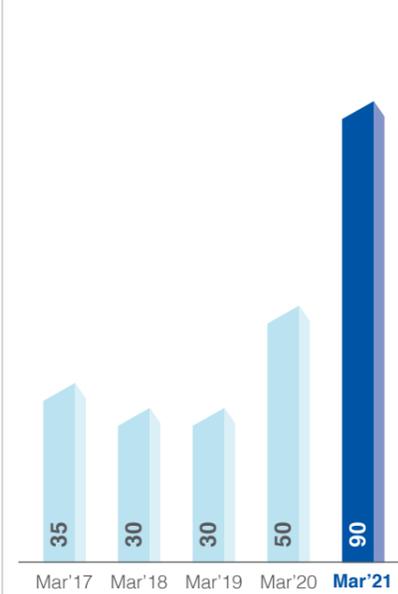
(₹ per share)



Book Value EPS

Dividend

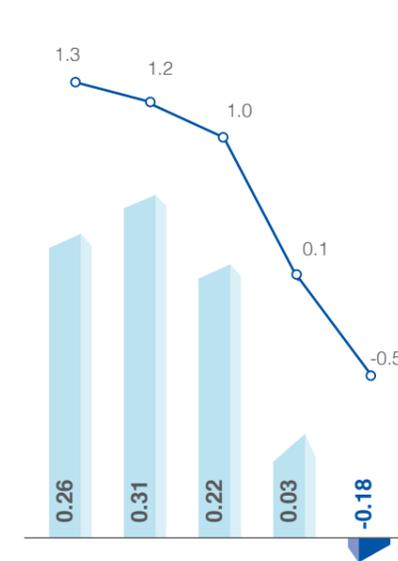
(in %)



Dividend

Net Debt/Equity and Net Debt/EBITDA

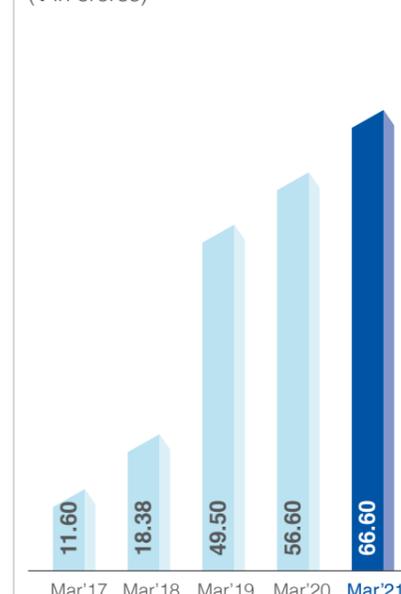
(in times)



Net Debt/Equity Net Debt/EBITDA

Cash from Operations

(₹ in crores)

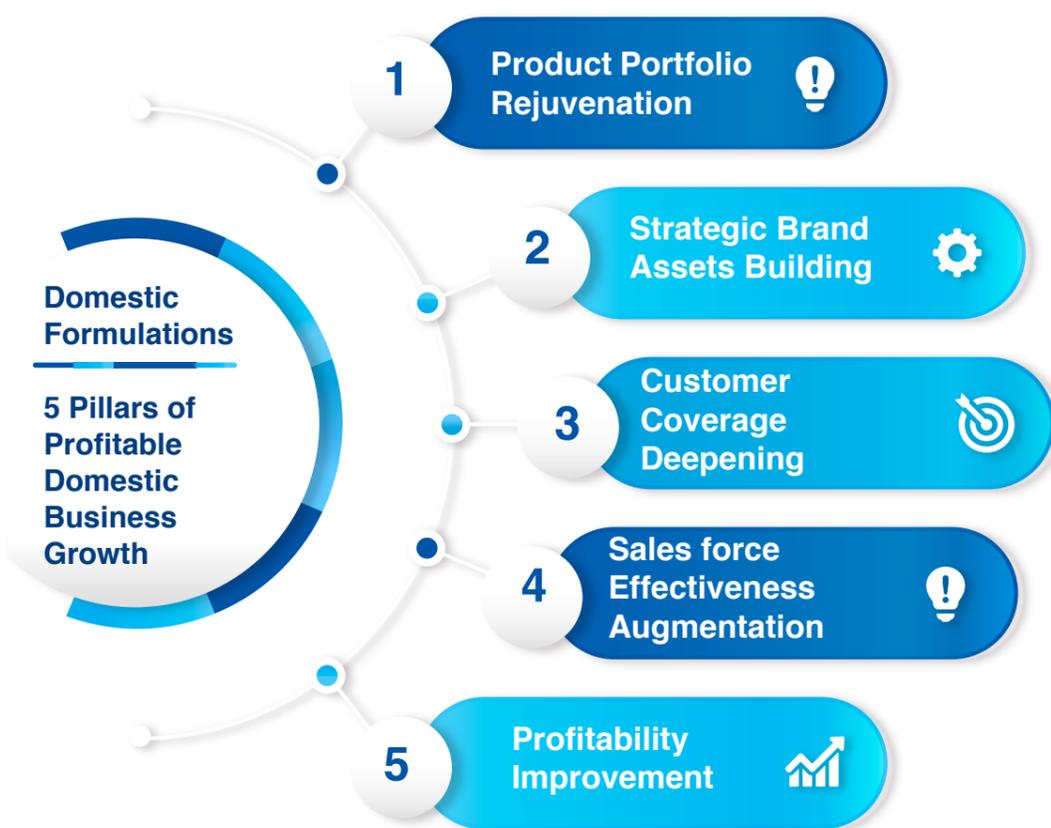


Cash from Operations

Company becomes Debt-free in FY21

Strategic Priorities for a Sustainable Tomorrow

The Company is aware of the dynamic operating environment witnessed in recent years and has a strategic framework to address any anticipated shifts in key markets. The framework is segregated according to the business verticals, with a broad-based convergence on value creation for all stakeholders within the realm of RPG values.



In the Domestic Formulations business, the Company aims to address the growing market in Chronic and Specialty segments through New Launches and adopt Life Cycle Management strategy for its iconic/text book legacy products by introducing

Line Extensions, expanding into New Customer Segments and reaching out to new customers by Salesforce expansion. The objective is to be facilitated by Competency building and Productivity enhancement initiatives for the Salesforce,

complemented by deployment of Digital capabilities to expand the customer base. Furthermore, Cost rationalisation by OPEX control, efficient Manufacturing Operations and Sales hygiene will increase profits.

Focused Product Portfolio

Immunosuppressant Brands Portfolio



Azoran

Mofetyl



Arpimune ME

Imunotac

Text Book Brands Portfolio



Azoran

Aldactone

Naprosyn

Lomotil



Serenace

Norpace New

New Brands Portfolio – Specialty



HerMab
Trastuzumab for Injection 150 mg / 440 mg



Adlumab
Adalimumab 40 mg/0.8 mL



Ivzumab^{100/400}
Bevacizumab 100 mg / 400 mg



Zestmab
Zestamab 500mg / 500mg



T-JAKi
Tofacitinib Tablets 5 mg

New Brands Portfolio – Chronic



NuGliptin
Vildagliptin Tablets 50 mg



GliptiNext
Tenzeligiptin 20 mg Tablets

New Line Extensions - Text Book/Iconic Brands



Azoran 75
Azathioprine 75 mg Tablets



Aldactone T
Furosemide & Spironolactone Tablets



ROMILAST-BL
Bilastine and Montelukast Tablets



Tricaine Alma 2
Tricaine and Smaller Oral Suspension

Disclaimer: All products displayed/mentioned in this Annual Report are for illustration purpose only. Consult your Physician for professional medical advice.

International Formulations - 3 Pillars of Step-wise Business build up

The strategy for Global business is to create a strong foothold in select markets by leveraging our brand image in Immunosuppressant segment.

Build Immunosuppressant Portfolio

e.g.
Azoran
Mofetyl
Imunotac
Arpimune ME

Focus on Products with Specific/Competitive Advantage

e.g.
Products needing special manufacturing conditions like low RH (Nicorandil)
Complex Generic product (Sodium Valproate PR)

Expand footprints in Emerging Markets

e.g.
Myanmar, Vietnam, Philippines, Sri Lanka
Egypt, Sudan

APIs - Business Continuity

The Company is positioned in the API segment, backed by R&D and relationship with downstream customers. Aim being Business continuity, **areas of focus are Efficiency enhancement and Customer/Market expansion for the existing/new Molecules.**



Our Infrastructure and Backend Capabilities

1. Manufacturing

Formulations Unit 1

Located in the industrial town of Ankleshwar in Gujarat, India; the F1 unit is a **Multipurpose plant with dedicated product lines for Oral Dosage forms** including tablets, liquids and powder. The unit has a strong production capacity and caters to the Domestic and Emerging markets.

Regulatory Approvals:

WHO GMP from Food and Drug Control Administration (FDA) - Gujarat

Kenya – Pharmacy & Poisons Board

Nigeria – NAFDAC (National Agency for Food & Drug Administration and Control)



API Unit

The API manufacturing facility consists of three units catering to specific markets.

MF1: Multipurpose unit catering to Emerging Markets including India.

MF2: Dedicated Immunosuppressant facility catering to Regulated Markets.

MF3: Multipurpose unit catering to Regulated Markets.

Regulatory Approvals:

WHO GMP from Food and Drug Control Administration (FDCA) - Maharashtra

Australia: TGA (Therapeutic Goods Administration)

Formulations Unit 2

The F2 unit, also located in Ankleshwar in the state of Gujarat, India is manufacturing Solid Oral Dosage forms and **equipped to handle products requiring very low Humidity during processing**. The unit caters to the Regulated Markets.

Regulatory Approvals:

EU GMP from HHA (Hamburg Health Authority)

WHO GMP from Food and Drug Control Administration (FDA) - Gujarat

Canada – Health Canada

Ethiopia – FMHCACA (Food Medicine and Healthcare Administration and Control Authority of Ethiopia)

Kenya – Pharmacy & Poisons Board

Sudan – Federal Ministry of Health - National Medicines & Poisons Board

Nigeria – NAFDAC (National Agency for Food & Drug Administration and Control)



2. Quality

The manufacturing operations has a robust Quality Framework under the command of Corporate Quality Assurance (CQA) team to ensure **high quality consciousness and process orientation**. The CQA is entrusted with quarterly Internal Audit of all plants and all Critical SOPs are harmonized through Corporate Quality Assurance (CQA) team. Moreover, all critical deviations, change controls and market complaints investigation are approved by CQA.

3. Regulatory Affairs

The Company has a well-established and evolved Regulatory function with **expertise of eCTD submissions and Integrated Project Management activities**.

4. Formulations R&D

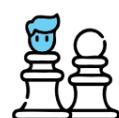
Besides formulation development capability of Oral Dosage forms, the Formulations R&D has the capabilities to develop **Modified Release & Complex Generics**. Furthermore, it has the capabilities with regards to packaging development, dossier's gap

analysis and fulfilment, scale up, tech transfer and site transfer activities. The department also boasts of a **GLP compliant analytical laboratory** for development and validation of analytical methods.



Driving Digitalisation to transform Business

As the COVID-19 crisis accelerated the inevitable digitalisation of the economy, the Company created innovative digital solutions to redefine and elevate the communication channel with its customers and employees.



Game Changer Customer Connect Initiative



The Company launched a digital platform for comprehensive Doctor engagement - **RPGserv**, which integrates physical and digital capabilities (Phygital) to provide an **Industry first "Anytime, Anywhere Doctor Support Initiative"**. The platform has been launched across therapies for Key Opinion Leaders pan India and supports features such as high-quality content delivery and premium contemporary services for Doctors. RPGserv is an initiative to enhance customer coverage and share of voice of customers along with a range of services.

Besides RPGserv, the Company deployed the digital platform of **e-CMEs** to bring Doctors and Key Opinion Leaders together to deliberate on current Medical developments as well as facilitated **Tele-consultation between Doctors and Patients**.



Backend

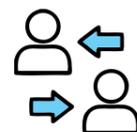
The digital interventions in the backend included three Quality Management Systems for process optimisation such as

e-QMS: Digital Platform to track all 6 Quality parameters.

e-DMS: Digital Platform to manage all Manufacturing/ Quality documents.

e-LMS: Digital Platform to track Training Sessions on CGMP

Moreover, the Company deployed **IRIS scanner** to access critical manufacturing equipment.



Employee Connect



Rxcer 2.0 is a digital platform launched to track the Company's Salesforce operations including Customer visits, Customer engagement activities, Sales performance analytics etc. for informing the decision-making activities of the organisation.



24X7 Support is a digital Salesforce Grievance Redressal platform.



Furthermore, an automated **HR chatbot, "ERICA"** for employees facilitates deep engagement through quick resolution of queries.



Building a Happy and Performance Driven Culture

The Company practices a culture of continuous learning to empower our people to realise their true potential and recognise their contribution towards personal and professional goals, thereby creating an ecosystem of symbiotic development. Taking cognisance of the effect of the crisis, the Company initiated a slew of positive interventions to boost morale and ensure the health and safety of the workforce.

Recognition Initiatives

You Excel. We Applaud. – Motivation Continuum to recognize Achievements



RPGLS Heroes – Recognition for Outperformance



Happy Cards/Badges - On-spot Appreciation and Recognition of Efforts



Capability and Career Building Initiatives

We Skill. You Grow. – Skill Development Continuum for Salesforce



Percipio - Dedicated e-Learning Platform



AkankshA – Career Progression Continuum for Salesforce



Engagement Initiatives

RPGLS Parivar Tyohar-Utsav Shrankhla – Virtual Celebration of Festivals with Families



RPGLS Happiness Forums – Townhall for Connect, Recognition and Camaraderie



RPGLS Values Champions - Recognition to live RPG values



Corporate Social Responsibility (CSR)

The Company is committed towards a sustainable development philosophy and recognises its obligation towards the environment at large and in particular the ecosystem of its business activities. To drive ‘holistic empowerment’ of the community around the local vicinity of our plants and the society at large, the Company has undertaken the following projects through RPG Foundation.



Education

Over the years, RPG Foundation has made sincere efforts to help children succeed and reach their full potential. We continue to leverage our resources to provide students in government schools access to quality education.



Pehlay Akshar

Pehlay Akshar aims at improving learning outcomes in classrooms, by helping Government school teachers improve their teaching practices and strengthen their subject matter knowledge. The program equips the teachers with modern and innovative pedagogy and behavioural techniques. The interactive training program is designed to bring about a change in conducting classroom sessions, thereby ensuring a conducive and safe environment to learn and grow.

290

Teachers trained in Mumbai

550+

Saathi sessions to promote peer learning

1832

Active teachers using the Pehlay Akshar App

100+

Teachers to be trained in the next phase in 2021



Employability

Lack of employable skills deprives a large section of the country's youth to capitalise on gainful employment opportunities. Through Swayam, we strive to build communities where people are empowered with necessary skills and training to ensure sustainable livelihoods. We support livelihood generation and foster inclusivity for all sections of society.

We undertook the following initiatives to address these issues:



Swayam Health

Swayam Health aims to provide vocational skills to women from less privileged backgrounds for getting employment in the healthcare sector. Specialised courses in General Duty Assistants and Patient Care are conducted, with special focus towards placing these trained women for their economic empowerment.

155

Women trained and 122 employed as Healthcare Professionals in FY21.



Swayam Drive

Swayam Drive which began in FY21 at Navi Mumbai, enables women and youth from marginalised backgrounds for careers in commercial driving through a comprehensive training program including driving, mechanics, soft skills and self-defence skills. The program's unique feature is its positive intervention in enabling women to break the stereotype of a male dominated sector.

50

Beneficiaries trained in two-wheeler driving in FY21.



Swayam Digital

Swayam Digital enables people from underprivileged communities to build a career in the digital sector. Currently, two diploma level courses are provided in Digital Marketing and Hardware and Networking, through a blended learning model, involving theory and practical sessions. Post successful completion of the course, beneficiaries are provided with employment in IT sector.

160

Beneficiaries to be covered in FY22.



Board of Directors



Mr. Harsh V. Goenka
Chairman



Mr. Yugal Sikri
Managing Director



Mr. Mahesh S. Gupta
Independent and
Non-Executive Director



Dr. Lalit S. Kanodia
Independent and
Non-Executive Director



Mr. Manoj K. Maheshwari
Independent and
Non-Executive Director



Mr. Narendra Ambwani
Independent and
Non-Executive Director



Ms. Zahabiya Khorakiwala
Independent and
Non-Executive Director



Mr. Bhaskar Iyer
Independent and
Non-Executive Director



Mr. Sachin Nandgaonkar
Non-Executive Director



Mr. Rajat Bhargava
Non-Executive Director

Corporate Information

BOARD OF DIRECTORS

Mr. Harsh V. Goenka
Chairman

Mr. Yugal Sikri
Managing Director

Mr. Mahesh S. Gupta
Independent Director

Dr. Lalit S. Kanodia
Independent Director

Mr. Manoj K. Maheshwari
Independent Director

Mr. Narendra Ambwani
Independent Director

Ms. Zahabiya Khorakiwala
Independent Director

Mr. Bhaskar Iyer
Independent Director

Mr. Sachin Nandgaonkar
Non-executive Director

Mr. Rajat Bhargava
Non-executive Director

HEAD – LEGAL & COMPANY SECRETARY

Mr. Rajesh Shirambekar

AUDITORS

B S R & Co. LLP
Chartered Accountants

CORPORATE IDENTIFICATION NUMBER (CIN)

L24232MH2007PLC169354

REGISTERED OFFICE

RPG House,
463, Dr. Annie Besant Road,
Worli, Mumbai – 400 030
Web: www.rpglifesciences.com

MANAGEMENT TEAM

Mr. Yugal Sikri
Managing Director

Mr. Samir Rane
Vice President – Sales & Marketing (Main Division)

Mr. Vishal Shah
Chief Financial Officer

Mr. Manoj Muthiyar
Vice President - New Product Development & Regulatory Affairs

Mr. Milind Gujar
Chief Quality Officer

Ms. Suchitra Tiwari
Head- Regulatory & Project Management

Mr. Kartick Patra
Head - API Operations & Procurement

Mr. Himmat Patel
Head-Domestic Manufacturing

Mr. Rajesh Chopra
Site Head – International Formulations

Ms. Neha Batra
Chief Human Resources Officer

BANKERS

Union Bank of India
State Bank of India
IDBI Bank
Export-Import Bank of India

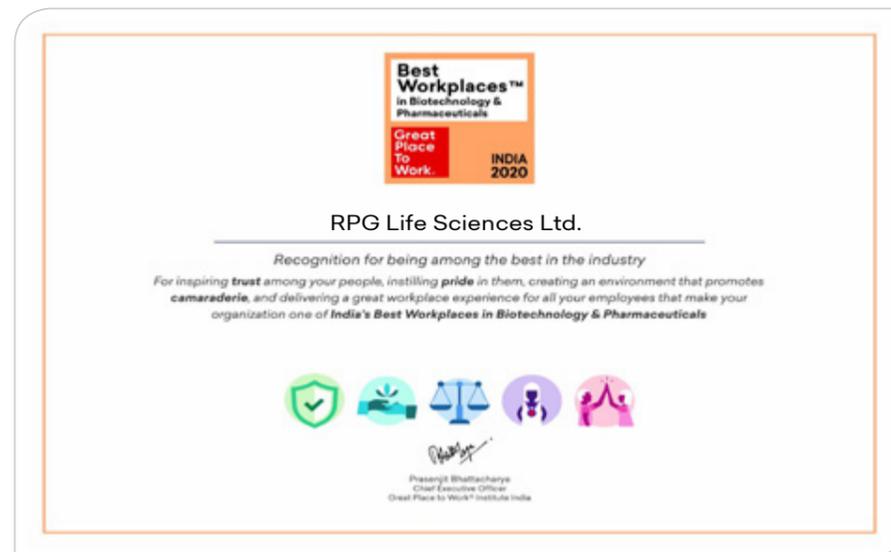
REGISTRARS

Link Intime India Pvt. Ltd.
C 101, 247 Park,
L.B.S. Marg, Vikhroli (West)
Mumbai - 400 083

Awards & Recognition



Recognized amongst India's 100 Best Companies to Work for 2020 by Great Place to Work® Institute.



Recognized as One of India's Best Workplaces in Biotechnology & Pharmaceuticals by Great Place to Work® Institute

STATUTORY REPORTS AND FINANCIAL STATEMENTS



Rating upgrade by



Long term Rating from A- to A
Short term Rating from A2+ to A1

Directors' Report

Your Directors have pleasure in presenting the annual report and audited statement of accounts of the Company for the year ended on March 31, 2021.

1. FINANCIAL RESULTS

The summary of financial performance of the Company for the year under review is given below:

Particulars	₹ in crores	
	2020-21	2019-20
A Operations		
Total Income	390.05	376.30
Profit before depreciation, interest and tax	70.84	59.88
Less: Interest	0.79	1.75
Less: Depreciation	16.47	16.36
Profit before exceptional items for the year before tax	53.58	41.77
Exceptional items Gain/(Loss)	-	(5.32)
Profit before tax	53.58	36.45
Tax (including deferred tax)	13.58	7.44
B Profit for the year after tax	40.00	29.01
C Other Comprehensive income net of tax	(0.12)	(0.17)
D Total comprehensive income	39.88	28.84
E Appropriations:		
Dividend on equity shares	-	6.62
Dividend Distribution Tax	-	2.18

2. DIVIDEND

Your Directors recommend a dividend of ₹ 7.20 (90%) per equity share of ₹ 8/- each for the financial year ended March 31, 2021.

3. OPERATIONS

The Company earned a total income of ₹ 390.05 crores for the year as compared to ₹ 376.30 crores during the previous year and a profit after tax from existing operations of ₹ 40.00 crores, as against ₹ 29.01 crores during the previous year. The increase in sales and net profit was mainly due to improved performance of International Formulations business.

The Company's Formulation facility at Ankleshwar, Plant (F1) has WHO GMP, Nigeria and Kenya Health Authority certifications and Plant (F2) has WHO GMP, EU GMP, TGA Australia GMP, Health Canada, Kenya, Ethiopia, Nigeria and Sudan Health Authority certifications. API facility at Navi Mumbai plant has WHO GMP and TGA Australia certifications.

Domestic Formulations Business:

Performance

During the year under review, the Domestic Formulations business achieved sales revenue of ₹ 235.42 crores, higher than 1.5% over the previous year. The division's

performance improvement was a result of prescription generation, augmented product portfolio through new product launches and line extensions and control on sales hygiene and market inventories. Sales of legacy products in anti-diarrheal, anti-ulcerant, pain management and cardiovascular therapeutic areas, amongst others, which constitute 63% of the Domestic formulations registered flat growth. As a part of Life Cycle Management strategy of legacy products, Romilast BL and Aldactone T new line extensions were launched.

Specialty business which contributes 37% of domestic formulations, grew by 4% with the help of greater digital reach and connect with specialty customers. The Company focused on launching new product viz. T-JAKi and driving active promotion in the immunosuppressant range of products in Rheumatology and Gastroenterology. Azoran 75 mg new line extension was launched. Reduction in transplants and chemo therapies had negative impact on sales of related products.

As per the data compiled by Pharmatrac, a market researcher, the Company achieved 68th rank in sales value terms in the country during the year.

Outlook

In the current year, the Company will continue its emphasis on strengthening its Focus brands. The Company will continue its strategy of demand generation, introducing

of new products and line extensions, identifying alternate therapies for existing products, skill building of field force and control of sales hygiene parameters.

International Formulations Business:

Performance

The International Formulations business achieved sales revenue of ₹ 80.15 crores in FY 21, registering growth of 15% as against the previous year mainly on account of expanding the base business with existing customers, new customer development and new product offering viz. Sodium Valproate, Nicorandil, Propantheline Bromide and Azathioprine in new strength of 75 mg and 100 mg. In June 2020, the Company commercialized a complex generic product, Prolonged Release Sodium Valproate formulation, for a UK customer after its successful approval by UK MHRA.

Outlook

The International Formulations business is focused on increasing the penetration of existing and new products in multiple countries within EU along with UK, Australia, Canada, Myanmar and other Emerging Markets. The Company is also actively scouting for opportunities for geographic expansion through strategic partnerships in various international markets in India and South East Asian markets – Sri Lanka, Vietnam, Philippines, Egypt and increasing the penetration of the current product assets - Azathioprine, Nicorandil, Sodium Valproate PR and Mycophenolate Mofetil, globally.

Active Pharmaceutical Ingredients (API/Bulk Drugs) Business:

Performance

With sales of ₹ 67.89 crores, API business was marginally higher by 0.8% as against the previous year, due to higher sales of its flagship APIs like Azathioprine, Haloperidol and Quinifamide to both international and domestic customers.

Outlook

API business continues to be of strategic importance in the overall growth of the Company. Backward integration in products ensures lesser dependency on procuring APIs from external sources and increased reliability of supplies thus playing a crucial role in the current competitive and external environment. The Government's focus on developing API's and reducing the dependence on imports, further augments the strategic importance of the business. The Company is also working on scouting opportunities in Russia, South Korea, China, Brazil and MENA markets.

