Bilcare Limited
601 ICC Trade Tower
Pune 411 016 India

Tel +91 20 6749 0100

direct@bilcare.com
www.bilcare.com

Bilcare Research

September 7, 2023

The Secretary,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.
Fax No. 022 22723121

Scrip Code: 526853

Sub.: Submission of 36th Annual Report for the financial year 2022-23 alongwith Notice of 36th Annual General Meeting of the Company

Dear Sir/ Madam,

This is to inform you that the 36th Annual General Meeting ('AGM') of the Company will be held on Friday, 29th September, 2023 at 12:30 p.m. (IST), through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

Pursuant to Regulation 30 & 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; please find enclosed Annual Report 2022-23 comprising of:

1. Notice of the 36th Annual General Meeting scheduled on Friday, 29th September, 2023;
2. Financial Statements & Requisite Annexures for Year ended 31st March, 2023;

which are being sent to the Members of the Company.

This is for your information and record.

Thanking You

Yours faithfully,
For Bilcare Limited

BILCARE LIMITED

Shreyans Bhandari

Shreyans Bhandari
Chairman & Managing Director

Encl: As above

Bilcare Research

Annual Report 2022-2023

Synergy in Motion: Celebrating Consolidation, Empowering Growth

Contents

Founder's Address

Dear Shareholders,

The global pharmaceutical industry has proven its capabilities once again, this time to handle the disastrous Covid pandemic. Post covid, the uncertain world has come to normalcy.

We at Bilcare are grateful to be able to participate in this sector by serving with our innovative packaging solutions & global clinical services to pharmacos worldwide.

As a part of the restructuring process, we transferred our pharma packaging division business at its fair value as a going concern to our subsidiary Caprihans India Limited. With this transfer of PPI Business, Bilcare Ltd has now become debt free and its overheads have also been reduced. This will allow Bilcare to focus on the clinical services & other allied businesses which have the potential to grow globally.

Consolidating the pharma packaging business under one entity of Caprihans will enable synergistic growth as the product lines are complementary. Along with acquisition of the business division, Caprihans has also adapted the Quality Management System (QMS), Product specifications (with Bilcare brand), Manufacturing processes etc. of Bilcare. Our team continues to deliver zero defects and timely services to all the pharma customers. Our culture innovation culture continues to thrive as before. Hence, the business division with a better capital structure will ensure better profitability and sustainability for the Group with pharmacos worldwide.

On the global front, we have penetrated further into the emerging pharma markets in the MENA region, South America and Southeast Asia and we are seeing positive traction in Europe & the US in the Pharma packaging and global clinical services as well. The pharma sector is extremely regulated and requires a high standard of quality audits. And the Company continues to undergo and complete all major Customer / Client's audits without any Critical Audit Observations.

People have always been the strength of the Company and the challenging times we faced during the last few years have demonstrated the team spirit & the culture to lead the future of your Company.

We are extremely grateful for the support and loyalty of our dear shareholders in the last few years of turbulence at Bilcare. Thank you for your continued trust in us for leading the Company and building shareholder value.

Mohan H Bhandari
Founder

Corporate Information

Board of Directors

Mr. Shreyans Bhandari*

Mr. Rajesh Devene

Mr. Ashwani Singh

Ms. Madhuri Vaidya

Ms. Diksha Tomar

Mr. Vijesh Mehra

Ms. Kavita Bhansali#

Chief Executive Officer

Mr. Mohan H. Bhandari*

Chief Financial Officer

Mr. Nilesh Tiwari **

Company Secretary

Ms. Prabhavi Mungee

Registered Office and Works

1028, Shiroli, Rajgurunagar, Pune – 410 505, India

Statutory Auditors

M/s. K.R. Miniyar & Associates, Practicing Chartered Accountants

Secretarial Auditors

M/s Ghatpande & Ghatpande Associates. Practicing Company Secretaries

Bankers

Cosmos Co-operative Bank Limited

Kotak Mahindra Bank Limited

Saraswat Co-operative Bank Limited

Registrar and Transfer Agents

Link Intime India Pvt. Ltd. (Unit: Bilcare Limited)

Block No. 202, 2nd Floor, Akshay Complex,

Off Dhole Patil Road, Pune 411 001, INDIA

Telefax: +91-20-26163503

Email: pune@linkintime.co.in

* W.e.f. 1 July, 2022

\# W.e.f. 14 August, 2023

** Upto 31 August, 2023

Director's Report

The Members,

Your Directors are pleased to present the 36th Annual Report and the Audited Statements of Account for the year ended 31 March 2023.