This business could see increase with overseas companies looking at India as a global hub for supply of APIs.

4. INDIAN ACCOUNTING STANDARDS (IND AS)

As notified by the Ministry of Corporate Affairs, the Company adopted Indian Accounting Standards ('Ind AS') with effect from April 01, 2017.

5. EXTRACT OF ANNUAL RETURN

Pursuant to Sections 92 and 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the Annual Return as on March 31, 2021, is available on Company's Website www.rpglifesciences.com.

6. DISCLOSURE UNDER SECRETARIAL STANDARDS ON MEETINGS OF BOARD OF DIRECTORS (SS-1):

During the year under review, the Company has complied with all applicable Secretarial Standards.

7. MEETINGS OF THE BOARD

The details of Board Meetings held during the year are given in the Corporate Governance Report.

8. MEETINGS OF AUDIT COMMITTEE

The details of Audit Committee meetings and composition of the Committee are given in the Corporate Governance Report.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that –

- in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards had been followed and there was no material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as at March 31, 2021 and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. STATEMENT ON DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declaration from each of the Independent Directors under Section 149 (6) and (7) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity. As per the proviso to Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors of the Company are exempted from undertaking the online proficiency self-assessment test.

11. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS AND DISCLOSURES ON THE REMUNERATION OF THE DIRECTORS

All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company, along with criteria for such payments and disclosures on the remuneration of the Directors along with their shareholding are disclosed in Corporate Governance Report which forms part of this Report.

12. NOMINATION AND REMUNERATION POLICY

The Company's policy on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178 (3) is annexed with this Report as **Annexure A**.

13. EXPLANATION AND COMMENTS ON AUDITORS' AND SECRETARIAL AUDIT REPORT

There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditors in Auditor's Report.

As per the provisions of Section 143 (12) of the Companies Act, 2013 read with rule 13 of the Companies (Audit & Auditors) Rules, 2014, the Statutory Auditors have not reported any instances of fraud to the Central Government and/or Audit Committee.

Further, there is no qualification, disclaimer, reservation or adverse remark made by the Company Secretary in practice in Secretarial Audit Report.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Loans, Guarantees and Investments made by the Company are within the limits prescribed under the provisions of Section 186 of the Companies Act, 2013 and the details are given in the notes to the Financial Statements.

15. RELATED PARTY TRANSACTIONS

There were no contracts or arrangements or transactions entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 during the course of business which were not at arm's length basis.

Suitable disclosure as required by the Indian Accounting Standards (IND AS 24) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.rpglifesciences.com.

16. TRANSFER TO RESERVES

The Company has not transferred any sum to the General Reserve during the financial year ended March 31, 2021.

17. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year on March 31, 2021 to which the financial statements relate and the date of this report.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014, are given in **Annexure B** to this report.

19. RISK MANAGEMENT

The details of Risk Management Committee (RMC) and its terms of reference are set out in the Corporate Governance Report.

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities.

This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework help in identifying risks trend, exposure and potential impact analysis at Company's business.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In accordance with the provisions of Section 135 read with Schedule VII of the Act, the Company, as a part of its Corporate Social Responsibility ("CSR") initiative, has adopted a CSR Policy outlining various CSR activities to be undertaken by the Company in the area of health, water, sanitation, promoting education, skill development etc. The CSR policy of the Company is available on the Company's website i.e. www.rpglifesciences.com under 'Investors' tab.

During the year under review, the Company has contributed ₹ 39.34 Lakhs to RPG Foundation, the implementing agency towards CSR activities and ₹ 12.23 Lakhs was transferred to a separate Bank Account viz. 'RPG Life Sciences Limited Unspent Corporate Social Responsibility Account FY 2020-21' to be disbursed in the future towards approved projects pursuant to CSR rules dated January 22, 2021. The Board has constituted a CSR Committee inter alia to recommend on the CSR projects/ programs, recommend the amount on each CSR activity and to monitor such CSR activities, being undertaken by the Company. The report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as **Annexure C**.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Bhaskar Iyer was appointed as an Independent Director by the Members at the Annual General Meeting of the Company held on August 20, 2020 for his first term of five consecutive years from October 30, 2019 to October 29, 2024.

Mr. Rajat Bhargava was appointed as an Additional and Non-Executive Director on the Board of the Company w.e.f. January 25, 2021.

Mr. Harsh V. Goenka retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. Mahesh Narayanaswamy, Vice President – Finance was relieved from discharging the responsibilities and duties of CFO w.e.f. August 3, 2020. The Board placed on record its appreciation for the services rendered by Mr. Narayanaswamy during his tenure with the Company.

Mr. Vishal Shah was appointed as Chief Financial Officer of the Company w.e.f. August 3, 2020.

In accordance with provisions of Section 149 and other applicable provisions of Companies Act, 2013, your Directors are seeking re-appointment of Ms. Zahabiya Khorakiwala for five consecutive years from July 27, 2021 to July 26, 2026. In the opinion of the Board she possesses requisite qualification, experience and expertise and holds highest standards of integrity. Details of the said Director are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the 14th Annual General Meeting.

At the Board Meeting held on April 30, 2021, Mr. Yugal Sikri was re-appointed as the Managing Director of the Company with effect from October 1, 2021 to April 30, 2024 subject to approval of shareholders.

None of the Directors and Key Managerial Personnel (KMP) is related to any other Director of the Company.

Mr. Yugal Sikri, Managing Director, Mr. Vishal Shah, Chief Financial Officer and Mr. Rajesh Shirambekar, Head – Legal and Company Secretary are Key Managerial Personnel of the Company within the meaning of Section 203 of the Companies Act, 2013.

22. SUBSIDIARY COMPANIES

There were no Companies which have become or ceased to be our subsidiaries, joint ventures or associate companies during the year.

23. FIXED DEPOSITS

The Company has not accepted any fixed deposit from public during the year under review under Chapter V of the Companies Act, 2013. As on March 31, 2021, no deposit was lying unclaimed or unpaid with the Company.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

25. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of business.

26. INTERNAL FINANCIAL CONTROL

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms part of this annual report.

27. INFORMATION PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL REMUNERATION) RULES, 2014

1	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;	Mr. Harsh V. Goenka (Chairman)	1.47
		Dr. Lalit S. Kanodia	1.55
		Mr. Mahesh S. Gupta	2.38
		Mr. Manoj Maheshwari	1.47
		Mr. Narendra Ambwani	2.31
		Ms. Zahabiya Khorakiwala	0.81
		Mr. Bhaskar Iyer	2.09
		Mr. Sachin Nandgaonkar	2.11
		Mr. Rajat Bhargava	0.61
		Mr. Yugal Sikri (Managing Director)	94.12
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. Harsh V. Goenka (Chairman)	Nil
		Dr. Lalit S. Kanodia	Nil
		Mr. Mahesh S. Gupta	Nil
		Mr. Manoj Maheshwari	Nil
		Mr. Narendra Ambwani	Nil
		Ms. Zahabiya Khorakiwala	Nil
		Mr. Bhaskar Iyer	Nil
		Mr. Sachin Nandgaonkar	Nil
		Mr. Rajat Bhargava	Nil
		Mr. Yugal Sikri	15%
3	The percentage increase in the median remuneration of employees in the financial year;	Mr. Mahesh Narayanaswamy	10%
		Mr. Vishal Shah	Nil
4	The number of permanent employees on the rolls of Company;	Mr. Rajesh Shirambekar	8%
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;		<ul style="list-style-type: none"> Average Salary increase of non-managerial employees is around 8.4%. Average Salary increase of managerial employees is around 9.5%. There are no exceptional circumstances in increase of managerial remuneration.
6	Affirmation that the remuneration is as per the remuneration policy of the Company.	Remuneration paid during the year ended March 31, 2021 is as per the Remuneration Policy of the Company.	

Notes:

*The percentage increase in the median remuneration of employee has been calculated after excluding Managing Director's remuneration.

28. WHISTLE BLOWER POLICY

The Audit Committee's terms of reference inter-alia include vigil mechanism which also incorporates a Whistle Blower Policy in terms of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted Whistle Blower Policy. The Whistle Blower mechanism provides for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Governance

and Ethics. The Whistle Blower Policy is uploaded on the Company's website www.rpglifesciences.com.

29. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

The Company conducts familiarization programme for Independent Directors and the details are uploaded on the website of the Company on the below mentioned link: https://rpglifesciences.com/website/code_policies_forms.php

30. FORMAL ANNUAL EVALUATION OF BOARD AND ITS COMMITTEES

Pursuant to provisions of Section 134 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee laid down a criteria for evaluating Board effectiveness by assessing performance of the Board as a whole, performance of individual Director and Committees of the Board namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. The Board approved the criteria laid down by Nomination and Remuneration Committee for evaluating Board effectiveness and engaged a third party agency to conduct Board effectiveness survey during the year under review. The Board has carried out annual performance evaluation of its own performance, the Directors individually and of its Committees as mandated under the Act and Listing Regulations.

31. AUDITORS

Statutory Auditors:

The members of the Company at its Annual General Meeting held on July 24, 2017 appointed M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as Statutory Auditors of the Company, for a period of 5 (five) consecutive years from the conclusion of the tenth AGM till the conclusion of the fifteenth AGM. The auditors confirmed that their appointment shall be in compliance with Sections 139 and 141 of the Companies Act, 2013.

Internal Auditors:

M/s. Deloitte Touche Tohmatsu India LLP, are the Internal Auditors of the Company.

Secretarial Auditors:

M/s. Parikh Parekh & Associates, Practicing Company Secretaries, are the Secretarial Auditors of the Company. The Secretarial Audit Report required pursuant to sub-section (3) of Section 134 and Section 204 (1) of the Companies Act, 2013, is given in **Annexure D** to this report.

Cost Auditors:

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

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013, M/s. Kirit Mehta & Co. (Registration No. 000353), Cost Accountants, was appointed to conduct audit of cost records of Pharmaceutical Activities for the year ended March 31, 2021. Cost Audit reports would be submitted to the Central Government within the prescribed

time. Pursuant to Rule 6 of the Companies (Cost Records and Audit) Rules, 2014, cost audit reports for Pharmaceutical Activities for the year ended March 31, 2020 was filed with the Central Government on August 21, 2020.

32. EMPLOYEES STOCK OPTION PLAN

The Company has no employee stock option scheme.

33. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The particulars of employees in compliance with the provisions of Section 134 (3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided to the shareholder upon request. The said information is open for inspection and any Member interested in obtaining a copy of the same may write to the Company.

34. MANAGEMENT DISCUSSION AND ANALYSIS, BUSINESS RESPONSIBILITY REPORT AND CORPORATE GOVERNANCE REPORT

In compliance with Regulation 34 read with Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis, Business Responsibility Report and Corporate Governance Report, as approved by the Board of Directors, together with a certificate from a Practicing Company Secretary confirming the compliance with the requirements of Corporate Governance policies are set out in the Annexures forming part of this annual report.

35. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT THE WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Internal Complaints Committee has been set up to redress complaints.

During the financial year 2020-21, the Company has not received any complaints of sexual harassment.

36. MATERIAL TRANSACTIONS WITH RELATED PARTIES

The Company has not entered into any transaction with related parties during the year under review which requires reporting in Form AOC-2 in terms of Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

37. SAFETY

The Company conducts regularly Safety audit and Environment audit through competent authorities for its manufacturing facilities located at Navi Mumbai and Ankleshwar. The Company also organises various safety awareness programmes to impart safety training to its employees.

38. AWARDS

The Company has been recognised by 'Great Place to Work' Institute and is ranked 85 amongst India's 100 Best Companies to Work for the year 2020 (participation by more than 1000 companies) and one of India's Best Workplaces in Biotechnology & Pharmaceuticals segment

through the study conducted by 'Great Place to Work' Institute which validates the progressive culture of the organization.

39. APPRECIATION

Your Directors record their appreciation of the valuable services rendered by all employees of the Company, their gratitude to the banks for their assistance and to the Company's shareholders, customers and suppliers for their continued support.

For and on behalf of the Board of Directors

Place: Mumbai
Date: April 30, 2021

Harsh V. Goenka
Chairman

Annexure 'A' to the Directors' Report

NOMINATION AND REMUNERATION POLICY

1. Introduction:

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Management Personnel ("SMP") and other employees has been formulated in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, in order to pay equitable remuneration to Directors, KMP, SMP and other employees of the Company.

2. Objective:

The Policy sets out the guiding principles on:

- i. Appointment and remuneration of the Directors, KMP and SMP;
- ii. Determining qualifications, positive attributes and independence for appointment of a Director (Executive/ Non-Executive/Independent) and recommend to the Board a policy relating to the remuneration for the Directors, KMP and SMP;
- iii. Formulating the criteria for performance evaluation of all Directors;
- iv. Board diversity.

3. Constitution of the Nomination and Remuneration Committee:

The Board has constituted the Nomination and Remuneration Committee (NRC) on April 30, 2014 as per Companies Act, 2013.

4. Definitions:

"Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

"Board" means Board of Directors of the Company.

"Company" means RPG Life Sciences Limited.

"Directors" means Directors of the Company.

"Independent Director" (ID) means a Director referred to in Section 149 (6) of the Companies Act, 2013 and Rules made thereunder.

"Key Managerial Personnel" (KMP) means

1. Chief Executive Officer or the Managing Director or the Manager;
2. Whole-time Director(s);

3. Chief Financial Officer;
4. Company Secretary; and
5. Such other officer, not more than one level below the directors who is in whole time employment and designated as KMP by the Board.

"Senior Management Personnel" (SMP) means officers/ personnel of the Company, who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/ Manager, in case they are not part of the Board) and shall include Company Secretary and Chief Financial Officer.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

5. Matters to be dealt with and recommended by NRC to the Board

The following matters shall be dealt by the Committee:

a) Directors

Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommending candidates to the Board, when circumstances warrant the appointment of a new Director, having regard to the variety of skills, experience and expertise on the Board and who will best complement the Board.

b) Evaluation of performance

Making recommendations to the Board on appropriate performance criteria for the Directors. Formulate criteria and framework for evaluation of every Director's performance.

c) Familiarization

Identifying familiarization and training programs for the Board to ensure that Non-Executive Directors are provided adequate information regarding the operations of the business, the industry and their duties and legal responsibilities.

d) Remuneration framework and policies

NRC is responsible for reviewing and making recommendations to the Board on the following:

- i. The remuneration of MD/CEO, KMP and SMP.

- ii. Remuneration of Non-Executive Directors and Chairman.
- iii. Remuneration Policy for all employees including KMP and SMP which requires:
 - a. Attract and motivate talent to accomplish Company's long term growth.
 - b. Demonstrate a clear link between executive compensation and performance.

6. Board Diversity

NRC shall ensure a transparent nomination process to the Board of Directors with the diversity of gender, thought, experience, qualification, knowledge and perspective in the Board.

7. Policy for appointment and removal of Director, KMP and SMP:

A. Appointment criteria and qualifications

NRC shall identify a person and criteria for the qualification, expertise and experience of the person for appointment as Director, KMP or SMP and recommend to the Board his/ her appointment.

B. Term /Tenure

1. Managing Director / CEO

Term of appointment or re-appointment of Managing Director or CEO not to exceed five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director

An Independent Director shall hold office on the Board of the Company for a term as may be determined by the Board but in any case not exceeding five years and shall not hold office for more than two consecutive terms.

C. Retirement

The Director, KMP and SMP shall retire as per the provisions of the applicable Act, and the prevailing policy of the Company. On the recommendation of the NRC, the Board if it considers to be in the Company's interest, shall have the discretion to retain Director, KMP and SMP even after attaining the retirement age.

D. Removal

In case any Director or KMP or SMP incurs any disqualification as provided under the Act or Rules made thereunder or is in breach of Code of Governance and Ethics adopted by the Company, the NRC may recommend to the Board removal of such Director or KMP or SMP.

8. Policy for remuneration to MD/CEO, NEDs, KMP & SMP:

MD/CEO

- i. The remuneration to be paid to the MD/CEO at the time of his/her appointment shall be recommended by the NRC and approved by the Board of Directors and the shareholders of the Company.
- ii. Annual increment /subsequent variation in remuneration to the MD/CEO shall be approved by the NRC/Board of Directors, within the overall limits approved by the shareholders of the Company.

NEDs:

- i. NEDs shall be entitled to sitting fees as may be decided by the Board of Directors from time to time for attending the Meeting of the Board and sub Committees of the Board.
- ii. Commission as may be recommended by NRC and subsequently approved by the Board of Directors and wherever required approval of the shareholders of the Company shall be obtained.
- iii. The NEDs shall be eligible for remuneration of such professional services rendered if in the opinion of the NRC, the NED possesses the requisite qualification for rendering such professional services.

KMP & SMP:

- i. The remuneration to be paid to the KMP and SMP, at the time of his/her appointment shall be recommended by the NRC and approved by the Board considering relevant qualification, experience and performance of the individual as well as the prevailing market conditions. The remuneration may be combination of fixed and variable pay;
- ii. Annual increment /subsequent variation in remuneration to the KMP/SMP shall be approved by the NRC/Board of Directors.

9. Director and Officer Liability Insurance:

Where Insurance Policy is taken by the Company for its Directors, KMP, SMP and employees indemnifying them against any liability, the premium paid by the Company for such insurance cover shall not be treated as part of the remuneration payable to such personnel. However, if such person is proved to be guilty, the premium paid on such insurance shall be recovered from such persons.

10. General:

This policy is framed based on the provisions of the Companies Act, 2013 and Rules framed thereunder and the requirements of Listing Regulations, as amended from time to time. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other Regulations which makes any of the provisions in the policy inconsistent with the Act or Regulations, then the provisions of the Act or Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

Annexure 'B' to the Directors' Report

Pursuant to the Rule 8 (3) of the Companies (Accounts) Rules, 2014.

A. Conservation of Energy:

(a) (i) Energy Conservation measures taken during the year:

Multiple energy conservation measures were taken across all manufacturing facilities such as strong vigilance, employee awareness, minimizing leakages and energy waste.

The following significant energy conservation measures taken during the year:

- I. Replacement of existing conventional type Light fittings with LED.
- II. Reduction in Air compressor service cost by maintaining cooling water temperature.
- III. Minimise water consumption in wash area by providing shower type nozzle.
- IV. Optimized usages of Non-critical HVAC.
- V. Installed automatic control valve for the saving of the heat load of HVAC.
- VI. Reduced power consumption by installation of VFD on Utility Pumps.
- VII. Installed Timer on Cooling tower fan and Stabilizer on lighting.

(ii) Impact of measures mentioned above for energy conservation and consequent impact on cost of production of goods during the year:

The energy conservation measures undertaken during the year contributed to reduction in the cost of production by approximately ₹ 30.00 Lakhs.

(b) Measures taken for utilizing alternate sources of energy:

Company had Pipe Natural Gas (PNG) connection which is being used in emergency.

(c) Capital investment on energy conservation equipment:

Various energy conservation equipment were added to the production facilities across all Plant locations with approximate cost of ₹ 7.00 lakhs.

B. Technology Absorption:

1. Efforts made towards technology absorption:

Development of solid dosage forms (tablets, capsules) for Domestic, emerging and EU markets. Process

excellence projects were aimed at meeting current quality and regulatory expectations.

2. Benefits derived like product improvement, cost reduction, product development or import substitution as a result of above:

- a) Completion of in-house formulation development of Tacrolimus capsules and Mycophenolate Mofetil Capsules for export market, submission of batches manufacturing is in-progress, Bio-equivalence study will be undertaken in near future.
- b) MHRA (Medicines and Healthcare Products Regulatory Agency) UK approved the extension of shelf life and increase in batch size of PR Sodium valproate Tablets. Export of product to UK was commenced.
- c) Completion of in-house formulation development of Atorvastatin Tablets. Pilot BE study results are promising and submission batches will be initiated in near future.
- d) Completion of formulation development and technology transfer to own site for 'Lomofen plus'.
- e) Laboratory development for amino acid completed.
- f) Prototype development for a Statin Tablet is completed for emerging and EU markets.
- g) Regulatory filing of immunosuppressant drug for new strengths to be marketed with EU has been done.

Reformulation of legacy products and Technology transfer of 10 reformulated SKUs has been completed for cost reduction.

3. In case of imported technology:

- i. No new technology has been imported during the year 2020-2021.
- ii. One product of Australian company has been transferred to own site for commercial supply.

C. Expenditure incurred on Research & Development:

Item	(₹ in Lakhs)
Capital	154
Recurring	692
Total	846
Total R&D expenditure as a percentage of total turnover	2.17%

D. Specific areas in which R&D has been carried out by the Company:

- Process development of Active Pharmaceutical Ingredients (APIs) using non-infringing synthetic routes for Global Markets.
- Process excellence exercise aimed at optimizing existing commercial processes with a view to improve yield and quality.
- Solvent & Solid Waste Reduction
- Recovery & recycling of solvents used in several APIs
- Alternate Vendor development for Key Starting Materials & critical raw materials

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

The R&D supports two businesses of the Company namely International Business comprising Active Pharmaceutical Ingredient (API) and Global formulation and Domestic Business comprising domestic formulation.

Research is focused on developing new products and also on optimizing existing processes to make them environment-friendly and cost effective. During the year non-infringing indigenous technology for anti-inflammatory, anti-hypertensive and anti-hyper parathyroid drugs have been developed and ready for commercialization at Plant level. Process excellence

with one anti-psychotic and one anti-arrhythmic drug were established at lab scale and implemented at Plant trial. Alternate vendor developments were done for one anti-psychotic drug and one proton pump inhibitor drug.

g) Future plan of action

At API R&D, development work with Plant trial on several new products that include one cardiovascular and one anti-hyper parathyroid drug will be carried out. The process excellence work for existing processes and recovery and recycling of solvents in the existing APIs will continue.

At Formulation R&D, in-house manufacturing of currently outsourced products for domestic market, cost reduction projects for existing products and development of products for EU markets would be a focus.

h) Patent Filing/ Grant

There was no patent filing /grant during the year under review.

E. Foreign Exchange Earnings and Outgo:

During the year under review, Foreign Exchange earned in terms of actual inflows was ₹ 12,832 lakhs and the Foreign Exchange outgo in terms of actual outflow was ₹ 1,909 lakhs.

Annexure 'C' to the Directors' Report

THE ANNUAL REPORT ON CSR ACTIVITIES FOR FINANCIAL YEAR 2020-21

1. Brief outline on CSR Policy of the Company.

As part of its initiatives under Corporate Social Responsibility ("CSR") and RPG Life Sciences Limited (RPGLS) vision to drive 'holistic empowerment' of the community around the local vicinity of our plants and the society at large, we have undertaken projects mentioned in point 8 (b) through RPG Foundation in accordance with CSR policy of the Company, read with Schedule VII of the Companies Act, 2013.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Narendra Ambwani	Chairman / Independent Director	2	2
2	Ms. Zahabiya Khorakiwala	Member / Independent Director	2	2
3	Mr. Yugal Sikri	Member / Managing Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

This information may be accessed at https://rpglifesciences.com/website/code_policies_forms.php

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of Sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

5. Details of the amount available for set off in pursuance of Sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set off for the financial year, if any (in ₹)
		NIL	

- Average net profit of the Company as per Section 135(5). ₹ 2,579 Lakhs.
- Two percent of average net profit of the Company as per Section 135(5) ₹ 51.57 Lakhs.
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil
 - Amount required to be set off for the financial year, if any. Nil
 - Total CSR obligation for the financial year (7a+7b-7c). ₹ 51.57 Lakhs.

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
51,57,000	12,23,000	28.04.2021	Not Applicable	Nil	Not Applicable

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	Name	CSR Registration number
				State	District							
1	Pehlay Akshar Teachers' Training 20-21	Promoting education	Yes	Maharashtra	Thane	2 years*	25,56,000	25,56,000	0	No	RPG Foundation	CSR00000030
2	Employability • Swayam Health 20-21 • Swayam Drive 20-21 • Swayam Digital 20-21	Employment enhancing vocational skills	Yes	Maharashtra	Thane	2 years*	26,01,000	13,78,000	12,23,000	No	RPG Foundation	CSR00000030
TOTAL						51,57,000	39,34,000	12,23,000				

* The years mentioned include the financial year 2020-21 in which the project has commenced.

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project	Amount spent for the project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	Name	CSR Registration number
				State	District				
NIL									

(d) Amount spent in Administrative Overheads: Not Applicable

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 39.34 Lakhs

(g) Excess amount for set off, if any:

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per Section 135(5)	51.57 Lakhs
(ii)	Total amount spent for the Financial Year	39.34 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Not Applicable
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not applicable

Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the Reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any	Amount remaining to be spent in succeeding financial years (in ₹)
			Name of the Fund	Date of transfer
Not applicable				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the Project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of Reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing
Not applicable							

Note: ₹12.24 lakhs which remained unspent by RPG Foundation as at the end of FY 2019-20 due to outbreak of COVID-19 pandemic were spent during the FY 2020-21.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year : Not Applicable

(asset-wise details).