Performance of the Company, State of Company's Affairs and Material Development

The Directors would like to report that in view of the synergistic consolidation and growth, during the financial year ended 31^{st} March, 2023, the Company transferred its Pharma Packaging Division (PPI) division as a business undertaking on a going concern basis at its fair value to its subsidiary, Caprihans India Limited through slump sale, for a net consideration of Rs 213 Crores, by way of Redeemable Preference Shares, vide a Business Transfer Agreement dated March 27, 2023.

With the transfer / sale of PPI Business Bilcare would be able to concentrate on other businesses which also have the opportunity to grow. With the said transfer / sale of PPI Business Bilcare Ltd has become the Debt free company and its overheads are reduced. With the limited Turnover Bilcare would be able to achieve better Profitability as well as achieve better growth and oppurtunies for the group as a result of the synergies brought by the aforesaid slump sale.

In line with the Ind AS reporting requirement under the Business Combination (Ind AS 103), the effective date of the Slumpsale is 1^{st} April, 2021 and hence the said figure for FY 2022-23 are not comparable with that of the Previous Year.

The Company's financial performance, for the year ended 31 March 2023 as per Ind AS is summarised below:

INR in Crs

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations including other income	17.71	445.29	991.84	859.28
Profit/ (Loss) before Interest, Depreciation, Tax and Exceptional Items	(3.41)	52.24	66.99	75.01
Exceptional Items (Profit on Slump sale)	511.30	27.05	226.90	28.95
Profit/ (Loss) before Tax	502.92	(23.54)	196.08	(4.23)
Tax Expense (incl. Deferred Tax)	112.13	(5.76)	145.87	0.13
Profit/ (Loss) for the year	390.79	(17.78)	15.05	(12.59)
Non-controlling Interest	--	--	35.16	8.23
Profit/ (Loss) for the year	390.79	(17.78)	50.21	(4.36)

Management Discussion and Analysis

As required by Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a Management Discussion and Analysis Report is part of this Report.

The state of the affairs of the business along with the financial and operational developments has been discussed in detail in the Management Discussion and Analysis Report.

Changes in Board Composition and Key Managerial Personnel post the Balance Sheet Date

The following changes have been made to the Board of Directors of the Company post the Balance Sheet date :

Ms. Kavita Bhansali (DIN: 05355200), is appointed as Non-Executive, Non-Independent Director (Additional Director) w.e.f. 14^{th} August, 2023. On the recommendation of Nomination & Renumeration Committee and Audit Committee, the Board of Directors on 6^{th} September 2023 changed her designation to Executive Director w.e.f. 14^{th} October, 2023. She holds MBA degree from Indian School of Business, Hyderabad and a Bachelor's degree in Homeopathic Medicine and Surgery from Pune University. She brings immense knowledge & market insights in the healthcare sector, with over a decade of experience in this field of business development and marketing to pharma companies globally.

Necessary resolutions seeking approval of members of the Company for regularization of appointment of Ms. Kavita Bhansali as Director and Executive Director will be set out in the Notice convening the ensuing Annual General Meeting.

Mr Nilesh Tiwari has resigned as the Chief Financial Officer of the Company with effect from 31st August 2023. Ms. Deepa Mathur is appointed as the Chief Financial Officer with effect from 6th September 2023.

Declaration from Independent Directors

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

Annual Return

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, Annual Return is available on the website of the company at https://www.bilcare.com.

Number of Meetings of the Board

During the Financial Year 2022-23, Seven (7) Board Meetings were held, details of which are given in the Corporate Governance Report section.

Directors' Responsibility Statement

Pursuant to the requirement under the Section 134(5) of the Companies Act 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

a. in the preparation of the annual accounts for the financial year ended 31 March 2023, the applicable accounting standards had been followed and there are no material deviations from the same;

b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2023 and of the Profit/loss of the Company for the year ended on that date;

c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the accounts for the financial year ended 31 March 2023 have been prepared on a 'going concern' basis;

e. 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;

f. 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.

Particulars of Loans, Guarantees and Investments under section 186 of the Companies Act, 2013

Particulars of Loans, guarantees and investments form part of the notes to the financial statement provided in this Annual Report.