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5).

During the financial year 2020-21, the Company has spent ₹ 39.34 Lakhs on various CSR projects and transferred ₹ 12.23 Lakhs related to ongoing CSR projects to the Unspent CSR account pursuant to the provisions of the Act.

Yugal Sikri
Managing Director
(DIN: 07576560)

Place : Mumbai
Date : April 30, 2021

Narendra Ambwani
Chairman of CSR Committee
(DIN: 00236658)

Annexure 'D' to the Directors' Report

FORM No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2021

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

To,
The Members,
RPG Life Sciences Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information to the extent provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by The Ministry of Corporate Affairs and The Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2021, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2021 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable specifically to the Company namely:-
 - a. Drugs & Cosmetics Act, 1940
 - b. The Environment (Protection) Act, 1986
 - c. Manufacture, Storage & Import of Hazardous Chemicals Rules, 2000
 - d. Narcotic Drugs and Psychotropic Substances Act, 1985

- e. Poisons Act, 1919
- f. Food Safety and Standards Act, 2006
- g. The Patents Act, 1970
- h. The Trademarks Act, 1999

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

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

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

In the case of Corporate Social Responsibility ("CSR"), the Company has spent through RPG Foundation ('Implementation Agency') an amount of ₹ 39.34 lakhs out of the amount of ₹ 51.57 lakhs to be spent during the year. The unspent amount of ₹ 12.23 lakhs during the year pertaining to ongoing projects has been transferred to the unspent CSR account of the Company in accordance with the provisions of 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 was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

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

We further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Parikh Parekh & Associates
Company Secretaries

Mitesh Dhaliwala
Partner

Place : Mumbai
Date : April 30, 2021

FCS No: 8331 CP No: 9511
UDIN:F008331C000214614

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

Annexure A to the Secretarial Audit Report

To,
The Members
RPG Life Sciences Limited

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

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.

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.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events, etc.

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.

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 Parikh Parekh & Associates
Company Secretaries

Mitesh Dhaliwala
Partner

FCS No: 8331 CP No: 9511
UDIN:F008331C000214614

Place : Mumbai
Date : April 30, 2021

Management Discussion and Analysis Report

1) Industry structure and developments

The outbreak of COVID-19 has been an unprecedented event causing social and economic disruption across the globe. There is no industry in the world that has remained unaffected by COVID-19 and the pharma industry is no exception.

In the initial months of FY21, Indian Pharmaceutical Market (IPM) growth had plummeted to a negative 11.2% as reported by AIOCD AWACS and from there onwards, monthly growth has been a zig-zag trend. For the year, IPM registered a low positive growth of 2.1% year-on-year in value terms taking it to a turnover of ₹ 1,47,483 crores and negative growth of 4.9% in volume terms reflecting the huge impact of COVID-19. The acute segment has been the worst hit in this pandemic. There has been a sharper decline in the sales of smaller companies.

2) Opportunities and Threats

The Indian market has certain unique characteristics. Branded generics constitute greater than 70% of the retail market and prices are low due to high level of competition. Early incumbents have dominated due to formulation development capacities. Though India's rank is much lower in value terms, we rank 3rd in volume terms.

India is expected to break into top 10 countries in terms of spend on medicines as the spending is expected to grow at about 10% annually over the next five years. The Government has emphasised on cost reduction to make healthcare more affordable and generic drugs have remained in focus. This augers well for the domestic industry.

Indian pharmaceutical industry has seen gradual increase in government healthcare spending and expansion of the private hospital sector. Government initiatives such as allowing 100% Foreign Direct Investment (FDI) in health and medical services will benefit the industry. The Government of India announced the National Health Policy 2017 where the goal is to attain highest level of health and well-being for all ages by improving access, improving quality and making cost of healthcare delivery affordable. Indian Government plans to increase health expenditure to 2.25% of gross domestic product by 2025. This is expected to also give a boost to the pharmaceutical sector.

Several socio-economic factors, including increasing sales of generic medicines, continued growth in chronic therapies and a greater penetration in rural markets will contribute to the growth of the Indian pharmaceutical market. Other contributing factors for growth are heightened health awareness, increasing affluence, changing lifestyles resulting in higher incidence of lifestyle

diseases and a fast growing health insurance industry. In addition, low cost of production and R&D boosts the efficiency of Indian pharmaceutical companies.

National List of Essential Medicines (NLEM) revision in 2015, resulted in 376 medicines coming under the price control which has resulted in slowing down growth in revenues from such medicines for the long term. NLEM medicines are subject to price control and this has reduced average price realisations for pharma players. During the year, about 21% of the Indian market is under price control. The government is expected to revise the NLEM in 2021 which is likely to have an impact on the overall pharma industry.

The industry growth is largely driven by chronic disease segments viz. cardiovascular, diabetes, derma, cancer and is largely influenced by changing lifestyles. Intense price pressure in semi-regulated markets, emergence of new local players affecting the branded generic prices, delay in approval of manufacturing facilities by regulated authorities and increased regulatory intervention in price fixation for domestic formulations are threats faced by players in the industry.

As mentioned, COVID-19 has had a deep impact on the Indian and World economy. The impact has been felt across manufacturing, selling, supply chain and safety and well-being of people. It has challenged the way of life including conduct of business. The Government of India has announced Production Linked Incentive (PLI) scheme to promote API in order to reduce dependence on imports. This could lead to opportunities for the Indian Pharma sector in the future.

3) Company's response to COVID-19

As a responsible pharmaceutical company, the Company keeps patient-centricity at the heart of how we operate while also ensuring utmost safety of employees. The Company identified 5 key priorities to manage the pandemic-led crisis and ensure business continuity.

I. Employee Wellbeing

The Company has left no stone unturned to ensure the health and safety of its employees. The Company introduced detailed SOPs and checklists, adopted immunity-boosting measures, provided special care to employees with co-morbidities and enhanced medical insurance coverage towards COVID-19. The Company also provided advisories, conducted sessions and provided PPE kits, masks and sanitizers to all field employees.

To maintain engagement and morale, the leadership team has been personally connecting with employees and their families. The Company has been leveraging its digital platforms to connect and celebrate major festivals together with families and deliver virtual classroom training to enhance the capabilities of its employees. The Company also introduced several initiatives to recognize employees' efforts and drive motivation during these turbulent times by way of awards at various periodic intervals.

II. Supply Chain Management

The Company has continuously focused on ensuring raw materials/packaging materials availability through proactive planning and relationship management with its key vendors leading to no disruption in manufacturing and market supplies.

III. Demand Management

Due to COVID-19 disruptions, the Company deployed several Digital initiatives like teleconsultation facilitation service, e-CMEs (online Continuing Medical Education), webinars and medical emailers to ensure customer outreach in view of limited physical calls. The Company also launched a novel industry-first digital customer connect initiative called 'RPG Serv – Anytime, Anywhere Doctor Support Initiative' which offers scientific and Covid-related services to doctors.

IV. Cash Conservation

The Company focused on sustained Opex control measures and bringing in efficiencies in manufacturing operations which helped in improving the overall profitability and cash flows of the Company. This also resulted in the Company becoming a debt-free company.

V. Serve Communities

The Company is closely working with RPG Foundation to serve the communities it operates in. The Company has provided sanitizers, masks, gloves, PPE Kits and meals during the unprecedented Covid crisis. The Company developed a 'SafeSeniors' tool along with health-tech companies for early detection of risk in vulnerable Senior citizen segment.

4) Segment wise performance

The Company is exclusively engaged in pharmaceutical business and operates across Domestic Formulations, International Formulations and Active Pharmaceutical Ingredients (API).

During the year under review, the Domestic Formulations business achieved sales revenue of ₹ 235.42 crores, marginally higher than the previous year. Performance improvement efforts were focused on prescription generation, augmented product portfolio through new product launches and line extensions and control on sales hygiene and market inventories. The Company is presently working on life cycle management of the legacy brands. The Company's focus is to expand customer coverage

in targeted segments, identify brands of strategic interest for chronic portfolio in therapies such as Cardiovascular Metabolic and Urology and to expand Specialty portfolio in therapies such as Rheumatology, Gastroenterology and Dermatology. The Company continued a host of other initiatives such as increasing the in-clinic effectiveness of the field force through extensive scientific training, innovative product demonstrations, emphasis on focus brands and innovative promotional strategies.

The International Formulations business achieved sales revenue of ₹ 80.15 crores, registering a growth of 15.0% over the previous year. The business has its footprints across geographies of EU, UK, Australia, Canada, Myanmar and other Emerging Markets. The Company received UK MHRA approval for its first Complex Generic product – Sodium Valproate Prolonged Release and shipped the first consignment to UK. This business is actively scouting for geographic expansion through strategic partnerships in India and South East Asian markets – Sri Lanka, Vietnam, Philippines, Egypt and increasing the penetration of the current product assets - Azathioprine, Nicorandil, Sodium Valproate and Mycophenolate Mofetil globally. Therapy-wise, the focus will be to leverage the strengths of the domestic immunosuppressant business to grow in the emerging markets along with new product introduction.

The API business performed well and achieved sales of ₹ 67.89 crores. The performance was marginally up as against the previous year, due to higher sales of APIs like Azathioprine, Haloperidol and Quinifamide to international and domestic customers.

5) Outlook

The growth estimate for the domestic formulation Industry is positive. In light of the initiatives detailed above, the outlook of the business looks promising. The Domestic Formulations business of the Company will continue to focus on building chronic therapies, expanding Specialty portfolio and life cycle management of current legacy products. The International Formulations business will focus on globalization of existing products, development of new products, scouting of new partners and entry to new markets.

The Company's API facility at Navi Mumbai plant has WHO GMP and TGA - Australia certifications. Formulation Facility at Ankleshwar, i.e. Plant (F1) has WHO GMP and certification issued by Kenya and Nigeria and Plant (F2) has EU GMP, WHO GMP, Health Canada and TGA Australia GMP Clearance certifications and accreditations by Ethiopia, Kenya, Sudan and Nigeria. Such certifications testify a hallmark of quality and shall help the Company to enter in new markets across multiple geographies.

6) Risks and Concerns

Some of the key brands of the Company are under NLEM. The list of NLEM is increasing. Also more and more Fixed Dose Combination (FDC) are coming under question mark. The regulatory environment across the globe is becoming more and more stringent, and this makes entry into new geographies more challenging. Also the mandate to Doctors

by the Medical Council of India to prescribe generic names of drugs could have an impact on the branded generics.

The impact that COVID-19 has been felt across manufacturing, selling, supply chain and raw material availability among other things. The disruptions caused by the pandemic could affect growth in the near term.

7) Internal Control Systems and their adequacy

The Company has set up internal control procedures commensurate with its size and nature of the business. These business procedures ensure optimum use and protection of the resources and compliance with the policies, procedures and statutes. The internal control systems provide for well-defined policies, guidelines and authorizations and approval procedures. The prime objective of such audits is to test the adequacy and effectiveness of the internal controls laid down by management and to suggest improvements.

8) Financial performance with respect to operational performance

The total income during the year stood at ₹ 390.05 crores. EBITDA (Earnings Before Interest, Tax, Depreciation and

Amortisation) was ₹ 70.84 crores. After deducting Finance Cost of ₹ 0.79 crores, Depreciation of ₹ 16.47 crores and Taxes of ₹ 13.58 crores, the Profit After Tax (PAT) was at ₹ 40.00 crores.

9) Material developments in human resources/ industrial front

The Company has been recognized by "Great Place to Work" Institute and ranked 85th amongst India's 100 Best Companies to Work for in the year 2020 (participation by more than 1000 companies) and one of India's Best Workplaces in Biotechnology & Pharmaceuticals segment through the study conducted by "Great Place to Work" Institute which validates the progressive culture of the organization.

The Company firmly believes that people are its most valued resource and their efficiency plays a key role in achieving defined goals and building a competitive work environment. In its pursuit to attract, retain and develop best available talents, several programmes are regularly conducted at various levels across the Company. Employee relations continued to be cordial and harmonious across all levels and all the units of the Company.

9) Key Financial Ratios

Key Financial Ratios	2020-21	2019-20	Change (%)
Debtors Turnover	6.78	5.94	14.1%
Inventory Turnover	6.67	8.06	-17.3%
Interest Service Coverage Ratio	89.67	31.18	187.6%
Current Ratio	2.21	1.52	45.4%
Debt Equity Ratio	0.00	0.01	100.0%
Operating Profit Margin%	18.2%	14.5%	25.5%
Net Profit Margin%	10.3%	7.7%	33.8%
Return on Net Worth%	18.5%	16.4%	12.8%

- Debtors Turnover Ratio has increased on account of better collections in both domestic market and exports.
- Inventory Turnover Ratio has reduced mainly due to higher level of inventories kept to avoid stockouts due to the unpredictable supply situation caused by the pandemic.
- Interest Service Coverage Ratio has increased due to expansion in EBITDA margin and lowering of debt during the year.
- Current Ratio has increased due to optimization in working capital.
- Debt Equity Ratio has improved due to increase in Net Worth and reduction of debt on account of increase in repayment of Term Loan.
- Change in Operating Profit Margin and Net Profit Margin is mainly on account of higher sales.
- Change in Return on Net Worth is mainly on account of higher net profit.
- There were no other significant changes (25% or more) in any of the above key financial ratio.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations and tax laws.

Corporate Governance Report

1. Company's Philosophy

The Company lays emphasis on the values of fairness, transparency and accountability for performance at all levels, thereby enhancing the shareholders' value and protecting the interest of the stakeholders. During the year, the Company continued its pursuit of achieving these objectives through adoption and monitoring of prudent business plans, monitoring of major risks to the Company's business and pursuing policies and procedures to satisfy its commercial, social, legal and ethical responsibilities. These practices endeavour to attain a balance between enhancement of stakeholder value, achievement of financial objective and corporate social responsibility.

2. Board of Directors

The responsibilities of the Board include formulation of policies, new initiatives, performance review and control. The Board has constituted Committees and delegated powers for different functional areas. The Board as well as its Committees meet at periodic intervals. The strength of the Board is ten Directors. Mr. Harsh V. Goenka is a Non-Executive Chairman of the Board. Mr. Yugal Sikri is the Managing Director. The composition of the Board meets the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Board / Committee meetings and proceedings

3.1 Scheduling and selection of agenda items

All Board/ Committee members are given notice of the meetings in advance. The meetings are governed by a structured agenda. The agenda along with the explanatory notes are distributed well in advance.

Name	Category	No. of Board meetings held	No. of Board meetings attended	Whether attended last AGM held on 20.08.2020	No. of directorship in other public limited companies	Committee positions in other companies ¹		Directorship in other Listed entities
						Chairman	Member	
Mr. Harsh V. Goenka, Chairman	Non-Executive (Promoter)	6	6	YES	6	0	0	<ul style="list-style-type: none"> CEAT Limited- Non-Executive Director (Chairman) KEC International Limited- Non-Executive Director (Chairman) Bajaj Electricals Limited- Independent Director Zensar Technologies Limited- Non-Executive Director (Chairman)
Dr. Lalit S. Kanodia	Non-Executive & Independent	6	6	YES	4	0	0	<ul style="list-style-type: none"> Datamatics Global Services Limited- Executive Director
Mr. Manoj Maheshwari	Non-Executive & Independent	6	6	YES	2	1	2	<ul style="list-style-type: none"> Mahindra CIE Automotive Limited Independent Director

3.2 Availability of information to the Shareholders

All items in the agenda are supported by detailed background information to enable the Shareholders to take informed decisions.

3.3 Recording minutes of the proceedings

Minutes of the proceedings of each Board/ Committee meetings are recorded. Draft minutes are circulated amongst all Directors for their comments. The minutes of the proceedings of the meetings are entered in the minutes book.

3.4 Follow up mechanism

The Company has an effective mechanism for post meeting follow-up, review and reporting process for the actions taken on decisions of the Board and Committees.

3.5 Compliance

The Board periodically reviews the compliance reports to ensure adherence to all applicable provisions of law, rules and guidelines.

3.6 Board Meetings

During the financial year, six meetings of the Board of Directors were held on June 05, 2020, July 31, 2020, August 20, 2020, October 30, 2020, January 25, 2021 and March 26, 2021.

3.7 The composition, nature of directorship, number of meetings attended and their directorship in other public companies of the Board of Directors as on March 31, 2021 are as under:

Name	Category	No. of Board meetings held	No. of Board meetings attended	Whether attended last AGM held on 20.08.2020	No. of directorship in other public limited companies	Committee positions in other companies ¹		Directorship in other Listed entities
						Chairman	Member	
Mr. Mahesh S. Gupta	Non-Executive & Independent	6	6	YES	4	2	3	<ul style="list-style-type: none"> Peninsula Land Limited- Non-Executive Director CEAT Limited- Independent Director Morarjee Textiles Limited- Non-Executive Director Shree Digvijay Cement Co Limited- Independent Director
Ms. Zahabiya Khorakiwala	Non-Executive & Independent	6	3	NO	3	1	1	<ul style="list-style-type: none"> Wockhardt Limited- Non-Executive Director
Mr. Narendra Ambwani	Non-Executive & Independent	6	6	YES	3	0	5	<ul style="list-style-type: none"> Agro Tech Foods Limited- Independent Director Parag Milk Foods Limited- Independent Director Godrej Consumer Products Limited- Independent Director
Mr. Bhaskar Iyer	Non-Executive & Independent	6	6	YES	3	1	3	-
Mr. Sachin Nandgaonkar ³	Non-Executive	6	6	YES	1	0	0	-
Mr. Rajat Bhargava ²	Non-Executive	6	2	NO	0	0	1	-
Mr. Yugal Sikri Managing Director	Executive	6	6	YES	0	0	1	-

1. Only Audit Committee and Stakeholder's Relationship Committee positions are considered as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Mr. Rajat Bhargava was appointed as an Additional and Non-Executive Director on the Board of the Company and also as a member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee w.e.f. January 25, 2021.

3. Mr. Sachin Nandgaonkar ceased to be a member of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee w.e.f. January 25, 2021.

None of the Directors of the Company are related to each other.

3.8 Skills/expertise/competence of the Board:

The Directors on the Board are eminent industrialists/ professionals and have expertise in their respective functional areas, which bring with them the reputation of independent judgement and experience which adds value to the Company's business. Directors are inducted on the Board basis the possession of the skills identified by the Board as below and their special skills with regards to the industries/fields they come from.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board members stated hereinafter:

Global Business: Understanding of global business dynamics across various geographies, industry verticals and regulatory jurisdictions.

Strategy and Planning: Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.

Governance: Experience in developing governance framework, serving the best interests of all stakeholders, driving board and management accountability, building long-term effective stakeholder engagements and sustaining corporate ethics and values.

The skills/expertise/ competencies have been further elaborated as under:

Name of the Director	Skills/expertise/competence			
Mr. Harsh V. Goenka	 Global Business	 Industry Experience	 General Management	 Strategy M&A
	 Thought Leadership	 Senior Management Experience	 Risk Management	 Corporate Governance
	 Human Resources	 Public Policy		
Mr. Yugal Sikri	 Global Business	 Industry Experience	 Business Development	 General Management
	 Strategy M&A	 Thought Leadership	 Senior Management Experience	 Risk Management
	 Corporate Governance	 Human Resources	 Public Policy	
Mr. Mahesh S. Gupta	 Business Development	 General Management	 Strategy M&A	 Thought Leadership
	 Senior Management Experience	 Risk Management	 Corporate Governance	 Accounting, Finance, Legal
	 Human Resources	 Public Policy		
Dr. Lalit S. Kanodia	 Global Business	 Business Development	 General Management	 Strategy M&A
	 Thought Leadership	 Senior Management Experience	 Risk Management	 Corporate Governance
	 Accounting, Finance, Legal	 Human Resources		
Mr. Manoj Maheshwari	 Global Business	 Industry Experience	 Business Development	 General Management
	 Strategy M&A	 Senior Management Experience	 Risk Management	 Corporate Governance
	 Public Policy			

Name of the Director	Skills/expertise/competence			
Mr. Narendra Ambwani	 Global Business	 Industry Experience	 Business Development	 General Management
	 Strategy M&A	 Thought Leadership	 Senior Management Experience	 Corporate Governance
	 Human Resources			
Ms. Zahabiya Khorakiwala	 Global Business	 Industry Experience	 Business Development	 General Management
	 Strategy M&A	 Thought Leadership	 Senior Management Experience	 Risk Management
	 Corporate Governance	 Accounting, Finance, Legal	 Human Resources	
Mr. Bhaskar Iyer	 Global Business	 Industry Experience	 Business Development	 General Management
	 Strategy M&A	 Thought Leadership	 Senior Management Experience	 Risk Management
	 Corporate Governance	 Human Resources		
Mr. Sachin Nandgaonkar	 Global Business	 Business Development	 General Management	 Strategy M&A
	 Thought Leadership	 Senior Management Experience	 Risk Management	 Corporate Governance
	 Human Resources			
Mr. Rajat Bhargava	 Global Business	 Industry Experience	 Business Development	 General Management
	 Strategy M&A	 Thought Leadership	 Senior Management Experience	 Risk Management
	 Corporate Governance			

3.9 Separate meeting of Independent Director and confirmation

In compliance with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company, was held on March 26, 2021 for reviewing the performance of Non-Independent Directors, Board as a whole, the Chairperson of the Company as well as for assessing the quality, quantity and timeliness of flow of information between the Company management and the Board. Majority of Independent Directors were present at the meeting.

The Independent Directors provide an annual confirmation that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations.

The Board at its meeting held on April 30, 2021, reviewed the declaration of independence submitted by Independent Directors and carried out due assessment of the veracity of the same noting that the Independent Directors of the Company fulfill the conditions specified in the Listing Regulations and are independent of the management.

4. Audit Committee

The Audit Committee consists of three Independent Directors and one Non-Executive Director, namely, Mr. Mahesh S. Gupta, Mr. Narendra Ambwani, Mr. Bhaskar Iyer and Mr. Rajat Bhargava. Mr. Mahesh S. Gupta is the Chairman of the Audit Committee.

The composition of the Audit Committee complies with the requirements laid down in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference and powers of the Audit Committee are those prescribed under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

The Chief Financial Officer, Statutory Auditors and Internal Auditors are invitees to the Audit Committee meetings. The Company Secretary acts as Secretary to the Audit Committee.

During the financial year, five meetings of the Audit Committee were held on June 5, 2020, July 31, 2020, October 30, 2020, January 25, 2021 and March 26, 2021. Attendance of Directors at the Audit Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. Mahesh S. Gupta	5
Mr. Narendra Ambwani	5
Mr. Bhaskar Iyer	5
Mr. Sachin Nandgaonkar	4
Mr. Rajat Bhargava*	1

* Mr. Rajat Bhargava has become member of the Committee with effect from January 25, 2021.

5. Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of two Independent Directors and one Non-Executive Director, namely, Dr. Lalit S. Kanodia, Mr. Mahesh S. Gupta and Mr. Rajat Bhargava respectively. Dr. Lalit S. Kanodia is the Chairman of the Committee.

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the appointment, removal and payment of remuneration for the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees; formulation of criteria for effective evaluation of performance of Boards, its Committees and individual Directors to be carried out either by the Board or by NRC or through an independent external agency and review its implementation and compliance, devising a policy on Board diversity; identification of 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; determining whether to extend or continue the term of appointment of the Independent Director, based on the report of performance evaluation of Independent Directors.

The composition of the Committee complies with the requirements laid down in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms of reference and powers of the Committee are those prescribed under Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013.

During the financial year, two meetings of the Nomination and Remuneration Committee were held on June 25, 2020 and January 25, 2021. Attendance of Directors at the Nomination and Remuneration Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Dr. Lalit S. Kanodia	2
Mr. Mahesh S. Gupta	2
Mr. Sachin Nandgaonkar	2
Mr. Rajat Bhargava*	-

*Mr. Rajat Bhargava has become member of the Committee with effect from January 25, 2021.

6. Remuneration of Directors

(i) Non-Executive Directors

The Non-Executive Directors at present are only paid sitting fees for attending meetings of the Board and Committee(s) thereof. Each Non-Executive Director is paid a sitting fee of ₹ 1,00,000/- per Board Meeting, ₹ 50,000/- per Audit Committee Meeting, ₹ 15,000/- per Nomination and Remuneration Committee Meeting, Corporate Social Responsibility Committee Meeting, Risk Management Committee Meeting and Stakeholders Relationship Committee Meeting. Keeping in view industry practices, the Board, unanimously decides the amount of sitting fees to be paid from time to time.

Details of remuneration of the Directors during the financial year 2020-21 are as under:

Name of the Director	Sitting Fees (₹)
Mr. Harsh V. Goenka	6,00,000
Dr. Lalit S. Kanodia	6,30,000
Mr. Manoj Maheshwari	6,00,000
Mr. Mahesh S. Gupta	9,70,000
Mr. Narendra Ambwani	9,40,000
Ms. Zahabiya Khorakiwala	3,30,000
Mr. Bhaskar Iyer	8,50,000
Mr. Sachin Nandgaonkar	8,60,000
Mr. Rajat Bhargava	2,50,000

Mr. Harsh V. Goenka holds 26,915 equity shares of the Company in his individual capacity and 88,35,944 equity shares as a Trustee of Nucleus Life Trust and 1 equity share each, Stellar Energy Trust, Secura India Trust, Prism Estates Trust and 10 equity shares each as a Trustee of Navya Goenka Trust, Ishaan Goenka Trust, AVG Family Trust and RG Family Trust. Mr. Narendra Ambwani Independent Director holds 1,000 equity shares and Mr. Sachin Nandgaonkar, Non-Executive Director holds 5,256 equity shares in the Company.

(ii) Executive Director

Remuneration of Managing Director is decided by the Board based on the recommendation of the Nomination and Remuneration Committee within the ceiling fixed by the Shareholders as per Schedule V of the Companies Act, 2013.

As per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 30, 2021 has re-appointed Mr. Yugal Sikri as the Managing Director for a period from October 1, 2021 to April 30, 2024 subject to approval of Shareholders and on such remuneration as set out in the Explanatory Statement annexed to the Notice of AGM. The elements

of remuneration paid to Mr. Yugal Sikri during the financial year 2020-21 are as under:

Name	Salary	Performance Bonus		Perquisite	Retiral Benefits
Mr. Yugal Sikri – Managing Director	237.10	145.38	-	-	8.99

The remuneration structure of the Managing Director comprises of salary, perquisites, allowances, performance bonus, and contribution to provident, superannuation and gratuity funds. Payment of remuneration to the Managing Director is governed as per the Company's policies and subject to the limits approved by the Shareholders from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors.

7. Stakeholders Relationship Committee

The Stakeholders Relationship Committee consists of three Directors, namely, Mr. Narendra Ambwani, Mr. Mahesh S. Gupta and Mr. Yugal Sikri. Mr. Narendra Ambwani is the Chairman of the Stakeholders Relationship Committee.

The functioning and terms of reference of the Committee are as prescribed and in due compliance with the Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 178 of the Companies Act, 2013 and include reviewing existing investor redressal system, redressing of Shareholder complaints like non-receipt of declared dividend, 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.

During the financial year, four meetings of the Stakeholders Relationship Committee were held on June 5, 2020, July 31, 2020, October 30, 2020 and January 25, 2021.

Attendance of Directors at the Stakeholders Relationship Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. Narendra Ambwani	4
Mr. Mahesh S. Gupta	4
Mr. Yugal Sikri	4

Company Secretary is the Compliance Officer in terms of Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company's shares are tradable only in demat form with effect from December 5, 2018 in pursuance of amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors has delegated the power to the Company Secretary to expedite transmission, replacement, transposition and issue of duplicate shares in physical form.

Statement of the various complaints received and resolved by the Company during the year ended March 31, 2021 are as under:

Type of complaints	Number of Complaints
No. of complaints pending at the beginning of the financial year 2020-21	Nil
No. of complaints received during the financial year 2020-21	Nil
No. of complaints resolved to the satisfaction of Shareholders during the financial year 2020-21	Nil
No. of complaints pending to be resolved at the end of the financial year 2020-21	Nil

8. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR) consists of three Directors, namely, Mr. Narendra Ambwani, Ms. Zahabiya Khorakiwala and Mr. Yugal Sikri. Mr. Narendra Ambwani is the Chairman of the Corporate Social Responsibility Committee.

The terms and reference of the Committee of the CSR inter-alia includes the following:

- To formulate and recommend to the Board of Directors, a CSR Policy, inter alia a statement containing the approach and direction given by the Board, and includes guiding principles for selection, implementation, and monitoring of CSR activities as well as formulation of the Annual Action Plan.
- To recommend to the Board an Annual Action Plan in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, inter-alia including the amount of expenditure to be incurred on CSR activities, list of projects to be undertaken within the purview of Schedule VII to the Companies Act, 2013, manner of execution of such projects, modalities of fund utilization, project implementation schedules, monitoring and reporting mechanism etc.

- To review the CSR policy of the Company from time to time.
- Carry out all the functions as may be entrusted (i) by the Board, from time to time; and (ii) by the virtue of applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions of Laws, as amended from time to time.

During the Financial year, two meetings of the Corporate Social Responsibility Committee were held on June 5, 2020 and March 26, 2021 .

Attendance of Directors at the Corporate Social Responsibility Committee Meeting held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. Narendra Ambwani	2
Ms. Zahabiya Khorakiwala	2
Mr. Yugal Sikri	2

9. Risk Management Committee

The Risk Management Committee consists of three Directors, namely, Mr. Mahesh S. Gupta, Mr. Yugal Sikri and Mr. Rajat Bhargava. Mr. Mahesh S. Gupta is the Chairman of the Risk Management Committee.

The roles and responsibilities of the Risk Management Committee are as prescribed under Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and includes monitoring and review of risk management plan and reporting the same to the Board of Directors periodically as it may deem fit, in addition to any other terms as may be referred by the Board of Directors, from time to time.

During the financial year, two meetings of the Risk Management Committee were held on July 31, 2020 and January 25, 2021.

Attendance of Directors at the Risk Management Committee Meetings held during the financial year is as under:

Name of the Director	No. of meetings attended
Mr. Mahesh S. Gupta	2
Mr. Sachin Nandgaonkar	2
Mr. Yugal Sikri	2
Mr. Rajat Bhargava*	-

*Mr. Rajat Bhargava has become member of the Committee with effect from January 25, 2021.

10. General Body Meeting

a) The details of the last three Annual General Meetings are as under:

AGM for the period/ year ended	Venue	Date	Time	Special Resolutions passed
11th AGM March 31, 2018	Ravindra Natya Mandir P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025	July 27, 2018	3.00 p.m.	1*
12th AGM March 31, 2019	Ravindra Natya Mandir P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025	July 30, 2019	2.30 p.m.	4**
13th AGM March 31, 2020	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	August 20, 2020	3.00 p.m.	Nil

* The details of Special Resolution passed at the 11th AGM is as under:

Resolution pursuant to Sections 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013, The Companies (Amendment) Act, 2017 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for re-appointment of and payment of remuneration to Mr. CT. Renganathan as Managing Director of the Company.

** The details of Special Resolutions passed at the 12th AGM are as under:

- Re-appointment of Dr. Lalit S. Kanodia (DIN:00008050) as Independent Director for second consecutive term of five years
- Re-appointment of Mr. Narendra Ambwani (DIN:00236658) as Independent Director for second consecutive term of five years
- Re-appointment of Mr. Mahesh S. Gupta (DIN:00046810) as Independent Director for second consecutive term of five years
- Re-appointment of Mr. Manoj Maheshwari (DIN:00012341) as Independent Director for second consecutive term of five years

None of the items transacted at the Annual General Meeting held on August 20, 2020 were required to be passed by postal ballot nor any resolution requiring a postal ballot is being proposed at the ensuing Annual General Meeting.

11. Disclosures

- The Company has not entered into any materially significant related party transaction that may have potential conflict with the interest of the Company at large. The Company has received disclosures from the Senior Management Personnel confirming that they have not entered into any financial or commercial transaction, which may have potential conflict with the interest of the Company. The policy on dealing with Related Party Transactions is posted on the Company's website www.rpglifesciences.com.
- To the best of the Company's knowledge, there has neither been any incidence of non-compliance with laws governing capital market nor has any penalty or stricture been imposed on the Company by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital market.
- The Board of Directors has laid down the Code of Conduct for Board Members and Senior Management, which they are bound to observe in the course of

conduct of business of the Company. The Code of Conduct has also been posted on the website of the Company. Each Director and Senior Management Personnel including all functional heads, to which the code has been made applicable, have affirmed their compliance with the Code. A declaration by Mr. Yugal Sikri, Managing Director, to this effect forms part of this report.

- The Managing Director and Chief Financial Officer of the Company have submitted the certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Board of Directors.
- The Company has adopted a Vigil Mechanism/ Whistle Blower Policy and confirms that no personnel was denied access to the Audit Committee.
- The Company is in compliance with all the mandatory requirements of Regulation 17 to 27 and Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The status on

adoption of non-mandatory requirement is set out in this report.

(vii) The details of shares in Unclaimed Suspense Account are provided in notes to Notice of Annual General Meeting of the Company included in this Annual Report.

(viii) A Certificate from Company Secretary in Practice that none of the Directors on the Board of the Company have

been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is annexed with this report as **Annexure E**.

(ix) Details of total fees for all services paid by the Company to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is as under:

(₹ in lakhs)

Name of Statutory Auditor and network entity	Type of Services	Name of Company or its subsidiaries obtaining the service	Amount
M/s. BSR & Co. LLP, Chartered Accountants	Auditing, Taxation Matters, Other Services, Reimbursement of expenses	RPG Life Sciences Limited	39

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

Number of complaints filed during the financial year	Nil
Number of complaints disposed off during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

12. Means of Communication

The quarterly, half-yearly and annual results are published in 'Business Standard' and 'Mumbai Lakshadeep' newspapers. The financial results and official news releases are also available on the Company's website www.rpglifesciences.com.

13. General Shareholder Information

(i) AGM: Date, time and venue	14th Annual General Meeting on on August 31, 2021 at 3.00 p.m. through Video Conferencing
(ii) Financial Year	April 1 - March 31
(iii) Dividend Payment Date	The dividend recommended by the Board if declared at the ensuing Annual General Meeting will be paid within 30 days from the date of declaration, subject to approval of the shareholders
(iv) Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited (BSE) having office at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 and National Stock Exchange of India Limited (NSE) having office at Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051. The listing fees have been paid to both the Stock Exchanges for the financial year 2021-22.
(v) Stock Code	BSE – 532983 NSE – RPGLIFE
(vi) ISIN Code	INE105J01010

(vii) Market Price Data

Month	BSE		NSE		SENSEX	
	High	Low	High	Low	High	Low
April 2020	269.00	169.20	269.40	164.05	33,887.25	27,500.79
May	263.00	219.00	263.50	217.00	32,845.48	29,968.45
June	295.00	252.80	295.00	250.00	35,706.55	32,348.10
July	334.70	261.00	335.00	262.20	38,617.03	34,927.20
August	417.00	324.60	417.65	326.00	40,010.17	36,911.23
September	429.35	333.45	429.00	333.50	39,359.51	36,495.98
October	407.80	343.05	407.80	342.80	41,048.05	38,410.20
November	375.60	339.70	374.95	339.35	44,825.37	39,334.92
December	392.00	341.65	392.20	341.90	47,896.97	44,118.10
January 2021	456.10	360.60	457.80	360.00	50,184.01	46,160.46
February	438.00	389.00	439.00	386.40	52,516.76	46,433.65
March	424.70	360.00	424.95	359.75	51,821.84	48,236.35

(viii) Registrar and Share Transfer Agents

Link Intime India Pvt. Ltd.

C 101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai 400 083
Tel No: (022) 49186270 | Fax No. (022) 49186060
E-mail: rnt.helpdesk@linkintime.co.in
Contact Person: Ms. Udaya Rao

(x) Share Transfer System

Pursuant to the amendment to the Listing Regulations effective from April 1, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. Members holding shares in physical form are therefore requested to convert their holdings to dematerialized mode.

(ix) Grievance Redressal

The investors may register their grievance on investorservices@rpgls.com, an exclusive E-mail ID for registration of complaints by the investors.

In order to expedite the process of transfer of share in relation to the above, the Board of Directors has delegated the power of transfer of shares to the Company Secretary who considers and approves transfers every fifteen days.

(xi) Distribution of Shareholding

- The distribution of shareholding as on March 31, 2021 was as under:

Nominal Value of Shareholding	No. of Shareholders	% of Shareholders	Share Amount (₹)	% of Share Amount
Upto 5000	17,988	94.05	17,79,236	10.76
5001 to 10000	659	3.44	5,09,996	3.08
10001 to 20000	246	1.29	3,75,619	2.27
20001 to 30000	101	0.53	2,56,476	1.55
30001 to 40000	31	0.16	1,16,454	0.71
40001 to 50000	28	0.15	1,29,993	0.79
50001 to 100000	42	0.22	3,09,929	1.87
100001 and above	31	0.16	1,30,61,312	78.97
Total	19,126	100.00	1,65,39,015	100.00

- Shareholding Pattern as on March 31, 2021

Category	No. of Shares	%
Promoters	1,19,19,219	72.07
Insurance Companies	-	-
Foreign Institutional Investors	-	-
Mutual Funds/Banks	-	-
Non Resident Indians	1,36,547	0.82
Public	44,83,249	27.11
Total	1,65,39,015	100.00

(xii) Dematerialization of Shares and Liquidity

Category	No. of Shares	% of shares	No. of Shareholders	% of Shareholders
Electronic Form	1,62,88,748	98.49	17,170	89.77
Physical Form	2,50,267	1.51	1,956	10.23
Total	1,65,39,015	100.00	19,126	100.00

(xiii) Outstanding GDR/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs. As of March 31, 2021, the Company does not have any outstanding convertible instruments, which are likely to have an impact on the equity of the Company.

(xiv) Commodity Price Risk or Foreign Exchange Risk and Hedging activities

During the year, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign currency exposure are disclosed in Note No. 28 to the Financial Statements.

(xv) Plant Locations

Bulk Drugs (Synthetic)	Pharma Formulation
25, M.I.D.C Land, Thane-Belapur Road, Navi Mumbai 400 703 Maharashtra.	Plot No.3102/A, G.I.D.C. Industrial Estate, Ankleshwar 393 002, Dist. Bharuch (Gujarat).

(xvi) Address for Correspondence

Mr. Rajesh Shirambekar
Head – Legal & Company Secretary
25, M.I.D.C. Land, Thane-Belapur Road,
Navi Mumbai 400 703, Maharashtra.
Tel No. (022) 6795 5400/ 6795 5555
Fax No. (022) 2763 3269
Email: investorservices@rpgls.com

(xvii) List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year

During the year under review, the Information and Credit Rating Agency (ICRA) has upgraded rating to the following credit facilities of the Company:

Facilities	Amount	Rating
Long-term loans	₹ 35 crores	[ICRA] A (Stable); upgraded from [ICRA] A- (Stable)
Long-term, fund-based facilities	₹ 40 crores	[ICRA] A (Stable); upgraded from [ICRA] A- (Stable)
Short-term, non-fund based facilities	₹ 25.92 crores	[ICRA] A1; upgraded from [ICRA] A2+

(xviii) Non-Mandatory Requirements**1. The Board**

The Chairman has not sought any reimbursement of expenses incurred for maintenance of his office or performance of his duties. The tenure of majority of Independent Directors on the Board is less than five years. The Board ensures before appointment of Independent Directors that they have the requisite qualifications and experience that would be of use to the Company and would enable them to contribute effectively to the Company in their capacity as Independent Directors.

2. Shareholders' Rights

The quarterly, half-yearly and annual financial results are published in the newspapers and also displayed on Company's website www.rpglifesciences.com. In view of this, the Company does not send the financial results to the shareholders separately.

3. Audit Qualification

The financial statements for the year ended March 31, 2021 are unqualified.

4. Separate Posts of Chairman and CEO

The Company has separate persons to the post of the Chairman and the Managing Director.

5. Reporting of Internal Auditor

The Internal Auditors present the Internal Audit Report at the meeting of the Audit Committee every quarter.

Certificate

To,

The Members of
RPG LIFE SCIENCES LIMITED

RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai- 400 030.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of RPG Life Sciences Limited having CIN L24232MH2007PLC169354 and having registered office at RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 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	Date of Appointment in Company*
1.	Mr. Harsh V. Goenka	00026726	06/02/2008
2.	Dr. Lalit S. Kanodia	00008050	06/02/2008
3.	Mr. Manoj Maheshwari	00012341	06/02/2008
4.	Mr. Mahesh S. Gupta	00046810	06/02/2008
5.	Mr. Narendra Ambwani	00236658	24/07/2014
6.	Ms. Zahabiya Khorakiwala	00102689	29/10/2015
7.	Mr. Bhaskar Iyer	00480341	30/10/2019
8.	Mr. Sachin Nandgaonkar	03410739	23/01/2015
9.	Mr. Rajat Bhargava	07752438	25/01/2021
10.	Mr. Yugal Sikri	07576560	01/10/2018

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

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

For Parikh Parekh & Associates
Practising Company Secretaries

Sd/-
Mitesh Dhaliwala
Partner

Place : Mumbai
Date : April 30, 2021

FCS No: 8331 CP No: 9511
UDIN: F008331B000319884

Declaration

I hereby declare that all the Directors and Senior Management Personnel including all functional heads of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2021.

Place : Mumbai
Date : April 30, 2021

Yugal Sikri
Managing Director

Practising Company Secretaries' Certificate

To the Shareholders of RPG Life Sciences Limited

We have examined the compliance of conditions of Corporate Governance by RPG Life Sciences Limited (hereinafter referred "the Company") for the year ended March 31, 2021 as per relevant provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period April 1, 2020 to March 31, 2021.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the regulations of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For VKM & Associates
Practising Company Secretaries

Vijay Kumar Mishra
Partner

Membership No.: F5023 C.P. No.: 4279
UDIN: F005023B0003194

Place : Mumbai
Date : April 30, 2021

Business Responsibility Report

[Pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company	L24232MH2007PLC169354
2. Name of the Company	RPG LIFE SCIENCES LIMITED
3. Registered address	RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030.
4. Website	www.rpglifesciences.com
5. E-mail id	investorservices@rpgls.com
6. Financial Year reported	2020-21
7. Sector(s) that the Company is engaged in (industrial activity code-wise)	Pharmaceuticals : NIC Code 210
8. List three key products/services that the Company manufactures/provides (as in balance sheet)	Lomotil, Azoran and Aldactone
9. Total number of locations where business activity is undertaken by the Company (a) Number of International Locations (b) Number of National Locations	The Company has manufacturing facilities situated at Navi Mumbai in Maharashtra and at Ankleshwar in Gujarat. Registered office is in Mumbai. The Company has 20 Carrying & Forwarding Agents, 2 Warehouses, 3 Super Stockists in India and 1 Super Stockist in Nepal.
10. Markets served by the Company – Local/State/ National/International	In addition to serving the Indian market, the Company exports to around 22 countries worldwide across South East Asia, MENA, United Kingdom, EU, Canada, Australia, China, Latin America, Africa and Russia.

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (₹)	13.23 crores
2. Total Turnover (₹)	390.05 crores
3. Total profit after taxes (₹)	40.00 crores
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 51.57 lakhs (1.78% of the profit after tax for the year) spent during FY 2020-21
5. List of activities in which expenditure in 4 above has been incurred:-	The CSR spent for the year under review includes mainly the following: <ul style="list-style-type: none"> Promoting education Employment For details please refer to the CSR section of the Board's Report of the Company.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies?	No
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such Subsidiary Company(s)	Not Applicable
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

1. DIN : 07576560
2. Name : Mr. Yugal Sikri
3. Designation : Managing Director

(b) Details of the BR head

No.	Particulars	Details
1	DIN	07576560
2	Name	Mr. Yugal Sikri
3	Designation	Managing Director
4	Telephone number	022 2498 1650
5	Email Address	investorservices@rpgls.com

2. Principle-wise as per National Voluntary Guidelines (NVGs) / Business Policy

(a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	Do you have a policy/ policies for:	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes, the policies conform to the principles laid down under NVG on Social, Environmental and Economic Responsibilities of Business and other relevant regulations as applicable to the respective policies								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	All the policies except HR policies can be viewed at https://www.rpglifesciences.com . HR policies are restricted to employees of the Company and uploaded on Company's Intranet.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N	N	N	N	N	N	N	N	N

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1	The Company has not understood the Principles									
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task								Not Applicable	
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to Business Responsibility (BR)

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

The Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee meet in a year at regular interval.

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

BR Report of the Company forms part of Annual Report and the same can be accessed on the website of the Company i.e. www.rpglifesciences.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company has adopted RPG Code of Corporate Governance and Ethics ('RPG Code') which inter-alia covers the issues, related to ethics, conflict of interest and so on. Besides, the RPG Code ensures that every transaction is transparent. Every employee of the Company is required to mandatorily adhere to the RPG Code. It does not extend to joint ventures/ suppliers/ contractors/ NGOs/ others.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

There was no complaint from investors. Thirty Seven complaints were received from customers, out of which Thirty Four complaints were resolved and Three complaints are in the process of resolution. The Company has a robust mechanism in place to respond to investor and customer complaints within an appropriate time frame.

Principle 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

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

Lomotil, Azoran and Aldactone

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

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

The Company manufactures and distributes at its manufacturing facilities a wide range of branded formulations, generics and active pharmaceutical ingredients. As consumption per unit depends on the product mix, there are no specific standards to ascertain reduction achieved at product level.

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

The Company's products do not have any broad-based impact on energy and water consumption by consumers. However, the Company has taken several ongoing measures to reduce consumption of water and energy.

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

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

The Company has standard operating procedures for approving vendors. Materials are procured from approved vendors both local and international. The Company's quality assurance team conducts periodic audits of vendors, especially those who supply key materials. The Company has long standing business relations with regular vendors. The Company enters into freight contracts with leading transporters for movement of materials. The Company continues to receive unrelenting support from its vendors.

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

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

The Company procures goods and avail services from local and small vendors, particularly those located around its manufacturing locations. As a result of procurement of goods from local vendors, the Company saves on transportation as also inventory carrying costs. The Company provides technical support and guidance to vendors in developing products.

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

The pharmaceutical products cannot be recycled. All effluents generated at the said facility are treated and recycled back. Waste is segregated into hazardous and non-hazardous waste and managed through a robust waste management system. All the non-hazardous waste generated at the manufacturing facility is sent for recycling through authorized recyclers. The hazardous waste is sent for incineration to authorized vendors.

Principle 3 : Businesses should promote the wellbeing of all employees

1. Please indicate the Total number of employees.

The Company has 1,107 permanent employees as on March 31, 2021.

2. Please indicate the Total number of employees hired on temporary / contractual / casual basis.

368

3. Please indicate the Number of permanent women employees.

55

4. Please indicate the Number of permanent employees with disabilities

Nil

5. Do you have an employee association that is recognized by management?

Yes, there are employee associations, which are recognised by the management.

6. What percentage of your permanent employees is members of this recognized employee association?

11%

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

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

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

Type of employees	Skill Upgradation Training (%) **	Safety Training (%)*
Permanent Employees	100%	100%
Permanent Women Employees	100%	100%
Casual / Temporary / Contractual Employees	100%	100%
Employees with Disabilities	Not Applicable	Not Applicable

*Considered only employees based at Factory locations

**On-the-job training is given to all the employees

Principle 4 : Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

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

Yes, the Company has mapped its internal and external stakeholders.

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

Yes, the Company identifies underprivileged communities in and around its plants, business locations. The Company conducts various activities, which upholds its philosophy and values towards underprivileged communities.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The Company has undertaken special initiatives for the development of underprivileged communities in and around its plants, business locations and project sites. These initiatives are in the areas of preventive healthcare, education, drinking water, sanitation, employability, skill development, health care skilling and digital literacy.

Principle 5 : Businesses should respect and promote human rights

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

Human rights are given utmost respect and promoted in the Company. These rights are covered in the RPG Code and various human resource practices and policies.

Equal opportunity is given to all the employees of the Company based on merits. It regards them with dignity, apart from maintaining a congenial work environment free from all sorts of harassment (physical, verbal or psychological).

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

The Company has not received any complaint of human rights violation.

Principle 6 : Business should respect, protect, and make efforts to restore the environment

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

The Environmental, Health and Safety (EHS) Policy of the Company covers all employees and contractors of the Company.

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

The Company ensures reduction of environmental degradations and promotion of 3Rs (Reduce, Reuse and Recycle) to help combat the perils of climate change and optimise utilisation of resources to help safeguard the environment. The Company focuses on minimum use of fossil fuel and hydrocarbon material to minimize the impact on global warming. The Company has planted 25 trees at its plant location to reduce carbon effect. This information is not separately placed on the Company's website.

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

Yes, The Company on a continuous basis assesses and identifies potential environmental risks and takes adequate measures and precautions by engineering control measures like gas scrubbers and exhaust air passing through filter to minimise any potential damage to the environment. There are periodic environment audits and checks to sustain the same. The Company's

plant at Navi Mumbai having full-fledge Effluent Treatment Plant (ETP) which involves Primary, Secondary & Tertiary system to treat process & sewage water. RTOEMS- Real Time Online Effluent Monitoring System installed at ETP outlet for monitoring & continuous data transmission to CPCB & MPCB.