Contracts and Arrangements with Related Parties

During the year, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions and in accordance with the relevant provisions of Companies Act, 2013. All contracts/ arrangements/ transactions entered by the Company with related parties were in the ordinary course of business and on an arm's length basis except transfer of its PPI division as a business undertaking on a going concern basis at its fair value to its subsidiary, Caprihans India Limited through slump sale. Such transactions form part of the notes to the financial statements provided in this Annual Report. Accordingly, the disclosure of RPTs as required under the provisions of Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is annexed as **Annexure - A**

The Policy on materiality of related party transactions may be accessed on the Company's website at www.bilcare. com.

Amount Transfer to Reserves

Your Board of Directors do not propose to transfer any amount to the reserves.

Dividend

Your Board of Directors do not recommend any Dividend for the financial year ended 31 March 2023.

Conservation of Energy, Technology Absorption and Foreign exchange earnings & outgo

A. Conservation of Energy

   i. Steps taken for Conservation of Energy:

   Bilcare Focused on Energy conservation measures and successfully implemented as follows:

- Maintained Unit Power Factor near to Unity and achieved incentives of Rs.4.00 Lacs savings in year;
- Maintained TOD tariff incentives and achieved Rs. 15.80 Lacs savings per annum;
- Achieved Bulk and Incremental incentives for the year Rs.21.21 Lacs;
- Conversion of CFL higher watt light fitting to LED light fitting up to 50nos.of fittings saved Rs.2 Lacs per annum;
- During winter season run cooling towers in place of Chillers saved electricity consumption up to Rs. 8 Lacs per annum.

B. Technology Absorption, Adaptation and Innovation

Company continued its innovations with its R&D activities by providing solutions through new product and process development and also added newer dimensions to its existing offerings for its continuing business.

During the financial year, 2 new applications for patent was made, 1 patent applied earlier was granted for the PPI division, which is transferred to Caprihans India Limited.

Expenditure on Research & Development –

- During the financial year there is no R&D expenditure on a standalone basis.
- On a consolidated basis total R&D expenditure as a percentage of consolidated turnover is 0.18 %

Foreign Exchange Earnings & Outgo

Particulars	Rs. in Crores
Foreign exchange earned	3.95
Foreign exchange outgo	2.01

Corporate Social Responsibility (CSR)

The Company has Corporate Social Responsibility Policy as per the Provisions of Companies Act, 2013 and Rules made thereunder and is available on the website of the Company.

The Annual Report on CSR acclivities is annexed as **Annexure - B.**

Audit Committee

The audit committee comprises of Mr. Rajesh Devene (Chairman of the Committee), Mrs.Madhuri Vaidya and Mr. Shreyans Mohan Bhandari as members. All the recommendations made by the committee were accepted by the Board.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. Performance evaluation has been carried out as per the Nomination and Remuneration Policy.

Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI Listing Regulations, a meeting of the Independent Directors of the Company was held on 9 February 2023 without the attendance of Non-Independent Directors and Members of the Management.

Information about Subsidiary/JV/ Associate Company

Consolidated Financial Statements of the Company are inclusive of the results of all the subsidiaries. Further, a statement containing the particulars for each of the subsidiaries is also enclosed. Copies of annual accounts and related information of all the subsidiaries can be sought by any member of the Company by making a written request to the Company at the Registered Office . Above information is available for inspection at the Registered Office & on website of the Company. A statement containing the salient features of the financial statement of the subsidiaries in the prescribed format is presented in a separate section forming part of the financial statement. The Policy for determining 'Material' subsidiaries has been displayed on the Company's website at www.bilcare.com.

The Company has two wholly owned subsidiaries viz. Bilcare Mauritius Ltd., Mauritius, and Bilcare GCS Limited, UK.

Bilcare Inc., USA, Bilcare GCS Inc., USA, Bilcare GCS Ireland Limited and Caprihans India Limited, are the subsidiaries of Bilcare Mauritius Limited.

Deposits

Given below are the details of deposits, covered under Chapter V of the Companies Act, 2013:

The Company has not invited/accepted deposits from public/ members during the year under review.

The Company transferred its PPI Division to Caprihans India Limited, its Subsidiary as a business undertaking on a going concern basis on 27th March 2023 along with all the assets and liabilities pertaining to the PPI Division. Accordingly, Caprihans India Limited has undertaken to pay to the Company, the amount payable to the depositors by the Company.