The Company's plant at Ankleshwar, Gujarat having full-fledge Effluent Treatment Plant (ETP) which involves Primary & Secondary to treat Industrial Waste Water and treated industrial waste discharge to Final Effluent Treatment Plant of the vendor.

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

Yes, The Company adheres to all rules, regulations, standards framed by Ministry of Environment, Forest & Climate Change (MoEF&CC), Central Pollution Control Board ("CPCB"), Gujarat Pollution Control Board ("GPCB") and Maharashtra Pollution Control Board ("MPCB"). Compliances of these rules, regulations and standards are being checked by internal auditors. Moreover, independent assessors review these compliances, when needed. Environment Clearance is in place & periodical compliance reports, as applicable, are submitted to MoEF&CC, CPCB and SPCB on half yearly basis.

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

Yes, The Company has installed energy efficient lighting across factory premises for energy conservation. In addition, it invests in various Research and Development initiatives to make its manufacturing process more energy efficient. The Company has taken various initiatives like installation of Rainwater harvesting unit for water conservation. The Company is using Pipeline Natural Gas as a clean fuel to minimise air pollution.

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

Yes, all the air emissions/ waste water generation/ waste generation are within permissible limits given by the CPCB/SPCB.

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

No show cause/legal notice from CPCB/SPCB is received or pending.

Principle 7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

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

- Pharmaceuticals Export Promotion Council of India (Pharmexcil)
- Bombay Chamber of Commerce and Industry (BCCI)
- Federation of Indian Export Organisation (FIEO)

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

No

Principle 8 : Businesses should support inclusive growth and equitable development

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

In pursuit of its Corporate Social Responsibility ("CSR") Policy, the Company undertakes various programmes and initiatives such as Education (Pehlay Akshar-Training), Swayam Heath, Swayam Drive and Swayam Digital. Details of these programmes are enumerated in Annexure 'C' (CSR Section) of the Directors' Report.

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

All the CSR programmes of the Company are undertaken through RPG Foundation, an Implementation Agency.

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

The Company undertakes impact assessment on a continuous basis and monitors gains to the community arising out of all its CSR activities.

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

During the year under review, the Company spent ₹ 51.57 lakhs towards various CSR projects. The details of these projects are given in Annexure 'C' (CSR section) of the Directors' Report.

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

The Company has taken adequate steps to ensure that the development initiatives are successfully adopted by the community. Data provided in Annexure 'C' (CSR Section) of Directors' Report endorses successful adoption of initiatives by the community.

Principle 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner

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

Total 37 complaints were received from customers and 34 complaints disposed off during the year and 3 complaints were pending as at the end of the financial year.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information)

The Company complies with all the legal statutes regarding display of product information on labels.

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

No

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

No.

INDEPENDENT AUDITORS' REPORT

To
The Members of
RPG Life Sciences Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of RPG Life Sciences Limited ("the Company"), which comprise the balance sheet as at March 31, 2021, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Description of Key Audit Matter

Impairment of Intangibles Assets

Refer note 2 B (b) to accounting policies

The key audit matter

As at March 31, 2021, the Company has In-tangible assets aggregating to Rs. 3,265 lakhs. These assets are evaluated for any indicators of impairment annually. Refer note 2B(c) of accounting policies in respect of impairment.

Company performs the annual assessment of the intangible assets, to identify any indicators of impairment. The recoverable amount which is based on the higher of the value in use or fair value less costs to sell, has been derived from discounted forecast cash flow models. These models use several key assumptions, including estimates of future sales volumes, prices, operations costs, terminal value growth rates and the weighted average cost of capital (discount rate).

Considering the inherent uncertainty, complexity and company's judgment involved and the significance of the value of the assets, impairment assessment of intangible assets has been considered as a key audit matter.

Basis for Opinion

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

Key Audit Matters

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

How the matter was addressed in our audit

Our audit procedures included the following:

- Testing design, implementation and operating effectiveness of key controls over the impairment verification process including the verification and approval of forecasts and checking of valuation models;
- Assessing the valuation methodology used by the Company and control around making the assessment and testing the mathematical accuracy of the impairment models;
- Evaluating the reasonableness of the valuation assumptions, such as discount rates, used by the Company through reference to external market data;
- Evaluating past performances where relevant and assessed historical accuracy of the forecast produced by the Company;
- Performing sensitivity analysis of key assumptions, including future revenue growth rates, costs and the discount rate applied in the valuation models.

Revenue recognition

Refer note 2 B (q) to accounting policies and note 14 to the financial statements

The key audit matter

The timing of revenue recognition is relevant to the reported performance of the Company. We identified revenue recognition as a key audit matter because of the quantum of revenue in the financial statements and possible impact on revenue due to COVID 19.

As disclosed in Note 14 to the financial statements, revenue is recognized net of sales returns. Estimation of sales returns involves significant judgement.

How the matter was addressed in our audit

Our procedures included the following:

- Assessing compliance of the Company's revenue recognition and sales returns accounting policies with applicable accounting standards
- We evaluated and tested the design and operating effectiveness of the relevant key financial controls with respect to revenue recognition and measurement of sales returns.
- We analysed quarterly and annual sales performance with prior periods and made enquiries to understand trends in sales performance.
- Substantive testing (including year-end cutoff testing) of selected samples of revenue transactions recorded during and after the year with the underlying documentation. Obtaining and assessing appropriateness of positions for returns.
- Understanding and testing the process followed by the Company for identifying the value of sales return accrual.
- We evaluated the design and tested the operating effectiveness of the relevant key financial controls with respect to revenue recognition and accrual of sales returns.
- We assessed manual journal entries to revenue for unusual or irregular items.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/

loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring 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, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31,

2021 from being appointed as a director in terms of Section 164(2) of the Act.

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on its financial position in its financial statements - Refer Note 25 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2021.

- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

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

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

Himanshu Chapsey
Partner
Membership No: 105731
UDIN: 21105731AAAADO6879

Mumbai
April 30, 2021

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year. In our opinion, the frequency of such verification is reasonable. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per directives issued by the Reserve Bank of India and provisions of sections 73 to 76 any other relevant provisions of the Act and rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, Labour Welfare Fund, income tax, goods and service tax, duty of customs, professional tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, Labour Welfare Fund, income tax, goods and service tax, duty of customs, professional tax, cess and other material statutory dues were in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, goods and service tax, duty of customs which have not been deposited on account of any dispute. The particulars of dues of sales tax, service tax, and duty of excise as at March 31, 2021 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount Rs. in lakhs*	Period to which the amount relates (Years)	Forum where the dispute is pending
Gujarat Sales Tax Act, 1969	Sales/Purchase tax including interest and penalty as applicable	116	1997-1998 to 2000-2001	Appellate Authority – up to Commissioner's level
The Finance Act, 1994	Service tax including interest and penalty as applicable	81	April 2006 to May 2015	Customs, Excise & Service Tax Appellate Tribunal
The Central Excise Act, 1944	Excise duty including interest and penalty as applicable	9	1994 to 1996	Appellate Authority – up to Commissioner's level

*Net of amounts paid including under protest.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank. There are no borrowings from Government or dues to debenture holders.
- ix. In our opinion, and according to the information and explanations given to us, the moneys raised by way of term loans have been applied for the purposes for which they were obtained. Further the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the course of our audit, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required under Indian Accounting Standards (Ind AS) 24, Related Party as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with him within the meaning of Section 192 of the Act. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

Himanshu Chapsey
Partner
Membership No: 105731
UDIN: 21105731AAAADO6879

Mumbai
April 30, 2021

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Report on the financial statements of RPG Life Sciences Limited for the period ended March 31, 2021

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of RPG Life Sciences Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements

based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions

of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

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

Mumbai
April 30, 2021

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

Himanshu Chapsey
Partner
Membership No: 105731
UDIN: 21105731AAAADO6879

BALANCE SHEET

AS AT MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Note	March 31, 2021	March 31, 2020
ASSETS		
NON-CURRENT ASSETS		
Property, plant and equipment	3	7,850
Capital work-in-progress	3	944
Intangible assets	4	3,480
Intangible assets under development		233
Financial assets		
i. Loans	5(a)	18
ii. Other financial assets	5(b)	28
Current Tax asset (Net)	24(e)	123
Deferred tax assets (Net)	24(d)	6
Other non-current assets	6	72
Total non-current assets		12,754
Current assets		14,095
Inventories	7	5,833
Financial assets		
i. Trade receivables	5(c)	5,742
ii. Cash and cash equivalents	5(d)	4,036
iii. Bank balances other than (ii) above	5(e)	39
iv. Other financial assets	5(b)	114
Other current assets	6	1,821
Total current assets		17,585
Total assets		30,339
EQUITY AND LIABILITIES		
Equity		
Equity share capital	8(a)	1,323
Other equity	8(b)	20,322
Total equity		21,645
LIABILITIES		
Non-current liabilities		
Financial liabilities		
i. Borrowings	10(a)	74
ii. Other financial liabilities	10(c)	338
Provisions	11	313
Total non-current liabilities		725
Current liabilities		
Financial liabilities		
i. Borrowings	10(a)	52
ii. Trade payables	10(b)	
(a) total outstanding dues of micro enterprises and small enterprises		133
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		4,611
iii. Other financial liabilities	10(c)	1,168
Provisions	11	1,361
Other current liabilities	12	644
Total current liabilities		7,969
Total liabilities		8,694
Total equities and liabilities		30,339
Significant accounting policies	1-2	

The accompanying notes are integral part of these financial statements.
In terms of our report of even date attached.

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

Himanshu Chapsey
Partner
Membership No. 105731

H. V. Goenka
Chairman
DIN:00026726

Mahesh S. Gupta
Director
DIN:00046810

Mumbai, April 30, 2021

For and on behalf of the Board of Directors
RPG Life Sciences Limited

CIN: L24232MH2007PLC169354

Yugal Sikri
Managing Director
DIN:07576560

Vishal Shah
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

Mumbai, April 30, 2021

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Note	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from operations	14	38,914
Other Income	15	91
Total Income		39,005
Expenses		
Cost of Materials Consumed	16(a)	8,575
Purchases of Stock-in-Trade		5,036
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	16(b)	(501)
Employee benefits expense	17	9,466
Finance costs	18	79
Depreciation and amortisation expense	19	1,647
Other expenses	20	9,345
Total expenses		33,647
Profit before exceptional items and tax		5,358
Exceptional Items Gain/(Loss)	32	-
Profit before tax		5,358
Income tax expense	24(a)	
- Current tax		1,715
- Deferred tax		(357)
Income tax expense		1,358
Profit for the year		4,000
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements of post-employment benefit obligations	13(b)	(16)
Income tax relating to the above		4
Other comprehensive income for the year, net of tax		(12)
Total comprehensive income for the year		3,988
Earnings per equity share (of face value of Rs. 8 each)		
Basic earnings per share attributable to the equity holders of the Company		24.19
Significant accounting policies	1-2	

The accompanying notes are integral part of these financial statements.
In terms of our report of even date attached.

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

Himanshu Chapsey
Partner
Membership No. 105731

H. V. Goenka
Chairman
DIN:00026726

Mahesh S. Gupta
Director
DIN:00046810

For and on behalf of the Board of Directors
RPG Life Sciences Limited

CIN: L24232MH2007PLC169354

Yugal Sikri
Managing Director
DIN:07576560

Vishal Shah
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

Mumbai, April 30, 2021

Mumbai, April 30, 2021

CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

	Note	Year ended March 31, 2021	Year ended March 31, 2020
A Cash Flow from operating activities			
Profit before income tax		5,358	3,645
Adjustments for			
Add:			
Depreciation and amortisation expenses	19	1,647	1,636
Finance costs	18	79	175
Loss on disposal of property, plant and equipment	20	1	11
Unrealised exchange rate difference	15	(39)	(80)
Provision for Doubtful Debts and Advances (Net)	20	8	-
Interest received	15	(32)	(17)
Provisions no longer required and written back	15	(9)	(5)
Exceptional Items (Gain)/Loss	32	-	532
		7,013	5,897
Working capital adjustments:			
Decrease/(Increase) in trade receivables	5(c)	622	(2,353)
(Increase) in financial assets - Loans	5(a)(b)	-	(6)
Decrease in other non-current assets	6	6	-
(Increase) in other financial assets	5(b)	(1)	(17)
(Increase)/Decrease in other current assets	6	(461)	182
(Increase) in inventories	7	(1,172)	(557)
Increase in trade payables	10(b)	312	1,933
Increase in other financial liabilities	10(c)	103	418
Increase in provisions	12	110	156
Increase in other current liabilities	11	128	7
Cash generated from operations		6,660	5,660
Income taxes paid	24(e)	(833)	(643)
Net cash inflow from operating activities		5,827	5,017
B Cash flow from investing activities:			
Acquisition of property, plant and equipment and Intangible assets	3/4	(851)	(1,074)
Proceeds from sale of property, plant and equipment and Intangible assets		5	4
Movement in Other bank balances (Net)	5(e)	18	(17)
Interest received	15	32	17
Net cash (outflow) from investing activities		(796)	(1,070)

(All amounts in Indian Rupees lakhs, unless otherwise stated)

	Note	Year ended March 31, 2021	Year ended March 31, 2020
C Cash flow from financing activities			
Repayment of long term borrowings		(447)	(21)
(Repayment of) Short-term Borrowings (Net)		(460)	(2,392)
Interest paid	18	(54)	(148)
Repayment of principal portion of lease liabilities		(63)	(68)
Interest paid on lease liabilities	18	(25)	(24)
Dividend paid including dividend distribution tax thereon	9	-	(1,277)
Net cash (outflow) from financing activities		(1,049)	(3,930)
Net increase in cash and cash equivalents		3,982	17
Add: Cash and cash equivalents at the beginning of the financial year	5(d)	54	37
Cash and cash equivalents at the end of the year		4,036	54
Cash and cash equivalents	5(d)	4,036	54
Bank overdrafts		-	-
Balances as per statement of cash flows		4,036	54

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements".

For reconciliation of net debt refer note 10.

The notes referred to above and other notes form an integral part of the financial statements.

The accompanying notes are integral part of these financial statements.

In terms of our report of even date attached.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

Himanshu Chapsey

Partner

Membership No. 105731

H. V. Goenka

Chairman

DIN:00026726

Mahesh S. Gupta

Director

DIN:00046810

For and on behalf of the Board of Directors

RPG Life Sciences Limited

CIN: L24232MH2007PLC169354

Yugal Sikri

Managing Director

DIN:07576560

Vishal Shah

Chief Financial Officer

Rajesh Shirambekar

Company Secretary

Mumbai, April 30, 2021

Mumbai, April 30, 2021

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

(A) EQUITY SHARE CAPITAL

As at April 01, 2019	1,323
Changes in equity share capital	-
As at March 31, 2020	1,323
Changes in equity share capital	-
As at March 31, 2021	1,323

(B) OTHER EQUITY

	Notes	Reserves and Surplus				Total
		Capital reserve	General Reserve	Securities premium reserve	Retained earnings	
Balance as at April 1, 2019	8(b)	5	863	3,446	10,413	14,727
Profit for the year		-	-	-	2,901	2,901
Other Comprehensive Income		-	-	-	(17)	(17)
Total comprehensive income for the years		5	863	3,446	13,297	17,611
Dividend paid including dividend tax		-	-	-	(1,277)	(1,277)
Balance as at April 1, 2020		5	863	3,446	12,020	16,334
Profit for the year		-	-	-	4,000	4,000
Other Comprehensive Income		-	-	-	(12)	(12)
Total comprehensive income for the years		5	863	3,446	16,008	20,322
Dividend paid including dividend tax		-	-	-	-	-
Balance as at March 31, 2021		5	863	3,446	16,008	20,322
Significant accounting policies	1-2					

The accompanying notes are integral part of these financial statements.

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

Himanshu Chapsey
Partner
Membership No. 105731

Mumbai, April 30, 2021

For and on behalf of the Board of Directors
RPG Life Sciences Limited
CIN: L24232MH2007PLC169354

H. V. Goenka
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Mumbai, April 30, 2021

Yugal Sikri
Managing Director
DIN:07576560

Vishal Shah
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

1. Background

RPG Life Sciences Limited (the 'Company') is a Company domiciled in India with its registered office situated at RPG House, 463 Dr. A.B. Road, Worli Mumbai 400 030. The Company was incorporated on March 29, 2007 under the provisions of The Companies Act, as applicable in India as RPG Pharmaceuticals Limited and its equity shares are listed on Bombay Stock Exchange & National Stock Exchange of India. The name of the Company was subsequently changed to RPG Life Sciences Limited on February 13, 2008. The Company is engaged in the manufacturing and marketing of Formulations (Finished Dosage Forms) and Active Pharmaceutical Ingredients (APIs).

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These accounting policies have been consistently applied to all the periods presented by the Company.

A. Basis of Preparation

a. Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provision of the Act.

These financial statements were authorised for the issue by the Company's Board of Directors on April 30, 2021.

b. Functional and Presentation Currency

These financial statements are presented in Indian Rupees, which is also the Company's functional currency. All amount have been rounded-off to the nearest lakhs, unless otherwise indicated.

c. Basis of measurement

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

- certain financial assets and liabilities measured at fair value
- defined benefit plans- plan assets measured at fair value; and

- share-based payments

B. Summary of significant accounting policies:

a. Property, Plant and Equipment

i. Recognition & Measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to its working condition for its intended use.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

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

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in-progress in respect of assets which are not ready for their intended use are carried at costs, comprising of direct costs, related incidental expenses and attributable interest.

ii. Subsequent Expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefit associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives based on technical assessment on a pro-rata basis using the straight line method. The estimated useful lives followed by the Company for depreciating such tangible assets are as under:

Tangible Assets	Useful Life followed by the Company (years)	Useful Life as prescribed in Schedule II to Companies Act, 2013 (years)
Buildings on Leasehold Land	25-30	30
Plant and Equipment	4-20	10-20
Furniture and Fixtures	4-10	10
Vehicles	5	8
Office Equipment	4-8	5
Computers	2-3	3
Servers	3	6

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Leasehold lands are amortised on straight line basis, over the remaining lease term.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The asset's residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognised in profit or loss. Fully depreciated assets still in use are retained in financial statements.

b. Intangible Assets:

Internally generated: Research and development

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible assets only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and use or sell the assets. Otherwise, it is recognised on profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortization and any accumulated impairment losses.

Others

Other intangible assets including those acquired by the Company in a business combination are initially measured at cost. In case of business combination, cost of the intangible assets is same as fair value. Such Intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

i. Amortisation

Intangible assets are amortised over their estimated useful lives using the straight line method over the following periods:

	Estimated useful life (years)
Computer Software	5
Technical Knowhow	5
Trademarks & Licenses	3-20

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

c. Impairment of Non-Financial Assets:

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

d. Income Tax:

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in Other Comprehensive Income.

Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to the tax payable in respect to the previous years. The amount of current tax reflects the best estimates of the tax amount expected to be paid or received after considering the uncertainty, if any, relates to income taxes. Current tax assets and tax liabilities are offset where the Company has legally enforceable right to offset and intends to settle such assets and liabilities on a net basis.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of the assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profits.

Deferred tax is determined using tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the end of the reporting period and are expected to be applied when the related deferred income tax assets is realized or the deferred income tax liability is settled.

A deferred tax assets is recognised to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are regrouped/reduced to the extent that it is no longer probable that the related tax benefit will be released.

Deferred tax assets and liability are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authorities on the Company.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Minimum Alternate Tax ("MAT")

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is a minimum tax payable and subject to

availability of sufficient taxable income as per Indian tax laws in the nature of unused tax credit which can be carried forward and utilised during the specified periods. Deferred tax assets on such tax credits are recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future periods. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

e. 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 recognised 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. Purchases or sales of financial assets that requires delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

Debt instruments at amortised cost

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

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised 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 amortisation is included in other income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified at FVTOCI if both of the following criteria are met:

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

The Company has no equity investment financial assets.

Subsequent measurement

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

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

Derecognition

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

- The rights to receive cash flows from the asset have expired, or
- 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.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and other financial assets.
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 116 and Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18 (referred to as 'contractual revenue receivables' in these financial statements)
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The Company measures the loss allowances at an amount equal to life time expected credit losses except the following which are measured at twelve months expected losses.

- Cash and cash equivalent, bank balances and other financial assets for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Twelve months expected credit loss are the portion of the expected credit loss that result in default event that are possible within twelve months after the reporting period (or a shorter period if the expected life of the instrument is less than twelve months)

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Security Deposits

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide

for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Lifetime ECL are expected credit losses resulting from all possible defaults events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and other financial liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised 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 amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

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

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a nonfinancial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets.

Offsetting of financial instruments

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

Derivative financial instruments

Initial recognition and subsequent measurement

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

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

Any gains or losses arising from changes in fair value of derivatives are taken to profit and loss as the Company has not applied hedge accounting for the periods presented in these financial statements.

f. Segment Reporting:

Operating segments are reported based on the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker assesses the financial performance and position of the Company as a whole, and makes strategic decisions. The Company operates in one reportable business segment i.e. "Pharmaceuticals".

g. Foreign Currency Translation:

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (INR). The financial statements are presented in INR which is both the functional and the presentation currency.

Transaction and balances

Transactions in foreign currencies are initially recorded by the Company in their functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting period. Exchange differences arising on the settlement of monetary items or on translating monetary items are recognized in the Statement of Profit and Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

Foreign exchange difference on foreign currency borrowings, settlement gain/loss and fair value gain/loss on derivative contract relating to borrowings are accounted and disclosed under finance cost.

h. Business Combinations:

The Company accounts for each business combination by applying the acquisition method. The acquisition date is the date on which control is transferred to the Company. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Control exists when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through power over the entity. In assessing control, potential voting rights are considered only if the rights are substantive.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

The Company measures goodwill as of the applicable acquisition date at the fair value of the consideration transferred, including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount of the identifiable assets acquired and liabilities (including contingent liabilities in case such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably) assumed. When the fair value of the net identifiable assets acquired and liabilities assumed exceeds the consideration transferred, a bargain purchase gain is recognized as capital reserve.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Company to the previous owners of the acquiree, and equity interests issued by the Company.

Consideration transferred also includes the fair value of any contingent consideration. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in profit and loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not re-measured and settlement is accounted for within equity. Other contingent consideration is re-measured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit and loss.

Any goodwill that arises on account of business combination is tested annually for impairment.

Transaction costs that the Company incurs in connection with a business combination, such as finder's fees, legal fees, due diligence fees and other professional and consulting fees, are expensed as incurred.

On an acquisition-by-acquisition basis, the Company recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders. The difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

i. Assets held for sale

Assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction

rather than through continuing use and sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

j. Inventories:

Inventories consist of raw materials, work-in-progress, finished goods and stock in trade etc. are valued at cost or net realisable value, whichever is lower.

'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost of raw material, packing material, stores and spares is determined on weighted average basis. Cost of work-in-progress and finished goods includes labour and manufacturing overheads, where applicable.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw material, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

k. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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, and bank overdrafts.

l. Leases :

Policy applicable before April 1, 2019

As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Policy applicable after April 1, 2019

The Company has adopted Ind AS 116 effective from April 1, 2019 using modified retrospective approach. For the purpose of preparation of Financial Information, management has evaluated the impact of change in accounting policies required due to adoption of Ind AS 116 for year ended March 31, 2020.

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

As a lessee, the Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful

lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including insubstance fixed payments; The lease liability is measured at amortised cost using the effective interest method. The Company has used number of practical expedients when applying Ind AS 116: - Short-term leases, leases of low-value assets and single discount rate.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straightline basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Company's leases comprise leasehold land and Computers.

m. Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation, legal or constructive, as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Expected future operating losses are not provided for.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

Contingent liabilities are disclosed when there is possible obligation arising from past events, the existence of which will be confirmed only for the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

not probable that an outflow of resources will be required to settle the objection or a reliable estimate of the amount cannot be made.

n. Earnings Per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing

- the profit attributable to owners' of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

o. Employee Benefits

Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the undiscounted amounts of the benefits expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Other Long-term employee benefit obligations:

The liabilities for compensated absences (annual leave) which are not expected to be settled wholly within 12 months after the end of the period in which the employee render the treated are presented as non-current employee benefits obligations. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the Projected Unit Credit method. The benefits are discounted using

the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligations. Remeasurements as a result of experience adjustments and changes in actuarial assumptions (i.e. actuarial losses/ gains) are recognised in the Statement of Profit and Loss.

The obligations are presented as current in the balance sheet if the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Post-employment obligations:

The Company operates defined benefit plans such as gratuity and defined contribution plans such as provident fund.

Defined benefit plan - Gratuity Obligations:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is actuarially determined using the Projected Unit Credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash flows outflows by reference to market yields at the end of the reporting period on government bonds that have a terms approximating to the terms of the obligation.

The interest cost is calculated by applying the discount rate to the balance of the defined benefit obligation, and is recognised as employee benefit expenses in the statement of profit and loss.

Defined benefit plan - Gratuity Obligations:

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the Other comprehensive income in the year in which they arise.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined Contribution Plan

The Company pays Contribution to Superannuation Fund, Provident fund, Employees' Pension Scheme and Employees State Insurance Scheme which are administered through Government of India trustee except superannuation fund. The Company has no further payment obligations once the contribution have been paid. The Contributions

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

are accounted for as defined contribution plans and contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or reduction in the future payment is available.

p. Government Grants:

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and there is no uncertainty in receiving the same.

q. Revenue Recognition:

Effective April 1, 2018, the Company has applied Ind AS 115: Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Sale of Goods

Revenue from sale of goods is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, allowances and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate probable saleable and non-saleable return of goods from the customers. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Rendering of Services

Revenue from services rendered is recognized in the Statement of Profit and Loss as the underlying services are performed. Upfront non-refundable payments received are deferred and recognized as revenue over the expected period over which the related services are expected to be performed.

Interest income

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

Dividend income

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established.

Export Benefits

Export benefits available under prevalent schemes are accrued in the year in which the goods are exported and no significant uncertainty exist regarding its ultimate collection.

r. Borrowing Costs:

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

s. Recent Accounting Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2021.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

t. Critical Accounting Judgements and Estimates:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equals the actual results. Management also needs to exercise judgement in applying the accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates and judgements are:

Impairment of Trade Receivables [Note 5]

Estimation of Defined Benefit Obligation [Note 11]

Estimation of Provision and Contingent Liabilities [Note 25]

Estimation of useful life of Property, Plant and Equipment [Note 3]

Estimate of useful life of Intangible Assets [Note 4]

Recognition of revenue [Note 14]

Recognition of deferred tax assets for computation of losses [Note 24]

Estimates and judgements are continually evaluated.

They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and are believed to be reasonable under the circumstances.

u. Estimation of uncertainties relating to the global health pandemic from COVID-19:

The Ministry of Home Affairs on March 24, 2020 notified a nation-wide lockdown in India to contain the outbreak of the COVID-19 pandemic due to which there have been several restrictions imposed by the Governments across the globe on the travel, movement of goods and transportation considering public health and safety measures. The Company is in the business of manufacturing and supplying pharmaceutical products which are categorised under essential goods and the production facilities of the Company remain operational following enhanced internal safety guidelines. The Company has considered internal and external information while finalizing various estimates and recoverability of assets in relation to its financial statement captions as at the date of approval of these financial statements by the Board of Directors. During this period, sales of the Company's products continue and it does not expect any material financial impact at this point of time on the demand of its products, its liquidity, assets, debt servicing abilities and supply chain operations. 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.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

3 Property, plant and equipment

	Leasehold Land	Buildings	Plant and equipments	Furniture and fittings	Vehicles	Office Equipments	Computers	Total
Year ended March 31, 2020								
GROSS CARRYING AMOUNT								
Opening gross carrying amount	2,018	2,888	4,287	358	105	100	337	10,093
Additions	2	291	553	22		14	222	1,104
Disposals		(19)	(32)		(9)			(60)
Closing gross carrying amount	2,020	3,160	4,808	380	96	114	559	11,137
Accumulated depreciation								
Opening accumulated depreciation	117	335	1,052	131	28	41	138	1,842
Depreciation charge during the year	39	133	583	51	19	20	113	958
Disposals		(10)	(20)		(5)			(35)
Closing accumulated depreciation	156	458	1,615	182	42	61	251	2,765
Net carrying amount March 31, 2020	1,864	2,702	3,193	198	54	53	308	8,372
Year ended March 31, 2021								
Gross carrying amount								
Opening gross carrying amount	2,020	3,160	4,808	380	96	114	559	11,137
Additions		76	244	1		1	111	433
Disposals			(6)		(25)			(31)
Closing gross carrying amount	2,020	3,236	5,046	381	71	115	670	11,539
Accumulated depreciation								
Opening accumulated depreciation	156	458	1,615	182	42	61	251	2,765
Depreciation charge during the year	39	135	570	44	18	18	125	949
Disposals			(5)		(20)			(25)
Closing accumulated depreciation	195	593	2,180	226	40	79	376	3,689
Net carrying amount March 31, 2021	1,825	2,643	2,866	155	31	36	294	7,850
Capital work-in-progress								
Net carrying amount March 31, 2020								728
Net carrying amount March 31, 2021								944

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

3. Property, plant and equipment (Contd..)**NOTES:**

- (i) Property, plant and equipment includes right of use of assets of Rs. 1,825 lakhs [March 31, 2020 Rs. 1,864 lakhs] related to leasehold land that do not meet the definition of investment property and Rs. 140 lakhs [March 31, 2020 Rs. 205 lakhs] related to leased computers.

	Leasehold Land	Computers
Net carrying amount as at March 31, 2019	2,018	107
Additions to right to use assets	2	163
Depreciation charge during the year	156	65
Net carrying amount as at March 31, 2020	1,864	205
Additions to right to use assets	-	-
Depreciation charge during the year	39	65
Net carrying amount as at March 31, 2021	1,825	140

NOTES:**(ii) Property, Plant and Equipment pledged as security**

There is a second charge on the immovable assets such as land, building and plant and machinery at Thane/ Ankleshwar factory against the working capital loans of Rs. 18 lakhs [March 31, 2020 Rs. 186 lakhs].

(iii) Contractual obligations

Refer to note 10d for disclosure of contractual commitments for the Right-of-use assets.

(iv) Capital work-in-progress:

Capital work-in-progress mainly comprises of Buildings, Plant and equipments & furniture and fittings.

- (v) Depreciation is provided on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives based on technical assessment on a pro-rata basis using the straight line method.

4. Intangible assets

	Trade Marks	Technical Knowhow	Computer Software	Total
Year ended March 31, 2020				
Gross carrying amount				
Opening gross carrying amount	4,273	1,498	391	6,162
Additions			82	82
Closing gross carrying amount	4,273	1,498	473	6,244
Accumulated amortisation				
Opening accumulated amortisation	1,044	429	176	1,649
Amortisation charge for the year	427	172	79	678
Closing accumulated amortisation	1,471	601	255	2,327
Net carrying amount March 31, 2020	2,802	897	218	3,917
Year ended March 31, 2021				
Gross carrying amount				
Opening gross carrying amount	4,273	1,498	473	6,244
Additions		190	71	261
Closing gross carrying amount	4,273	1,688	544	6,505

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

4. Intangible assets (Contd..)

	Trade Marks	Technical Knowhow	Computer Software	Total
Accumulated amortisation				
Opening accumulated amortisation	1,471	601	255	2,327
Amortisation charge for the year	428	196	74	698
Closing accumulated amortisation	1,899	797	329	3,025
Net carrying amount March 31, 2021	2,374	891	215	3,480

- (i) Computer software includes software licenses.

(ii) Significant estimate: useful life of intangible assets

The useful life used to amortise intangible assets relates to the expected future performance of the assets and management's judgment of the period over which economic benefit will be derived from the asset.

Impairment of Trade Marks and Technical Knowhow ('Intangible assets')

The impairment assessment has been performed for acquired Trade Marks and internally generated Technical Knowhow annually.

The recoverable amount of a intangible assets is based on its value in use. The value in use is estimated using discounted cash flows over a period of ten years. We believe ten years to be most appropriate time scale over which to review and consider annual performance before applying a fix terminal value multiple to year end cash flow.

Operating margins and growth rates for the ten year cash flow projections have been estimated based on past experience and after considering the financial budgets/ forecasts approved by management. Other key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

Key assumptions used in the value-in-use calculations

Assumptions	How determined
Projected cash flows	Based on past experience and adjusted for the following : - Current Market dynamics - Anticipated competition - Impact due to COVID - 19
Terminal value growth rate	Long-term growth rate used for the purpose of calculation of terminal value has been determined by taking into account nature of business , long term inflation expectation and long term GDP expectation for the Indian economy
Pre-tax risk adjusted discount rate	The discount rate applied to the cash flows of company's operations is generally based on the risk free rate for ten year bonds issued by the government in India. These rates are adjusted for a risk premium to reflect both the increased risk of investing in equities and the systematic risk of the Company.

	March 31, 2021
Pre tax discount rate	15.00%
Terminal value growth rate	2.00%
projected cash flow growth rate	10.00%

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

4. Intangible assets (Contd..)

These assumptions are reviewed annually as part of management's budgeting and strategic planning cycles. These estimates may differ from actual results. The values assigned to each of the key assumptions reflect the Management's past experience as their assessment of future trends, and are consistent with external / internal sources of information.

As at March 31, 2021 the estimated recoverable amount of the intangible assets exceeded its carrying amount and accordingly, no impairment was recognized.

The Company has also performed sensitivity analysis calculations on the projections used and discount rate applied. Given the significant headroom that exists, and the results of the sensitivity analysis performed, it is concluded that there is no significant risk that reasonable changes in any key assumptions would cause the carrying value of intangible assets to exceed its value in use.

5. Financial assets

a) Loans

	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
(Unsecured, considered good)				
Loan to employees	-	18	-	18
Total loans	-	18	-	18

b) Other financial assets

	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
(Unsecured, considered good)				
Security Deposits	58	28	54	28
Employee Advances	56	-	59	-
	114	28	113	28
(Unsecured, considered doubtful)				
Credit Impaired				
Security Deposits	27	-	44	-
Employee Advances	9	-	3	-
	36	-	47	-
Less: Provision allowances for credit impaired	(36)	-	(47)	-
Total other financial assets	114	28	113	28

c) Trade receivables

	As at March 31, 2021	As at March 31, 2020
Secured, considered good	12	18
Unsecured, considered good	5,730	6,315
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	100	97
Total	5,842	6,430
Less: Allowance for credit impairment	(100)	(97)
Total trade receivables	5,742	6,333

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

5. Financial assets (Contd..)

d) Cash and cash equivalents

	As at March 31, 2021	As at March 31, 2020
Balances with banks		
- in current accounts	115	51
- Deposits with maturity of less than three months	3,918	-
- Cash on hand	3	3
Total cash and cash equivalents	4,036	54

e) Bank balances other than cash and cash equivalents

	As at March 31, 2021	As at March 31, 2020
Deposits with original maturity of more than 3 months but less than 12 months*	-	12
Unpaid Dividend accounts	39	36
Margin money balances	-	9
Total bank balances other than cash and cash equivalents	39	57

* Deposit towards Debt Service Reserve Account for Term Loan obtained from a bank.

6 Other assets

	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
(Unsecured, considered good)				
Capital advances	-	32	-	66
Advances other than Capital Advance				
- Prepaid Gratuity (Refer Note 13)	6	-	-	-
Export Benefits receivable	443	-	359	-
Balances with Government Authorities	950	40	538	46
Prepaid/Advance to suppliers	422	-	463	-
Total other assets	1,821	72	1,360	112

7 Inventories

	As at March 31, 2021	As at March 31, 2020
Raw Materials	1,329	733
Work-in-Progress	1,028	939
Finished Goods	2,063	1,252
Stock-in-Trade	1,061	1,460
Stores and Spares	117	113
Packing Materials	235	164
Total Inventories	5,833	4,661

a) Inventory is hypothecated against the secured working capital loans of Union Bank of India, State Bank of India, Export Import Bank of India and IDBI Bank.

b) During the year, the Company has recorded inventory write-downs of Rs. 149 Lakhs (March 31, 2020 Rs. 62 Lakhs). The adjustments were included in cost of material consumed and changes in inventories.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

8 Equity share capital and other equity

a) Equity Share capital

Authorised Equity Share capital

	As at March 31, 2021	As at March 31, 2020
Authorised Equity Share capital		
1,87,50,000 equity shares of Rs. 8 each (March 31, 2020 1,87,50,000 equity shares of Rs. 8 each)	1,500	1,500
Issued, Subscribed and Paid-up Capital		
1,65,39,015 equity shares of Rs. 8 each (March 31, 2020 1,65,39,015 equity shares of Rs. 8 each)	1,323	1,323

(i) Movements in equity share capital

Notes	Number of shares	Equity share capital (par value) (Rs in lakhs)
As at March 31, 2020	1,65,39,015	1,323
As at March 31, 2021	1,65,39,015	1,323

Terms and rights attached to equity shares

The Company has only one class of shares i.e. equity shares having a face value of Rs. 8 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(ii) Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2021		As at March 31, 2020	
	Number of shares	% holding	Number of shares	% holding
Ektara Enterprises LLP	25,14,293	15.20	25,14,293	15.20
Nucleus Life Trust	88,35,944	53.42	88,35,944	53.42

b) Reserves and surplus

	As at March 31, 2021	As at March 31, 2020
Securities Premium Reserve	3,446	3,446
Capital Reserve	5	5
General Reserve	863	863
Retained earnings	16,008	12,020
Total reserves and surplus	20,322	16,334

(i) Securities premium reserve

	As at March 31, 2021	As at March 31, 2020
Opening balance	3,446	3,446
Movement during the year	-	-
Closing Balance	3,446	3,446

Securities Premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

8 Equity share capital and other equity (Contd..)

(ii) Capital reserve

	As at March 31, 2021	As at March 31, 2020
Opening balance	5	5
Movement during the year	-	-
Closing Balance	5	5

Pursuant to the scheme dated April 02, 2007 (the appointed date), the existing equity shares of the Company was cancelled and the credit of Rs. 5 lakhs arising upon such cancellation was transferred to capital reserve.

(iii) General reserve

	As at March 31, 2021	As at March 31, 2020
Opening balance	863	863
Movement during the year	-	-
Closing Balance	863	863

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

(iv) Retained earnings

	As at March 31, 2021	As at March 31, 2020
Opening balance	12,020	10,413
Add: profit for the year	4,000	2,901
Items of other comprehensive income recognised directly in retained earnings:		
Remeasurements of post-employment benefit obligation, net of tax	(12)	(17)
Dividend Paid	-	(1,059)
Tax on Dividend	-	(218)
Closing Balance	16,008	12,020

9 Distribution made and proposed

Cash dividends on equity shares declared and paid

The following dividends were paid by the Company during the year:

	As at March 31, 2021	As at March 31, 2020
Final dividend for the year ended on March 31, 2019 (Rs. 2.40 per share)	-	397
Interim dividend for the year ended on March 31, 2020 (Rs. 4.00 per share)	-	662
Dividend Distribution tax (DDT) on interim & final dividend	-	218
Total	-	1,277

After the reporting dates the following dividends were proposed by the directors subject to the approval at the Annual General Meeting.

Proposed dividends on equity shares	As at March 31, 2021	As at March 31, 2020
"Final cash dividend for the year ended on March 31, 2021: Rs. 7.20 per share (March 31, 2020 Rs. Nil per share)"	1,191	-

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

10 Financial liabilities

a) Borrowings

Non-current borrowings

	As at March 31, 2021	As at March 31, 2020
Secured		
Vehicle loans from Bank : Refer Note (i)	19	38
Term loan from Bank : Refer Note (ii)	-	428
Unsecured		
Lease liabilities : Refer Note (iii)	131	194
Total borrowings	150	660
Less: Current maturities of long term debt	(11)	(444)
Less: Current maturities of long term lease liabilities	(65)	(64)
Non-Current borrowings (as per balance sheet)	74	152

i) Nature of Security and Terms of repayment for vehicle loans from Bank

Nature of Security	Terms of Repayment
Vehicle loans from a Bank is secured by hypothecation of vehicles purchased under loan.	Repayable in 36 to 48 Equated Monthly Installments beginning from the time loan is taken and carries an interest rate ranging from 8.50% to 10.25% per annum.

ii) Particulars and Terms of repayment for secured term loan from a bank

Nature of Security	Terms of Repayment
Term loan from a Bank is secured by charge on Trademarks purchased under loan.	Repayable in 14 Equated Quarterly Installments beginning from July 31, 2017 carries an interest rate of 9.55% per annum.

iii) Nature of Security

Terms of Repayment
Terms of repayment for unsecured lease liabilities
Repayable in 36 Equated monthly and 12 to 20 Equated quarterly Installments beginning from of taking the lease and carries an interest rate ranging from 11.00% to 14.36% per annum.

Current borrowings

	As at March 31, 2021	As at March 31, 2020
Secured working Capital loans		
From Banks	18	186
Total secured borrowings	18	186
Unsecured working Capital loans		
From Banks	34	326
Total unsecured borrowings	34	326
Current borrowings (as per balance sheet)	52	512

Secured borrowings and assets pledged as security

Total Working Capital Loans Rs.18 lakhs (March 31, 2020 Rs.186 lakhs) by hypothecation of inventory and book debts and second charge on immovable assets such as land, building and plant and machinery at Thane/Ankleshwar Factory.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

10 Financial liabilities (Contd..)

Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

	As at March 31, 2021	As at March 31, 2020
Cash and cash equivalents	4,036	54
Current borrowings and current maturity of long term borrowings	(128)	(1,020)
Non current borrowings	(74)	(152)
Net debt	3,834	(1,118)

	Liabilities from financing activities				Total
	Other Assets Cash and cash equivalents	Lease liabilities	Non current borrowings	Current borrowings	
Net debt as at March 31, 2019	37	(263)	(463)	(2,924)	(3,613)
Cash flows	17	69	441	1,968	2,495
Interest expense	-	31	46	75	152
Interest paid	-	(31)	(46)	(75)	(152)
Net debt as at March 31, 2020	54	(194)	(22)	(956)	(1,118)
Cash flows	3,982	63	14	893	4,952
Interest expense	-	25	18	15	58
Interest paid	-	(25)	(18)	(15)	(58)
Net debt as at March 31, 2021	4,036	(131)	(8)	(63)	3,834

b) Trade payables

	As at March 31, 2021	As at March 31, 2020
Trade payables other than acceptances		
(a) total outstanding dues of micro enterprises and small enterprises	133	396
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	4,611	4,045
Total trade payables	4,744	4,441

- No interest is paid/payable during the year to any micro or small enterprise registered under the MSMED.
- The above information has been determined to the extent such parties could be identified on the basis of the information available with the Company regarding the status of suppliers under the MSMED.
- There are no trade payable balance to related parties.

c) Other financial liabilities

	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
Deposits from Dealers	-	338	-	333
Current Maturity of Long Term Borrowings	11	-	444	-
Current maturities of long term lease liabilities	65	-	64	-
Others	-	-	3	-
Unpaid Dividends*	39	-	36	-
Employee Benefits Payable	984	-	886	-
Payables on purchase of capital assets	69	-	81	-
Total other financial liabilities	1,168	338	1,514	333

*There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

10 Financial liabilities (Contd..)**d) Lease liabilities**

Lease liabilities are payable as follows:

	As at March 31, 2021			As at March 31, 2020		
	Future MLP (Minimum lease Payments)	Interest element of MLP	Present value of MLP	Future MLP (Minimum lease Payments)	Interest element of MLP	Present value of MLP
Within less than one year	78	13	65	86	22	64
Between one and five year	74	9	65	159	29	130
After more than 5 years	-	-	-	-	-	-

11 Provisions

	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
Provision for Employee benefits				
Compensated absences	79	313	96	272
Gratuity	-	-	37	-
Others				
Provision for Sales Return/Spoilages	1,282	-	1,143	-
Total provisions	1,361	313	1,276	272

Provision for Sales Return/Spoilages**Movements in provision for Sales Return/Spoilages**

As at April 1, 2019	916
Additional provisions recognised	227
Amount utilised during the year	-
As at March 31, 2020	1,143
As at April 1, 2020	1,143
Additional provisions recognised	139
Amount utilised during the year	-
As at March 31, 2021	1,282

12 Other liabilities

	As at March 31, 2021		As at March 31, 2020	
	Current	Non-current	Current	Non-current
Advances received from customers	389	-	272	-
Statutory dues	255	-	244	-
Total other liabilities	644	-	516	-

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

13 Post employment benefit obligations**a) Defined Contribution Plans**

Expenses recognised for defined contribution plans are summarised below:

	As at March 31, 2021	As at March 31, 2020
(a) Contribution to Provident Fund	157	148
(b) Contribution to Employee's Superannuation Fund	11	13
(c) Contribution to Employees' State Insurance Scheme	9	10
(d) Contribution to Employees' Pension Scheme	160	162
Total	337	333

b) Defined Benefit Plans - Gratuity

The Company has a defined benefit gratuity plan (funded). The Company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

The most recent actuarial valuation of the present value of the defined benefit obligation for gratuity was carried out as at March 31, 2021 by an independent actuary. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2021

	Present value of obligation	Fair value of plan assets	Net amount
March 31, 2019	763	717	46
Current service cost	81	-	81
Interest expense/(income)	55	52	3
Total amount recognised in profit and loss	136	52	84
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	44	-	44
Experience (gains)/losses	(20)	-	(20)
Total amount recognised in other comprehensive income	24	-	25
Employer contributions	(70)	48	(118)
Assets/Liability Transferred In/Acquisitions	-	-	-
Benefit payments	-	-	-
March 31, 2020	853	816	37
March 31, 2020	853	816	37
Current service cost	94	-	94
Interest expense/(income)	49	51	(2)
Total amount recognised in profit and loss	143	51	92
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	-	-	-

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

13 Post employment benefit obligations (Contd..)

	Present value of obligation	Fair value of plan assets	Net amount
Experience (gains)/losses	16	-	16
Total amount recognised in other comprehensive income	16	-	16
Employer contributions	(114)	37	(151)
Assets/Liability Transferred In/Acquisitions	-	-	-
Benefit payments	-	-	-
March 31, 2021	899	905	(6)

The net liability disclosed above relates to funded and unfunded plans are as follows:

	As at March 31, 2021	As at March 31, 2020
Present value of funded obligations	899	853
Fair value of plan assets	(905)	(816)
Deficit of funded plan	(6)	37
Unfunded plans	-	-
Deficit of gratuity plan	(6)	37

Fair value of plan assets at the balance sheet date for defined benefit obligations:

	As at March 31, 2021	As at March 31, 2020
Fixed Deposit	190	362
Corporate Bonds	-	-
Insurance fund (LIC)	710	443
Other Net Assets	4	11
Total	905	816

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

	As at March 31, 2021	As at March 31, 2020
Discount rate	6.24%	6.24%
Expected Return on Plan Assets	6.24%	6.24%
Rate of Employee Turnover		
- Sales Employees	30.00%	30.00%
- Other than Sales Employees	8.00%	8.00%
Salary growth rate	8.50%	8.50%

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

13 Post employment benefit obligations (Contd..)**Sensitivity analysis**

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation					
	Change in assumptions		Increase in assumptions		Decrease in assumptions	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
Discount rate	1.00%	1.00%	(46)	(44)	52	48
Salary growth rate	1.00%	1.00%	50	47	(46)	(43)
Employee Turnover	1.00%	1.00%	(7)	(4)	8	5

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The principal assumptions used in determining gratuity and leave encashment for the Company's plan are shown below

Description of risk exposures

Valuations are performed on certain basic set of predetermined assumptions and other regulatory frame work which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest rate risk

A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Concentration Risk

Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Mortality risk

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Asset liability matching risk

The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

14 Revenue from operations

	As at March 31, 2021	As at March 31, 2020
Sale of products	38,288	36,914
Sale of services		
- Product development	50	-
Other Operating Revenue		
- Scrap Sales	40	66
- Export Incentives	535	576
- Miscellaneous Income	1	1
Revenue from operations	38,914	37,557

Critical judgments in calculating amounts

When a customer has the right to return the product within the given period, the Company recognises a provision for returns Rs. 1,282 lakhs as at March 31, 2021 (March 31, 2020 - Rs. 1,143 lakhs). This is measured based on the previous history of sales return. Revenue is adjusted for the expected value of the return.