As on the date of transfer of PPI division, the outstanding deposits were Rs 123.55 Crores.

Company has been declared as a Relief Undertaking by the State Government vide the notification dated 3rd March, 2023. By virtue of this notification, any liabilities accrued or incurred before this date including the repayment of the deposits and all pending proceedings related thereto are stayed till 2nd March, 2024.

Significant and Material Orders

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.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

Vigil Mechanism

The Company has in place Whistle Blower Policy, wherein the Employees/ Directors/ Stakeholders of the Company are free to report any unethical or improper activity, actual or suspected fraud or violation of the Company's Code of Conduct. This mechanism provides safeguards against victimization of Employees, who report under the said mechanism. During the year under review, the Company has not received any complaints under the said mechanism. Your Directors hereby affirm that no personnel has been denied access to the audit committee. The Whistle Blower Policy may be accessed on the Company's website at www.bilcare.com

Secretarial Standards Of ICSI

The Company is in compliance with relevant provisions of the Secretarial Standards issued by The Institute of Company Secretaries of India.

Corporate Governance

A report on Corporate Governance is given in this Annual Report. The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

Auditors

Statutory Auditors

M/s. K. R. Miniyar & Associates, Chartered Accountants will complete their present term as Statutory Auditors on conclusion of the ensuing Annual General Meeting. The Auditors' Report does not contain any qualification, reservation, adverse remark. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comment.

The Board has recommended the appointment of M/s. Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company, for a period from the conclusion of Thirty Sixth Annual General Meeting till the conclusion of Forty First Annual General Meeting of the Company. M/s. Sharp & Tannan Associates have confirmed their eligibility and qualification required under the Act for holding the office as Auditors of the Company.

Cost Auditors

At the 35th Annual General Meeting (AGM) held on 3 August 2022, M/s. Parkhi Limaye & Co., Cost Accountants (Firm Registration No: 000191) were appointed as Cost Auditors of the Company for the financial year 2022-23 for conducting cost audit of the accounts maintained by the Company in respect of the various products prescribed under the applicable Cost Audit Rules. However, the products prescribed under the applicable Cost Audit Rules were part of the PPI Division of the Company and which has been transferred during the year on a slump sale basis to its subsidiary and the Cost Audit is now not required.

Secretarial Auditor

The Board had appointed M/s. Ghatpande & Ghatpande Associates Company Secretaries, to conduct Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year ended 31 March 2023 is annexed herewith marked as **Annexure - C** to this Report.

Management's explanation to the observations and comments given by the Auditors

Observations and comments given by the Auditors are self-explanatory and do not call for any further comment.

Details in respect of fraud reported by auditors

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

Particulars of Employees & Related Disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 are provided as **Annexure - D** to this Report.

A statement containing particulars of employees as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as a separate annexure forming part of this Report. However, the Annual Report is being sent to the members excluding the said annexure. The said information is available for electronic inspection during working hours and any member interested in obtaining such information may write to the Company Secretary or Registrar and Transfer Agent, and the same will be furnished on request.

General

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
3. Mr. Shreyans Bhandari, Managing Director of the Company has received remuneration from Caprihans India Limited, subsidiary of the Company, in the capacity of President.

Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace.

Your Directors state that during the year under review, there were no complaints filed & there were no complaints pending at the end of the year pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Proceedings under the Insolvency and Bankruptcy Code, 2016

Pursuant to an Order dated 11 November, 2022 of the National Company Law Tribunal, Mumbai Bench, Corporate Insolvency Resolution Process ("CIRP") was initiated against the Company by Asset Reconstruction Company (India) Ltd. (ARCIL) as per the provisions of the Insolvency and Bankruptcy Code, 2016.

The said Order was appealed before the Hon'ble National Company Law Appellate Tribunal (NCLAT), Delhi. The Hon'ble Appellate Tribunal noted that the entire settlement amount was received by ARCIL and therefore by its Order dated 18th April, 2023, set aside the order passed by the Hon'ble National Company Law Tribunal (NCLT), Mumbai.

The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

As part of the restructuring process, the Company made one time settlement with the Banks and Financial Institutions based on the Book Value.

Acknowledgement

All other stakeholders

We thank our domestic and international customers, vendors, investors, banking community and investment bankers for their continued support during the year.