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	As at March 31, 2021	As at March 31, 2020
Revenue as per contracted price	41,337	40,472
Adjustments		
Discounts	2,337	2,380
Sales return & Expiries	711	1,178
Revenue from contract with customers	38,288	36,914

15 Other income

	As at March 31, 2021	As at March 31, 2020
Interest Income	32	17
Provision no longer required, written back	9	5
Net Gain on Foreign Exchange Transaction and Translation	40	49
Insurance Claims	-	2
Sales Tax Refund	10	-
Total other income	91	73

16 Cost of Materials Consumed

a)

	As at March 31, 2021	As at March 31, 2020
Raw material Consumed	7,592	6,700
Packaging material consumed	983	813
Total cost of Material consumed	8,575	7,513

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

16 Cost of Materials Consumed (Contd..)**(b) Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

	As at March 31, 2021	As at March 31, 2020
Opening Stock		
Work in progress	939	730
Finished goods	1,252	1,239
Stock in Trade	1,460	1,084
	3,651	3,053
Closing Stock		
Work in progress	1,028	939
Finished goods	2,063	1,252
Stock in Trade	1,061	1,460
	4,152	3,651
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(501)	(598)

17 Employee benefits expense

	As at March 31, 2021	As at March 31, 2020
Salaries, wages, bonus, etc.	8,418	8,172
Contribution to provident and other funds	337	333
Gratuity (Refer Note No13 (b))	92	83
Compensated Absences	81	46
Staff welfare expenses	538	463
Total	9,466	9,097

18 Finance costs

	As at March 31, 2021	As at March 31, 2020
Interest expense on financial liabilities measured at amortised cost (other than lease liabilities)	54	140
Interest expense on lease liabilities	25	35
Total	79	175

19 Depreciation and amortisation expense

	As at March 31, 2021	As at March 31, 2020
Depreciation on Property, plant and equipment	949	958
Amortisation of Intangible Assets (Refer Note 4)	698	678
Depreciation and amortisation expense	1,647	1,636

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

20 Other expenses

	As at March 31, 2021	As at March 31, 2020
Consumption of Stores and Spares	654	692
Power and Fuel	1,127	1,154
Rent	70	82
Repairs and Maintenance		
- Buildings	174	157
- Plant and Machinery	234	213
- Others	42	49
Insurance	419	357
Rates and Taxes		
-Others	144	165
Processing Charges	222	261
Legal and Professional Charges	1,059	893
Travelling and Conveyance	614	1,001
License Fees	183	153
Directors' Fees	60	40
Printing and Stationery	63	87
Postage and Telephone	151	229
Freight and Distribution	782	583
Loss on sale of Assets (Net)	1	11
Commission on Sales	755	682
Expenditure towards Corporate Social Responsibility (CSR) Activities [Refer note 22]	52	34
Sales Promotion	739	748
Bad Debts and Advances written off	16	26
Less: Provision	(16)	(26)
Allowance for credit impairment (Net)	8	-
Conference	4	143
Misc Service Purchases	293	307
Training	48	93
Bank charges	100	101
Subscription	98	87
Payments to auditors (Refer note 21)	39	34
Miscellaneous Expenses	1,210	1,413
Total	9,345	9,769

21 Details of payments to auditors

	As at March 31, 2021	As at March 31, 2020
a) Audit fees	31	27
b) Taxation matters	5	5
c) Other services*	2	*1
d) Reimbursement of Expenses	1	1
Total	39	34

*Other services of Rs. 50,000

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

22 Corporate social responsibility expenditure

	As at March 31, 2021	As at March 31, 2020
Contribution to RPG Foundation	39	34
Accrual towards unspent obligations in relation to:		
Ongoing project	13	-
Other than ongoing project	-	-
Total	52	34
Gross amount required to be spent by the Company during the year as per section 135 of the act	52	34
Amount spent during the year (in cash)		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	39	34

Details of ongoing CSR projects under Section 135(6) of the Act

	Amount
Balance as April 01, 2020	
With the Company	-
In Separate CSR Unspent account	-
Amount required to be spent during the year	52
Amount spent during the year	52
From Company's bank account	(39)
From Separate CSR Unspent account	-
	13
Balance as March 31, 2021	
With the Company	13
In Separate CSR Unspent account	-

23 Research and Development expenditure

	As at March 31, 2021	As at March 31, 2020
Salaries and Wages	481	539
Consumable Stores	83	108
Utilities	27	35
Others	101	79
Capital expenditure	-	5
Intangibles under Research and Development	154	96
Total	846	862

24 Income tax expense

	As at March 31, 2021	As at March 31, 2020
Current tax		
Current tax on profits for the year	1,715	1,010
Deferred tax		
(Decrease) increase in deferred tax liabilities	(357)	(266)
Income tax expense	1,358	744

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

24 Income tax expense (Contd..)

b) The reconciliation between the statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows :

	As at March 31, 2021		As at March 31, 2020	
Total profit for the year		5,358	-	3,645
Tax using the Company's domestic tax rate 29.12%	29.12%	1,560	29.12%	1,061
Differences due to:				
Expenses not deductible for tax purposes	0.35%	19	0.44%	16
Additional allowances under income tax in respect of Section 35(2AB)	-	-	-2.99%	(109)
Effect on account of tax rate difference	-	-	-5.84%	(213)
Others	-4.12%	(221)	-0.30%	(11)
Current and Deferred Tax expenses as per note 24 (a)	25.35%	1,358	20.42%	744

c) **Deferred tax liabilities (net)**

	As at March 31, 2021	As at March 31, 2020
Property, plant and equipment	902	985
Total deferred tax liabilities	902	985
Provision for Employee Benefits	110	103
Provision for Doubtful Debts and Advances	40	42
Provision for sales return and spoilages	373	333
Statutory Liabilities	35	34
MAT Entitlement	351	933
Total deferred tax assets	908	1,445
Net	(6)	(460)

Significant estimate:

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

d) **Movement in deferred tax liabilities/assets**

	MAT	Provisions	Unabsorbed depreciation/ Tax loss	Property plant and equipment	Total
At March 31, 2019	1,364	562	-	(1,308)	618
(Charged)/credited:					
- to profit or loss	(431)	(57)	-	323	(165)
- to other comprehensive income	-	7	-	-	7
At March 31, 2020	933	512	-	(985)	460
At March 31, 2020	933	512	-	(985)	460
(Charged)/credited:					
- to profit or loss	(582)	41	-	83	(458)
- to other comprehensive income	-	4	-	-	4
At March 31, 2021	351	557	-	(902)	6

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

24 Income tax expense (Contd..)

e) **Current tax Assets/(liabilities)**

	As at March 31, 2021	As at March 31, 2020
Opening balance Asset (net)	190	125
Less: Current tax payable for the year	(1,715)	(1,010)
Add : MAT credit utilisation	815	432
Add: Taxes paid (net of refund received)	833	643
Closing balance Asset (net)	123	190

25 Contingent liabilities and contingent assets

a) **Contingent liabilities**

The Company had contingent liabilities at March 31, 2021 in respect of:

	As at March 31, 2021	As at March 31, 2020
(a) Bank Guarantees		
Bank Guarantees given on behalf of the Company for various parties	273	252
(b) Claims against the Company not acknowledged as debts		
Sales Tax, Service Tax and Excise Duty	219	234

b) **Significant estimate:**

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallising or are very difficult to quantify reliably, we treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, we do not expect them to have a materially adverse impact on our financial position or profitability.

26 Commitments

a) **Capital commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.1,191 lakhs (March 31, 2020 Rs.776 lakhs)(net of capital advances of Rs.32 lakhs [March 31, 2020 Rs.161 lakhs])

b) **Other Commitments**

	As at March 31, 2021	As at March 31, 2020
(i) Guarantee given to Gujarat Industrial Development Corporation	15	15

27 Earnings per share

a) **Profit attributable to equity share holders**

	As at March 31, 2021	As at March 31, 2020
Profit attributable to the equity holders of the Company	4,000	2,901
	4,000	2,901

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

27 Earnings per share (Contd..)

b) Weighted average number of equity shares

	As at March 31, 2021 No. of shares	As at March 31, 2020 No. of shares
Weighted average number of equity shares used as the denominator in calculating basic and diluted earnings per share	1,65,39,015	1,65,39,015
Earnings per share		
Basic EPS-From continuing operations attributable to equity holders	24.19	17.54

28 Financial risk management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the Board of Directors on its activities. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Company, through its training, standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit.

i. Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade receivables and other financial assets. The credit risk relates to the certain items is as follows :

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company allocates each exposure to a credit risk grade based on a variety of data that is determined to be predictive of the risk of loss (e.g. timeliness of payments etc.) and applying experienced credit judgment. Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macroeconomic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. The Company has used expected credit loss (ECL) model (under simplified approach) for assessing the impairment loss. For the purpose, the Company uses a provision matrix to compute the expected credit loss amount. The provision matrix takes into account external and internal risk factors and historical data of credit losses from various customers.

	Current	0-30 days	31-180 days	181-365 days	More than 365 days
Default Rate	0.12%	1.16%	1.66%	22.91%	22.91%

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

28 Financial risk management (Contd..)

Cash and cash equivalents

As at the year end, the Company held cash Rs. 4036 lakhs (31.03.2020 - Rs. 54 lakhs). The cash counterparties are banks with good credit rating.

Other Bank Balances

Other bank balances are held with bank and financial institution counterparties are banks with good credit rating.

Other financial assets

- a) Other financial assets which include rent deposits, loans to employees, employee advances and insurance claim receivable for which the credit risk has not increased significantly since initial recognition, accordingly the expected probability of default is low.
- b) Other financial assets also includes security deposits where the loss allowance is measured based on life time expected credit loss as per the table given below.

	As at March 31, 2021	As at March 31, 2020
Security Deposits		
Gross carrying amount	58	54
Expected credit losses	27	44
Carrying amount net of impairment provision	85	98

- c) Reconciliation of loss allowance provision - Security Deposits

Reconciliation of loss allowance as per life time expected credit loss	Loss Allowance measured at life time expected losses *
Loss Allowance on March 31, 2020	44
Add: Decrease in loss allowances	(17)
Loss Allowance on March 31, 2021	27

* Financial assets for which credit risk has increased significantly and not credit-impaired

- d) Reconciliation of loss allowance provision - Trade receivables (Simplified approach)

Loss Allowance as on March 31, 2020	(97)
Changes in loss allowance	(3)
Loss Allowance as on March 31, 2021	(100)

Significant estimates and judgments

Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the past history, existing market conditions as well as forward looking estimates at the end of each reporting.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below provides details regarding the contractual undiscounted cash flows. Balances due within twelve months equal their carrying balances as the impact of discounting is not significant.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

28 Financial risk management (Contd..)

Contractual maturities of financial liabilities March 31, 2021	Carrying Amount	Less than 12 months	More than 12 months	Total
Non Derivative				
Borrowings	71	63	8	71
Lease liabilities	131	65	66	131
Trade payables	4,611	4,611	-	4,611
Other financial liabilities	1,430	1,092	338	1,430
	6,243	5,831	412	6,243
March 31, 2020				
Non Derivative				
Borrowings	981	959	22	981
Obligations under lease liabilities	194	64	130	194
Trade payables	4,045	4,045	-	4,045
Other financial liabilities	1,336	1,003	333	1,336
	6,556	6,071	485	6,556

(iii) Market Risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs. The Company uses derivative to manage market risk.

Currency Risk

a) The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows:

	As at March 31, 2021			As at March 31, 2020		
	USD	EUR	GBP	USD	EUR	GBP
Financial Assets						
Trade Receivables	3,042	213	277	2,821	97	455
Derivative Assets						
Foreign Exchange forward contracts	(2)	6	-	(97)	-	-
Financial Liabilities						
Trade Payables	(145)	-	-	(7)	-	(27)
Advance to suppliers	-	24	-	-	-	-
Net Exposure to foreign Currency risk	2,895	243	277	2,717	97	428

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

28 Financial risk management (Contd..)**b) Sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change in USD, EUR and GBP rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	Change in assumptions	Increase in assumptions		Decrease in assumptions	
		As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
USD	+/- 5%	145	141	(145)	(141)
EUR	+/- 5%	12	5	(12)	(5)
GBP	+/- 5%	14	21	(14)	(21)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Fair value sensitivity analysis for fixed-rate instruments

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

29 Capital Management:

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The Company seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as interest-bearing loans and borrowings, less cash and cash equivalents, other bank balances.

The gearing ratios were as follows:

	As at March 31, 2021	As at March 31, 2020
Net debt	(3,873)	1,064
Total Equity	21,645	17,657
Net debt to equity ratio	-0.18	0.06

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

30 Fair value measurements

a) Financial instruments by category

	As at March 31, 2021	As at March 31, 2020
Financial assets (at amortised cost)		
Cash and cash equivalents	4,036	54
Bank Balances	39	57
Other financial assets (at amortised cost)		
Loans	18	18
Trade receivables	5,742	6,333
Deposits	113	126
Other financial assets	65	62
Total financial assets	5,938	6,539
Financial liabilities (at amortised cost)		
Borrowings	202	1,172
Deposits	338	333
Other financial liabilities	1,092	1,003
Trade payables	4,744	4,441
Total financial liabilities	6,376	6,949

b) Fair value of financial assets and liabilities measured at amortised cost

	As at March 31, 2021		As at March 31, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Loans	18	18	18	18
Deposits	3	3	3	3
Financial liabilities				
Borrowings	-	-	428	405
Deposits	338	338	333	333

The following methods and assumptions were used to estimate the fair values:

- Fair value of cash and cash equivalents, bank balances, trade receivables, other current financial assets, trade payables, other current financial liabilities approximate their carrying amounts largely due to short term maturities of these instruments.
- The amount of fair value of loans to employee and security deposits given and taken is considered to be insignificant in value and hence carrying value and fair value is considered as same.
- Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.
- The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

30 Fair value measurements (Contd..)

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

5 Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

31 Segment information

a) Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The Managing Director, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the CODM of the Company. The CODM reviews the Company's performance on the analysis of profit before tax at overall level. Accordingly, the Company has only one reportable business segment which is manufacturing and marketing of pharmaceutical products as per Ind AS 108. ("Operating Segments")

b) Segment revenue

The Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

	As at March 31, 2021	As at March 31, 2020
Revenue from external customers		
India	24,098	24,804
Outside India	14,816	12,753
Total	38,914	37,557

c) Segment Assets

	As at March 31, 2021	As at March 31, 2020
Non-current assets*		
India	12,579	13,399
Outside India	-	-
Total	12,579	13,399

*Other than financial instruments, deferred tax assets and post-employment benefit assets

There are no major customers who individually contribute for more than 10 percent of the entity's revenue.

- Exceptional items for the year ended March 31, 2020 relates to write off of an intangible asset under development. The Company does not expect any future economic benefits to flow to the Company hence the cost incurred till date have been charged off during the year.

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

33 Related party transactions

In compliance with Ind AS 24 - "Related Party Disclosures", as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017 the required disclosures are given in the table below:

a) Related parties being an entity where control exists:

- Nucleus Life Trust
- Ektara Enterprises LLP

b) Related parties with whom the Company had transactions during the year

Key Management Personnel

- Yugal Sikri - Managing Director

Non-Executive Directors

- Harsh V. Goenka - Chairman
- C.L. Jain (till September 24, 2019)
- Lalit S. Kanodia
- Mahesh S. Gupta
- Manoj Maheshwari
- Narendra Ambwani
- Zahabiya Khorakiwala
- Bhaskar Iyer (w.e.f. October 30, 2019)
- Sachin Nandgaonkar
- Rajat Bhargava (w.e.f. January 25, 2021)

Entities where control / significant influence by KMPs and their relatives exists and with whom transactions have taken place

- RPG Enterprises Limited
- CEAT Limited
- KEC international Limited
- Searle (India) Limited Management Staff Superannuation Fund
- Searle (India) Limited Staff Gratuity Fund

c) Key Management Personnel - Compensation

	As at March 31, 2021	As at March 31, 2020
Short-term employee benefits	382	214
Post-employment benefits #	9	8
Total	391	222

excludes provision for gratuity and compensated absences, which is determined on the basis of actuarial valuation done on overall basis of the Company.
\$ Including PF and other benefits.

d) Transactions with the other related parties:

The following transactions occurred with the other related parties:

	As at March 31, 2021	As at March 31, 2020
(i) License fees - RPG Enterprises Limited	180	150
(ii) Payments made/expenses incurred on behalf of related party		
- CEAT Limited	7	13
- RPG Enterprises Limited	43	56
- KEC International Limited	-	1

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees lakhs, unless otherwise stated)

33 Related party transactions (Contd..)

	As at March 31, 2021	As at March 31, 2020
(iii) Service charges		
- Ceat Limited	134	117
- KEC International Limited	2	-
(iv) Sitting Fees paid to Chairman and Non-executive directors		
- Harsh V. Goenka	6	4
- C.L. Jain	-	3
- Manoj Maheshwari	6	4
- Mahesh S. Gupta	10	6
- Lalit S. Kanodia	6	4
- Narendra Ambwani	9	6
- Zahabiya Khorakiwala	3	3
- Bhaskar Iyer	9	3
- Sachin Nandgaonkar	9	6
- Rajat Bhargava	3	-
(v) Contribution made to Trusts		
- Searle (India) Limited Management Staff Superannuation Fund	11	13
- Searle (India) Limited Staff Gratuity Fund	108	107

e) Outstanding balances

The following balances are outstanding at the end of the reporting period in relation to transactions with the related parties:

	As at March 31, 2021	As at March 31, 2020
(Advance) / Trade Payables	-	(2)
Post Employment Benefit Plan	(6)	37

All transactions were made on normal commercial terms and conditions and at market rates. All outstanding balances are unsecured and are repayable in cash.

The notes are integral part of these financial statements.

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

Himanshu Chapsey
Partner
Membership No. 105731

H. V. Goenka
Chairman
DIN: 00026726

Mahesh S. Gupta
Director
DIN:00046810

Mumbai, April 30, 2021

Mumbai, April 30, 2021

For and on behalf of the Board of Directors
RPG Life Sciences Limited
CIN: L24232MH2007PLC169354

Yugal Sikri
Managing Director
DIN: 07576560

Vishal Shah
Chief Financial Officer

Rajesh Shirambekar
Company Secretary

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF RPG LIFE SCIENCES LIMITED WILL BE HELD ON TUESDAY, AUGUST 31, 2021 AT 3.00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2021 and the Report of the Directors and Auditors' thereon.
- To declare dividend for the financial year ended March 31, 2021.
- To appoint a Director in place of Mr. Harsh V. Goenka (DIN:00026726), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Rajat Bhargava (DIN:07752438), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 25, 2021 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013, (“the Act”) and Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory for the time being in force) read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Ms. Zahabiya Khorakiwala (DIN:00102689), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and rules framed

thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director of the Company, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for her further term of 5 (five) years from July 27, 2021 to July 26, 2026.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force), the Articles of Association of the Company, the resolutions passed by the Nomination and Remuneration Committee and the Board of Directors of the Company on April 30, 2021 and subject to requisite approvals, as may be required in this regard, the consent of the Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Yugal Sikri (DIN: 07576560) as the Managing Director of the Company in a professional capacity, for a period from October 1, 2021 to April 30, 2024, not liable to retire by rotation, upon the terms, conditions and remuneration as set out in the Explanatory Statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his aforesaid tenure), notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary the terms of re-appointment including to vary the remuneration specified above from time to time as it deems fit and to the extent recommended by the Nomination and Remuneration Committee and in the manner as may be agreed between the Board and Mr. Yugal Sikri, without any further approval of the shareholders of the Company, provided that such

variation or increase, as the case may be, shall not exceed the limits approved by the shareholders in this resolution pursuant to Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things including entering with Mr. Yugal Sikri, necessary agreement, deed(s) of amendment(s) or any such document(s), as the Board may consider necessary, proper and expedient for setting out all the terms and conditions of his appointment and remuneration (including the power to sub-delegate), in order to give effect to this Resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Kirit Mehta & Co. (Registration No. 000353), Cost Accountants, appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors and/ or the Company Secretary of the Company be and is hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Notes:

- In view of the continuing COVID-19 pandemic, to ensure social distancing norms, the Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, and clarification Circular No.02/2021 dated January 13, 2021 (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, (collectively referred to as ‘SEBI Circulars’) have permitted Companies to conduct AGM through Video Conferencing (VC) and Other Audio Visual Means (OAVM) without the physical presence of the Members at a Common Venue and has granted relaxation in respect of sending physical copies of the annual report to shareholders. The deemed venue of the Fourteenth AGM shall be the Registered Office of the Company. In terms of the said Circulars, the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the Fourteenth Annual General Meeting of the Members is to be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company's website www.rpglifesciences.com

- The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under item nos. 4 to 7 set out above and details under Regulations 26(4) and 36(3) of the Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the AGM are annexed hereto.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM or to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rgls.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled commencement time of the Meeting and window for joining the Meeting shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated May 5, 2020, the matter of Special Business as appearing at item nos. 4 & 7 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
- The Company has fixed Tuesday, August 17, 2021 as the Record Date for determining the entitlement of Members for payment of Dividend for the Financial Year ended on March 31, 2021, if approved at the AGM.

9. The dividend for the financial year March 31, 2021, as recommended by the Board, if approved by the shareholders, will be paid subject to deduction of tax at source, as applicable on or after Wednesday, September 1, 2021.

For Members holding shares in Demat form:

- i) The dividend shall be paid to those Members whose names stand registered in the Company's register of Members as Beneficial Owners as at the end of business day on Tuesday, August 17, 2021 as per the list to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").
- ii) Members may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the Members holding shares in dematerialised mode for any change of bank particulars or bank mandates. Hence, such changes in Bank details, ECS mandate, address or e-mails are to be furnished by the Members to their Depository Participant only.

For Members holding shares in Physical form:

- i) The dividend shall be paid to those Members whose names stand registered in the Company's Register of Members as Members on the end of business day on Tuesday, August 17, 2021.
- ii) The Member(s) holding shares in physical form are requested to furnish, if not already furnished, their Bank Account number, the name of the Bank and the Branch ("Bank Mandate") (along with copy of the cancelled cheque leaf with the first named shareholder's name imprinted on the face of the cheque leaf) where they would like to deposit the dividend warrants for encashment. These details should be furnished by the first/sole shareholder, directly to the Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited ('RTA') (Unit: RPG Life Sciences Limited), C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Tel: 022-49186270, Fax: 022-49186060, by quoting the folio number.

10. Deduction of Tax on Dividend

- i) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and therefore the Company is required to deduct tax at source/withhold tax from dividend to be paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the provisions in the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

- ii) 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 to Link Intime India Private Limited, the Company's RTA at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by email to rpplsdivtax@linkintime.co.in by Tuesday, August 17, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- iii) Non-resident shareholders (including Foreign Institutional Investors -FIIs/ Foreign Portfolio Investors - FPIs) can avail beneficial rates under tax treaty between India and their country of tax 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 uploading the same at <https://linkintime.co.in/formsreg/submissionof-form-15g-15h.html> or sending the same by email to rpplsdivtax@linkintime.co.in. The aforesaid declarations and documents need to be submitted by the shareholders by Tuesday, August 17, 2021.
- iv) The formats of declarations, are available on the Company's website at https://www.rpplifesciences.com/website/TDS_on_dividend_communication.php

11. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

12. The details of shares in Unclaimed Suspense Account and dematerialized are as follows:

Particulars	Number of Shareholders	Number of Shares
Aggregate no. as at April 1, 2020	72	8,008
No. of Shareholders who approached the Company for transfer of shares from the Unclaimed Suspense Account during the year	1	50
No. of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	1	50
No. of Shareholders whose shares were transferred to Investor Education and Protection Fund during the year	0	0
Aggregate no. as at March 31, 2021	71	7,958

The voting rights on the shares outstanding in the suspense account as on March 31, 2021 shall remain frozen till the rightful owner of such shares claims the shares.

13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM and all other documents referred to in the Notice and Explanatory Statements, will be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email to cosec@rppls.com.

14. Shareholders who have not encashed their dividend warrant for the previous years, may approach the Company or the Registrar & Share Transfer Agent and submit their claim for the said dividend. The amount of dividend remaining unclaimed for a period of seven (7) years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 125 of the Companies Act, 2013. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company.

16. To support the "Green Initiative", we request Members, holding shares in demat form, to kindly register/update your email address with your respective Depository Participates. Further Members, holding shares in physical form, can kindly register/update your email address with the Registrar and Share Transfer Agents of the Company at nt.helpdesk@linkintime.co.in. The registered email address will be used for sending future communications.

17. Instructions for e-voting and joining the AGM are as follows:

A. Voting through electronic means (Remote e-voting):

- i. 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 Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by NSDL.

- ii. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020 & January 15, 2021, The Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company / Depositories. The shareholders may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.rpplifesciences.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL i.e. www.evoting.nsdl.com.

B. The instructions for shareholders voting electronically are as under:

- i. The remote e-voting period begins on Saturday, August 28, 2021 (09.00 a.m. IST) and ends on Monday, August 30, 2021 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, August 24, 2021 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. The Members, who have cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote on such resolution again at the AGM.
- iii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. August 24, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 24, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- iv. Details of the process and manner for remote e-voting and joining the Annual General Meeting are explained herein below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

- Your User ID details are given below :

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

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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:
- 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.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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?

- 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.
- Select "EVEN 116660" of RPG Life Sciences Limited 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".

- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- In case of any queries, with respect to remote e-voting or e-voting at the AGM, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 22 4430 or can contact NSDL on evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in or Ms. Sarita Mote, Assistant Manager, NSDL at SaritaM@nsdl.co.in.

C. 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 :

- 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 rnt.helpdesk@linkintime.co.in
- In case shares are held in demat mode, please register / update the email address with the relevant Depository Participants. In case of difficulties in registering the email address, members may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. at rnt.helpdesk@linkintime.co.in by providing details such as Name, DPID/Client ID, PAN, mobile number and e-mail ID.