Your Directors also wish to place on record their deep sense of appreciation for the committed services of the employees at all levels worldwide.

We thank the Governments of various countries where we have our operations and also thank Central Government, various State Governments and other Government agencies for their positive co-operation and look forward to their continued support in future. Finally, we wish to express our gratitude to the members and shareholders for their trust and support.

For and on behalf of the Board of Directors

Shreyans Bhandari
Chairman & Managing Director

Pune : 6 September 2023

Corporate Governance

Company's Philosophy on Corporate Governance

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company has a strong legacy of fair, transparent and ethical governance practices.

The compliance report on Corporate Governance herein signifies adherence by the Company of all the mandatory requirements of Regulation 34 (3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereon (hereinafter referred to as SEBI Listing Regulations).

Board of Directors

Composition of the Board

The composition of the Board of Directors of Bilcare Limited is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (hereinafter referred to as Act). The Board comprises of Six (6) Directors, One (1) Executive Director, the Chairman and Managing Director, who is related to Promoters, one Woman Director, who is a Non-Executive Independent Director and Four (4) Non- Executive Independent Directors.

As mandated by Regulation 26 of the SEBI Listing Regulations, none of the Directors is a member of more than ten Board level Committees (considering only Audit Committee and Stakeholders' Relationship Committee) or Chairman of more than five Committees across all public limited companies (listed or unlisted) in which he/she is a Director. Further all Directors have informed about their Directorships, Committee memberships/Chairmanships including any changes in their positions as on March 31, 2023.

Independent Directors

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. As per the requirement of Regulation 30 read with Schedule III, Para A, Clause (7B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms and conditions for appointment of all Independent Directors are on the Company's website i.e. www.bilcare.com

Number of Independent Directorships

In compliance with the SEBI Listing Regulations, Directors of the Company do not serve as Independent Director in more than seven listed companies. In case he/she is serving as a Whole- Time Director in any listed Company, does not hold the position of Independent Director in more than three listed companies.

Number of Board Meetings

The Board met Seven (7) times during the year. The Meetings were on 23 May, 27 June, 9 August, 18 November, 2022, 9 February, 4 March and 27 March 2023. All the meetings were held in such manner that the gap between two consecutive meetings was not more than 120 days.

Name of the Director	Category	Particulars of Attendance		No. of Other Directorships#	Committee Membership/ Chairmanships in Public Limited Companies##	
		Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
Executive Director						
Mr. Mohan H. Bhandari*	Chairman and Managing Director	2	--	0	0	0
Mr. Shreyans Bhandari**	Chairman and Managing Director	5	Present	0	0	0
Independent Directors						
Mr. Rajesh Devene	Director	7	Present	0	0	0
Mr. Ashwani Singh	Director	7	Present	3	2	0
Ms. Madhuri Vaidya	Director	7	--	0	0	0
Ms. Diksha Tomar	Director	6	--	1	0	0
Mr. Vijesh Mehra	Director	7	Present	0	0	0

* Chairman and Managing Director Upto 30th June, 2022

** Chairman and Managing Director W.e.f. 1st July, 2022

Directorships in Foreign Companies, Private Limited Companies and Section 8 Companies are excluded in the above table.

For the purpose of reckoning the limit, Memberships of Audit Committee and Stakeholders' Relationship Committee in Public Companies excluding Bilcare Limited has been considered.

None of the Director is related to other Director of the Company, except Mr. Shreyans Bhandari who is the son of Mr. Mohan H. Bhandari

List of Core Skills/Expertise/Competence identified by Board as required in context of its Business

S. No.	Skills/expertise/ competence possessed by the board members	Whether available with the Board?	Names of directors with such Skills/expertise/ comptence
1	Manufacturing Industry knowledge	Yes	Mr. Shreyans Bhandari Mr. Rajesh Devene
2	Business Strategy and Marketing knowledge	Yes	Mr. Shreyans Bhandari
3	Technical ability in interpreting financial information	Yes	Mr. Shreyans Bhandari Mr. Rajesh S.Devene Ms. Madhuri Vaidya Mr. Ashwani Singh
4	Behavioral Competencies (Like- Leadership qualities, Interpersonal relations etc)	Yes	All the directors
5	Talent Management qualities	Yes	All the directors

Information supplied to the Board

During the year 2022-23, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

During the year, meeting of the Independent Directors was held on 9 February 2023. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

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

The details of the familiarisation programme of the Independent Directors are available on the website of the Company www.bilcare.com.

CEO/MD and CFO Certification

The Chairman & Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of SEBI Listing Regulations. The said certificate is annexed and forms part of the Annual Report.

Code of Conduct

The Company has adopted a Code of Conduct (the Code) for Directors and Senior Management of the Company. The Code has been circulated to all the members of the Board and Senior Management and the same is available on the Company's website at www.bilcare.com.

The Board members and Senior Management personnel have affirmed their compliance with the code. A declaration to this effect signed by the Chairman and Managing Director of the Company is contained in this Annual Report.

Committees of the Board

As on 31 March 2023 the Company apart from functional committees, has Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Board Committees are set-up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by the members of the respective Board Committees. The Company's guidelines relating to Board Meetings are applicable to Committee Meetings, as far as may be practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the Board meeting for perusal and noting. The Company Secretary acts as the secretary of all the Committees.

Audit Committee

The Audit Committee of the Company comprises of three Directors, viz. Mr. Rajesh Devene (Chairman of the Committee), Ms. Madhuri Vaidya and Mr. Shreyans Bhandari, two-thirds of which are independent directors. All the members of the Audit Committee possess accounting, economic, legal and financial management expertise. The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations. Annual General Meeting (AGM) held through Video Conferencing on Wednesday, 3 August 2022 was attended by the Chairman of the Committee, Mr. Rajesh Devene, to answer shareholders' queries.

The Audit Committee assists the Board in discharging of its responsibility to oversee the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting statements, the appointment, independence, performance and remuneration of the Statutory Auditors, including the Cost Auditors and the performance of Internal Auditors of the Company.

Terms of reference

The terms of reference of the Committee, inter alia covers all the matters specified under SEBI Listing Regulations as well as those specified in Section 177 of the Companies Act, 2013. In addition to other terms as may be referred by the Board of Directors, the Audit Committee has the power inter alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company, seek legal and professional advice and to secure attendance of outsiders with relevant expertise, if it considers necessary.

The Committee met Eight times, on 1 April, 23 May, 27 June, 9 August, 18 November, 2022, 9 February, 4 March and 27 March 2023.

The composition and attendance Record of Audit Committee Members for 2022-23

Name of Director	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Rajesh Devene	Independent	Chairman	8	8
Ms. Madhuri Vaidya	Independent	Member	8	8
Mr. Mohan H. Bhandari*	Non Independent	Member	3	3
Mr. Shreyans Bhandari#	Non Independent	Member	5	5

* Member upto 30 June 2022

Member w.e.f. 1 July 2022

The meetings of the Audit Committee are also attended by the Chief Financial Officer and other Management representatives as special invitees as and when required. The Company Secretary acts as the secretary to the Audit Committee.

Nomination and Remuneration Committee

The composition and attendance of Nomination and Remuneration Committee Members for 2022-23

Name of Director	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Rajesh Devene	Independent	Chairman	2	2
Ms. Madhuri Vaidya	Independent	Member	2	2
Ms. Diksha Tomar	Independent	Member	2	2

During the year under review, the Committee met Two times, i.e. on 27 June and 9 August 2022. The Meeting was attended by the Committee members.

Terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Fixing & reviewing the remuneration of the senior officers of the Company;

- Recommending the remuneration including the perquisite package of key management personnel;
- Recommending to the Board retirement benefits;
- Reviewing the performance of employees and their compensation; and
- Attending to any other responsibility as may be entrusted by the Board.
- Devising the policy on diversity of the Board of Directors Company.

Nomination & Remuneration Policy

The Company has laid down the policy for determining the remuneration of the Directors/Senior Management/Key Management Personnel and has also specified the criteria for evaluation of the performance of the Board of Directors of the Company. The same is available on the Company's website viz. www.bilcare.com

Performance Evaluation Criteria for Independent Directors:

The Board evaluates the performance of independent directors (excluding the director being evaluated) on the basis of the contributions and suggestions made to the Board with respect to financial strategy, business operations etc.

Familiarisation Program for Independent Directors:

The details of the familiarization program are available on the Company's weblink viz. www.bilcare.com

Directors' Remuneration:

The non-executive and independent directors are paid only sitting fees for participating in the Board and various Committee meetings.