D. The instructions for members for e-voting on the day of the AGM are as under:-

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

- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

E. Instructions for members for attending the AGM through VC/OAVM are as under:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cosec@rppls.com between 9.00 a.m. (IST) on Wednesday, August 25, 2021 and 5.00 p.m. (IST) on Friday, August 27, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- The shareholders who do not wish to speak during the AGM but have queries on accounts or any matter to be placed at the AGM may send the same latest by Friday, August 27, 2021 mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at cosec@rppls.com. These queries will be replied by the Company suitably either at the AGM or by email.

A. Other Guidelines for Members

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 /1800 22 4430 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre Manager, NSDL at the designated email IDs: evoting@nsdl.co.in or pallavid@nsdl.co.in or Ms. Sarita Mote, Assistant Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or SaritaM@nsdl.co.in.
- Mr. P. N. Parikh (FCS 327 CP 1228) or failing him Mr. Mitesh Dhaliwala (FCS 8331 CP 9511) of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizers for conducting the remote e-voting and the e-voting during the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours after conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.rpplifesciences.com) and on the website of NSDL e-voting i.e. www.evoting.nsdl.com and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited within 48 hours after the AGM.

By Order of the Board of Directors

Rajesh Shirambekar

Head – Legal & Company Secretary
(ACS No. 11146)

Registered office:

RPG House
463, Dr. Annie Besant Road,
Worli, Mumbai 400 030.

Place: Mumbai
Date: April 30, 2021

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 25, 2021 appointed Mr. Rajat Bhargava (DIN:07752438) as an Additional Director who shall hold office on the Board of the Company till the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

The Company has received notice from a member under Section 160 of the Act proposing his appointment as Director. Mr. Bhargava does not hold any share in the Company.

The brief profile of the Mr. Bhargava is provided separately in Annexure to the Notice.

Accordingly, it is proposed to appoint Mr. Rajat Bhargava as a Director of the Company who shall be liable to retire by rotation.

The Board recommends the ordinary resolution, as set out at item no. 4 of accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Rajat Bhargava and his relative(s), is in any way concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no. 4 of the Notice.

Item No.5

Ms. Zahabiya Khorakiwala (DIN:00102689) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with Companies (Appointment and Qualifications of Directors) Rules, 2014, by the Shareholders at the Annual General Meeting held on July 27, 2016, who shall hold the office up to July 26, 2021.

In terms of provisions of Section 149 of the Companies Act, 2013, she is eligible for re-appointment for further term of five consecutive years from July 27, 2021 to July 26, 2026 on passing of a special resolution by the shareholders of the Company.

The Company has received notice from a member signifying the intention to propose her as a candidate for the office of Director of the Company as per the provisions of Section 160 of the Companies Act, 2013.

In the opinion of the Board, she fulfills the conditions specified in the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Director of the Company and is independent of the Management of the Company. Ms. Khorakiwala does not hold shares in the Company.

A brief profile of Ms. Khorakiwala is provided separately in Annexure to the Notice.

A copy of draft letter of appointment of Ms. Khorakiwala setting out terms and conditions would be available for inspection without any fee by the Members in electronic mode, basis the request being sent on cosec@rppls.com. The details of attending the Board meeting, amount of sitting fees paid during the year and membership/ chairpersonship of committees of other Boards of Ms. Khorakiwala is provided in Corporate Governance Report forming part of this annual report.

In view of skills, expertise and experience of Ms. Khorakiwala, upon recommendation of Nomination and Remuneration Committee, the Board recommends the special resolution, as set out at item No.5 of accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Ms. Khorakiwala and her relatives, is in any way, concerned or interested, financially or otherwise, in the proposed special resolution set out at item no.5 of the Notice.

Item No.6

Mr. Yugal Sikri (DIN:07576560) was appointed as the Managing Director (MD) of the Company in a professional capacity by the Shareholders of the Company for a term of 3 (Three) years with effect from October 1, 2018 by passing a special resolution through postal ballot on March 14, 2019 on a maximum remuneration of ₹ 5,00,00,000/- (Rupees Five Crores only) per annum and his existing term is expiring on September 30, 2021.

In view of the valuable contribution made by Mr. Sikri, Managing Director in overall turnaround and growth of the Company in his current tenure, it is proposed to re-appoint him as the Managing Director of the Company. Accordingly, the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company at their respective meetings held on April 30, 2021, in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and subject to the approval of the Shareholders of the Company and/ or any other regulatory approvals, if required, have reappointed Mr. Sikri as the Managing Director of the Company in a professional capacity for a period of 2 years and 7 months i.e. from October 1, 2021 to April 30, 2024, not liable to retire by rotation on the terms and conditions including remuneration as reproduced below. The Board and the NRC while re-appointing Mr. Sikri as the Managing Director of the Company, have considered his background, experience and contributions to the Company.

Mr. Sikri has consented for his re-appointment as the Managing Director of the Company for the aforesaid period and also confirmed that he is not disqualified under any of the provisions of Section 164 of the Act and that he satisfies the conditions,

as contained in Part 1 of Schedule V of the Act. Further, in terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Sikri for re-appointment.

The terms and conditions relating to the re-appointment and terms of remuneration of Mr. Sikri as an MD, inter alia, includes the following:

- Duties and Powers:** Mr. Sikri shall be responsible for the day-to-day management of the business and affairs of the Company and shall be entitled to and accordingly shall exercise such powers that are entrusted to him, as its Constituted Attorney, under the Articles of Association of the Company and / or by its Board, either alone or jointly with any other person(s) as the Board may determine from time to time. Subject to the superintendence, control and direction of the Board of Directors of the Company, and the provisions of Memorandum and Articles of Association and the regulation made by the Company in General Meetings and the restrictions imposed by the Act (including any statutory modification(s) or re-enactment(s) thereof or amendment(s) thereto), Mr. Sikri shall be entrusted with substantial powers of management of affairs of the Company.

- Period of Appointment:** For a period of 2 years and 7 months with effect from October 01, 2021 till April 30, 2024.

- Remuneration Structure:** Mr. Sikri as Managing Director of the Company shall be entitled to remuneration and perquisites as mentioned hereunder:

- Annual Salary:** For the period from October 1, 2021 to April 30, 2024, the overall annual salary of not exceeding ₹ 5,00,00,000/- (Rupees Five Crores only) comprising of fixed and variable component including increments, allowances*, and benefits as per the Company's normal payroll practices and be subject to the usual, required withholdings. For the period less than 1 (One) year, the limits shall be prorated. Any increment in the annual salary shall be as per Company Policy and/or as recommended by the NRC and approved by the Board subject to aforesaid limit being the overall limit.

*Allowances includes Personal Pay, Housing rentals, Medical, LTA, Meal Coupons, Furniture and Equipment Plan, Car, Fuel and Driver Charges and such other allowances as may be recommended by the NRC and determined by the Board from time to time.

(in ₹)

Particulars	Mr. Yugal Sikri
Basic Salary per annum	77,62,500
Management Allowance per annum	100% of Basic Salary

(in ₹)

Particulars	Mr. Yugal Sikri
Customized Allowance Pool (CAP) per annum	As per the Company Policy. This includes – Personal Pay, House Rent Allowance (HRA), Education Allowance, LTA, Medical Reimbursement, Car Expenses, Fuel and Driver wages.
Retirals @16.81% per annum	PF of @12% and Gratuity of @4.81%
Variable pay per annum	As per the Company Policy and/or as decided by the NRC and the Board yearly
Annual Increments	As per the Company Policy and/or as decided by the NRC and the Board
Maximum Salary per annum	Up to and not exceeding ₹ 5 Crores including fixed and variable components and annual/ interim increments as per the Company Policy and/or as decided by the NRC and the Board

ii) Special Performance Incentive:

- For the financial year 2023-24, in addition to aforesaid annual salary, a lump-sum amount up to and not exceeding ₹ 12,00,00,000/- (Rupees Twelve Crores only) shall be payable as a milestone based special performance incentive subject to consistent performance throughout the term of appointment and the Company's achievements of certain milestones/parameters as recommended by the NRC and set out by the Board from time to time at its sole discretion. An indicative list of factors that may be considered for determination of the extent of the special performance incentive by the NRC and the Board are: (a) Company's achievement of certain defined qualitative and quantitative parameters as recommended by the NRC and approved by the Board from time to time at its discretion (b) Industry benchmarks of remuneration; and (c) Consistent performance of an individual throughout the term.
- Subject to critical evaluation of performance of the MD during the aforesaid term and after considering the extent of the parameters / milestones achieved by the Company towards the end of financial year 2023-24, the NRC shall recommend, and the Board shall approve at its sole discretion the extent of special performance incentive payable to Mr. Sikri subject to the aforesaid limit, notwithstanding that the special performance incentive together with the annual salary may exceed the limits prescribed under Section 197 of the Act. The said incentive shall be paid at the end of the last quarter of the financial year 2023-24, including in case of early achievement of the parameters / milestones during the appointment term.

c. Proportionate payment of Special Performance Incentive: In the event of early termination during the financial year 2023-24 or any time prior to March 31, 2024, the incentive would be prorated linked to exit valuation as recommended by the NRC and subject to approval of the Board of Directors.

d. Prior approvals: If the Company's achievement and individual performance of Mr. Sikri exceeding the defined parameters in the opinion of the NRC and the Board and on account of which, the payment of any amount over and above the annual salary and special performance incentive prescribed above for the financial year 2023-24, is required, the same shall be subject to the approval of Shareholders by way of a special resolution.

iii) Other Perquisites/Benefits: The Managing Director shall be entitled to perquisites like the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, telephone at residence/cellular phones, statutory contribution to retirement funds, club membership fees, group medical insurance / group term insurance, leave encashment and reimbursement for business expenses and other benefits/allowances in accordance with the scheme(s) and rule(s) of the Company from time to time. Further, the contribution towards PF / superannuation fund, annuity fund, gratuity fund, etc. shall be in accordance with the scheme(s) and rule(s) of the Company from time to time.

iv) Minimum Remuneration: In case of losses or its profits are inadequate for any financial year, the Company may subject to receipt of the requisite approvals, if any required, pay to the Managing Director, the remuneration as above or the remuneration as revised and recommended by the NRC and approved by the Board from time to time.

4. Other Terms of Appointment:

i) The MD shall not be paid any sitting fees for attending meetings of the Board or any Committee(s) of the Board.

ii) The MD, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

iii) The terms and conditions of the re-appointment of the MD may be altered and varied from time to time by the Board as it may, in its discretion deem fit and as recommended by the NRC, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD, subject to such approvals as may be required

iv) The appointment may be terminated by either party by giving to the other party not less than 4 (four) months' notice.

v) All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the MD unless specifically provided otherwise.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof ("the Act") for the time being in force, the re-appointment of Mr. Sikri requires approval of the Shareholders by way of special resolution.

Section 197 of the Act inter-alia, provides that except with the approval of the Company by a special resolution the remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% (five per cent) of the net profits of the Company. Considering that the aforesaid remuneration (including special performance incentive) proposed to Mr. Sikri as an MD exceeds the prescribed threshold of 5% (five per cent) of the net profits of the Company during his aforesaid tenure pursuant to the second proviso to Section 197(1) of the Act.

Further, a managerial person who is functioning in a professional capacity can be paid any amount of remuneration notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Act, subject to approval of the Shareholders by way of special resolution for a period not exceeding 3 (three) years and if such managerial person is not having any interest in the capital of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any, direct or indirect interest or related to the directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the company operates. Mr. Sikri fulfills all these conditions.

Details pursuant to Reg. 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided separately in Annexure to the Notice.

The following is the statement of information for the Shareholders pursuant to Section II of Part II of Schedule V to the Act:

I. GENERAL INFORMATION

(1) Nature of industry:

Pharmaceutical. The Company manufactures bulk drugs and a wide range of pharmaceutical formulations.

(2) Date of commencement of commercial production:

The pharmaceutical business acquired by the Company commenced production on May 15, 1969.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable.

(4) Financial performance:

Particulars	₹ in crores)	
	2020-21	2019-20
Total Income	390.05	376.30
Profit before interest, depreciation and tax	70.84	59.88
Less: Interest	0.79	1.75
Less: Depreciation	16.47	16.36
Profit before tax	53.58	36.45
Tax Expense (including deferred tax)	13.58	7.44
Profit after tax	40.00	29.01
Other Comprehensive income net of tax	(0.12)	(0.17)
Total comprehensive income	39.88	28.84
Equity capital (face value ₹ 8/-)	13.23	13.23
Earnings per share (₹)	24.19	17.54

(5) Foreign investments or collaboration, if any:

The Company did not have any foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details:

Mr. Yugal Sikri holds Master of Pharmacy Degree from IIT, BHU, Master of Marketing Management from Jamnalal Bajaj Institute of Management Studies and Certificates in Management from Thunderbird and Harvard Business Schools.

2. Past remuneration:

Mr. Sikri had drawn a remuneration of ₹ 3.82 Crores for the financial year 2020-21.

3. Recognition or awards:

Mr. Sikri was honoured with 'Outstanding Achiever Award 2020' by the RPG Group.

4. Brief Profile and his suitability:

Mr. Sikri is a senior pharma industry professional with rich and diverse experience in pharmaceutical industry. Mr. Sikri is responsible for the overall conduct and management of business and affairs of the Company. This includes broad development of domestic and international business; providing strategic direction to the three business units of the Company; review of product portfolio in light of patent laws and continual introduction of new products; enhancement of manufacturing efficiencies and rationalization of costs. Mr. Sikri has successfully handled and overlooked domestic and international business for reputed companies like GlaxoSmithKline, Warner Lambert/Pfizer, Novartis, Ranbaxy and RPGLS for many years

5. Remuneration Proposed: As stated in the explanatory statement for his appointment.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The Company has a paid-up capital of ₹ 13.23 Crores. The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. The turnover of the Company is ₹ 390.05 Crores in the year 2020-21. The Company has two factories. The factory at Navi Mumbai, Maharashtra manufactures bulk drugs using synthetic process. The formulation factory at Ankleshwar, Gujarat, manufactures pharmaceutical formulations of various dosage forms. The Company also undertakes contract product development on the back of strong R&D division. The Company has work force of around 1,107 people. Given the size, complexity of the Company and sheer knowledge driven nature of business and also the profile of Mr. Sikri and the positions as given above, the proposed remuneration is in line with remuneration prevalent in the pharmaceutical industry for companies with similar size, complexity and profile of the position holder.

Mr. Sikri shall be looking after and shall be responsible for the whole affairs of the management of the Company and shall be accountable to the Board of Directors of the Company and hence, the remuneration proposed to be paid to him is fully justifiable.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any:

Mr. Sikri does not have any other pecuniary relationship, directly or indirectly, with the Company or any nature of relationship with the managerial personnel or other Director of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits:

The operations of the Company may be adversely affected due to changes in Government Policies for Pharma Industry. Having said that, despite current global pandemic, the Company reported a total income of ₹ 390.05 Crores and profit after taxes of ₹ 40 Crores for the financial year 2020-21 as compared to ₹ 376.30 Crores and ₹ 29.01 Crores respectively for the previous financial year. The increase in sales and net profit was mainly due to improved performance of International Formulations business. The Company's Formulation facility at Ankleshwar, Plant (F1) has WHO GMP, Nigeria and Kenya Health Authority certifications and Plant (F2) has WHO GMP, EU GMP, TGA Australia GMP, Health Canada, Kenya, Ethiopia, Nigeria and Sudan Health Authority certifications. API facility at Navi Mumbai plant has WHO GMP and TGA Australia certifications.

The proposed remuneration exceeds the limits specified under Section 197 of the Act and hence, the current profits of the Company has become inadequate. However, the proposed pay is in line with the remuneration prevalent in the pharmaceutical industry for companies with similar size, complexity and profile of the position holder.

2. Steps taken or proposed to be taken for improvement:

The Company has initiated necessary action to meet with the requirement of Government Policies. Further, the Company will continue its emphasis on strengthening its Focus brands. The Company will continue its strategy of demand generation, introducing of new products and line extensions, identifying alternate therapies for existing products, skill building of field force and control of sales hygiene parameters. The Company is also actively scouting for opportunities in geographic expansion through strategic partnerships in various international markets.

Apart from focusing on increasing the penetration of existing and new products in multiple countries within EU along with UK, Australia, Canada, Myanmar and other Emerging Markets. The Company is also actively scouting for opportunities for geographic expansion through strategic partnerships in various international markets in India and South East Asian markets – Sri Lanka, Vietnam, Philippines, Egypt and increasing the penetration of the current product assets - Azathioprine, Nicorandil, Sodium Valproate PR and Mycophenolate Mofetil, globally.

As far of the Active Pharmaceutical Ingredients (API) business is concerned, it continues to be of strategic importance in the overall growth of the Company. Backward integration in products ensures lesser

dependency on procuring APIs from external sources and increased reliability of supplies thus playing a crucial role in the current competitive and external environment. The Government's focus on developing APIs and reducing the dependence on imports, further augments the strategic importance of the business. The Company is also working on scouting opportunities in Russia, South Korea, China, Brazil and MENA markets.

3. Expected increase in productivity and profits in measurable terms:

With new business initiatives undertaken by the Company, the productivity and profits are expected to improve in near term subject to favorable market conditions. Also, post COVID-19, the business could see increase with overseas companies looking at India as a global hub for supply of APIs.

IV. DISCLOSURES

1. The remuneration package of Mr. Sikri, Managing Director is as stated above.
2. The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made under "Report of Corporate Governance" forming part of the Annual Report for 2020-21.

The above explanatory statement (together with the Annexures thereto) shall be construed to be memorandum setting out the terms of the re-appointment as specified under Section 190 of the Act and would be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email to cosec@rpgls.com.

Except holding Directorship on the Board of M/s. AIC-NMIMS Incubation Centre, Mr. Sikri does not hold any Directorship on the Board of other companies. Mr. Sikri does not hold any shares in the Company.

None of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

Considering the strategic expertise and varied experience of Mr. Sikri, the NRC as well as the Board is of the opinion that his appointment will be in the overall interest of the Company and accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Shareholders.

Item No. 7

The Board on recommendation of the Audit Committee, has approved the appointment of and remuneration of M/s. Kirit Mehta & Co., Cost Auditors, to conduct the audit of the cost records in respect of pharmaceutical activities of the Company for the financial year ending March 31, 2022, on a remuneration not exceeding ₹ 2,95,000/- p.a., exclusive of all taxes and out of pocket expenses. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the shareholders is sought for passing an Ordinary Resolution as set out at item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

The Board recommends the ordinary resolution, as set out at item no. 7 of accompanying Notice, for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out at item no.7 of the Notice.

By Order of the Board of Directors

Rajesh Shirambekar

Head – Legal & Company Secretary
(ACS No. 11146)

Registered office:

RPG House
463, Dr. Annie Besant Road,
Worli, Mumbai 400 030.

Place: Mumbai

Date: April 30, 2021

ANNEXURE TO NOTICE

DETAILS OF DIRECTORS' SEEKING RE-APPOINTMENT / APPOINTMENT AT THE GENERAL MEETING

(Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr. Harsh V. Goenka	Mr. Rajat Bhargava	Ms. Zahabiya Khorakiwala	Mr. Yugal Sikri
Date of Birth & Age	December 10, 1957	August 27, 1972	September 16, 1982	January 1, 1957
Date of first Appointment on the Board	February 06, 2008	January 25, 2021	October 29, 2015	July 27, 2016
Qualification	Graduate in Economics, University of Calcutta; MBA, IMD (Switzerland)	Mr. Bhargava is an MBA from IIM Ahmedabad, rewarded with 'Gold Medal' for academic excellence and B. Tech in Computer Science from IIT Delhi.	Ms. Khorakiwala did Schooling at the prestigious Aiglon College in Switzerland, she went on to study Psychology at New York University and later received an MBA degree from the Indian School of Business.	Mr. Yugal Sikri holds Master of Pharmacy Degree from IIT, BHU, Master of Marketing Management from Jamnalal Bajaj Institute of Management Studies and Certificates in Management from Thunderbird and Harvard Business Schools.
Expertise in specific functional area	Mr. Harsh V. Goenka is Chairman of RPG Enterprises, one of the largest industrial groups in India, active in key business segments such as Tyres, Infrastructure, Information Technology and other diversified segments having an annual turnover of about USD 4 billion. Born in December 1957, Mr. Goenka is a graduate in Economics and MBA from the International Institute of Management Development (IMD), Lausanne, Switzerland and is now on the Foundation Board of IMD, Lausanne. Mr. Goenka, a past President of the Indian Merchants' Chamber, in India, is also a member of the Executive Committee of FICCI. He has been the Chairman of the Board of the Company since 2008.	Mr. Bhargava has over 23 years of experience in heading Strategy, Global Business Portfolio, Electric Mobility BU and driving Innovation, Business and Performance Review, and Strategic Project. Prior to joining RPG Group, Mr. Bhargava was Chief of Staff in the Chairman's Office at Hero Motocorp and providing leadership to Corporate Affairs, CSR and Corporate Communications functions for a span of 7 years. He represented Hero Motocorp in key external events including the prestigious World Economic Forum at Davos. He was Senior Partner at McKinsey, where he worked for 16 years. At McKinsey, he was the Co-leader of the India Industrial Practice and Head of Purchasing Practice for Asia Pacific, amongst various other key assignments.	Ms. Zahabiya Khorakiwala is the Managing Director of Wockhardt Hospitals, a chain of new-age multi super speciality Hospitals. Greatly inspired by her father, Ms. Khorakiwala started her Journey with Wockhardt Hospitals as Director, Business Development in 2007 and assumed the mantle of Managing Director in 2010. Under her stewardship Wockhardt Hospitals with eight super-speciality hospitals, has emerged as country's foremost patient centric and innovative healthcare destination globally. She has augmented Wockhardt Hospitals' robust portfolio of hospitals in tier-II cities by setting up two new hospitals in Mumbai. The ultra-modern quaternary care South Mumbai Hospital that she built from scratch, received the accreditation from the coveted JCI (Joint Commission International) within first 3 years of its operation, an unparalleled feat in Indian Healthcare Industry. She has also set up Wockhardt Global School, a state-of-the-art K-12 school with International Baccalaureate & CBSE programmes in Aurangabad.	With more than 40 years of rich pharma experience across reputed MNCs, Mr. Sikri has successfully led large businesses, building block busters and bringing in business turnarounds. Prior to his stint in RPG Life Sciences, he was the Global Head-Marketing (Commercial Functions) and Head (CEO), India Region at Ranbaxy where he led P&L of 26 Businesses, developed/managed large, diverse portfolios, 6500 employees across countries successfully. As Sr VP & India Head, Pharma (Gen Med) at Novartis, Sr Director & India Head, Pharma at Pfizer and Marketing Head at GSK, his long career spans across all business verticals/functions from R&D to Commercialisation. Mr. Sikri has been closely involved with Industry affairs: served as the Vice-Chair of OPPI Marketing Committee, contributing to creating Industry's Code, Awards and Initiatives; invited by McKinsey to be in the Steering Committee of its widely referred publication, "India Pharma 2020"; invited by Govt of India's Niti Aayog-DMAI to "Govt Industry Dialogue" and invited to chair/speak at several Pharma/cross-industry platforms like CPHI, CII, IPC, IDMA, Innogen, Biopharma India, India Pharma Marketing, CNBC TV18 CEO Panel, McKinsey CEO Forum, Pharma Leaders Roundtable, CIO Summits.

Ms. Khorakiwala has been recognised as India's "Forty under Forty" emerging business leader and one of the Corporate India's fastest rising women leaders by Economic Times. She was also conferred with Young Business Woman Leader Award by Lions Club International and the Women Leadership in Healthcare Award by ABP News.

He cares deeply about coaching next-gen - passionate about transforming Pharma education by forging a strong academia-industry partnership. He led the Pharma Management Education at NMIMS, India's leading private University for around 3 years and continues to teach courses on Leadership, Strategy & Innovation.

Ms. Khorakiwala strongly believes in "the power of Calm" i.e. to maintain grace under pressure, overcome challenges, learn from setbacks and focus on goals. She considers knowledge, courage and imagination as the three most important drivers for success.

Mr. Sikri is regarded as a thought-leader on the impact of innovation. He is Mentor to high impact digital health ventures at RPG and at Atal Incubation Center, a leading Government of India-NMIMS initiative.

Directorships in other listed companies	Four	Nil	One	Nil
Memberships of Committees in other listed companies (Includes only Audit & Stakeholders Relationship Committee)	Nil	Nil	One	Nil
No. of shares held in the Company	26,915 equity shares in individual capacity and 88,35,944 equity shares as a Trustee of Nucleus Life Trust, 1 equity share each, as a Trustee of Stellar Energy Trust, Secura India Trust, Prism Estates Trust and 10 equity shares each as a Trustee of Navya Goenka Trust, Ishaan Goenka Trust, AVG Family Trust and RG Family Trust.	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	None	None	None	None

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn, etc. please refer to the Corporate Governance Report section of the Annual Report.



RPG Life Sciences Limited

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An  **RPG** Company