Stakeholders Relationship Committee:

The composition and attendance of Stakeholders Relationship Committee Members for 2022-23:

Name of Director	Category	Designation	No. of Meetings	
			Held	Attended
Mr. Rajesh Devene	Independent	Chairman	1	1
Mr. Mohan H. Bhandari*	Executive	Member	0	0
Ms. Madhuri Vaidya	Independent	Member	1	1
Mr. Shreyans Bhandari#	Executive	Member	1	1

* Member upto 30 June 2022

Member w.e.f. 1 July 2022

The main responsibility of the Committee is to ensure cordial investor relations and supervise the mechanism for redressal of investor grievances pertaining to transfer of shares, non-receipt of annual report, non-receipt of declared dividends etc. It performs the functions of transfer/transmission/ remat/ demat/ split-up/ sub- division and consolidation of shares, issue of duplicate share certificates and allied matter(s).

During the year in review, the Committee met once, on 9 February 2023. No requests for dematerialization and/or transfer were pending for approval as on 31 March 2023. As of 31 March 2023, there were no unresolved investor complaint pertaining to transfer of shares, non-receipt of annual report, non-receipt of declared dividends etc., pending. Ms. Prabhvai Mungee, Company Secretary & Compliance Officer, acts as the Secretary to the Stakeholders Relationship Committee.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web-based complaints redressed system. The salient features of this system include Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status.

Designated Exclusive Email-ID

The Company has also designated the email-ID cs@bilcare.com exclusively for servicing Shareholders.

Remuneration of Directors

The aggregate value of salary and perquisites for the year ended 31 March 2023 to Wholetime Directors, Mr. Mohan H. Bhandari (part of the year) is Nil and Mr. Shreyans Bhandari is Nil, except sitting fees of Rs. 150,000/- paid to Mr. Shreyans Bhandari for attending meetings of the Board and its Committee thereof

Non-executive directors' compensation

The non-executive directors of the Company were paid following sitting fees for attending meetings of the Board and its Committee thereof:

Name of Non-Executive Director	Sitting Fees* (in Rs.)
Mr. Rajesh Devene	220,000
Mr. Ashwani Singh	140,000
Ms. Madhuri Vaidya	220,000
Ms. Diksha Tomar	120,000
Mr. Vijesh Mehra	140,000

* Sitting fees include payment for Audit Committee meetings.

Shares held by Non-Executive Directors as on 31 March 2023

Name of the Director	Number of shares held Equity Shares of Rs.10/- each
Mr. Rajesh Devene	Nil
Mr. Ashwani Singh	Nil
Ms. Madhuri Vaidya	Nil
Ms. Diksha Tomar	Nil
Mr. Vijesh Mehra	Nil

General Body Meetings

Location and time for the last Three Annual General Meetings were:

Financial Year	Venue	Date	Time	Special Resolution
2019-20	Video Conferencing ("VC") Through Instameet Platform	29 September 2020	12 Noon	Nil
2020-21	Video Conferencing ("VC") Through Instameet Platform	27 September 2021	1.30 p.m.	Adoption of new set of Articles of Association of the Company
2021-22	Video Conferencing ("VC") Through Instameet Platform	3 August 2022	11.30 a.m.	Appointment of Ms. Diksha Tamar (DIN 08477426) as an Independent Director of the Company Appointment of Mr. Vijesh Mehra (DIN 08547764) as an Independent Director of the Company Appointment of Mr. Shreyans Bhandari [DIN 07737337] as Chairman & Managing Director of the Company

Location and time for the Extra-Ordinary General Meeting held during the Financial Year 2022-23:

Financial Year	Venue	Date	Time	Special Resolution
2022-23	Video Conferencing ("VC") Through Instameet Platform	27 March 2023	9.30 a.m.	Slump Sale of business undertaking of the Company as a going concern To acquire/subscribe/ purchase or otherwise the securities/shares as the sale consideration of the slump sale and to provide loans or guarantees, pursuant to the provisions of Section 186 of the Companies Act, 2013.

Postal Ballot

No resolution was passed through Postal Ballot during the year 2022-23.

At present, no special resolution is proposed to be passed through postal ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution conducted through Postal Ballot.

Other Disclosures

The Company has been complying with the mandatory and discretionary requirements under part E of Schedule II of SEBI Listing Regulations.

The Company complies with the requirements of corporate governance as specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

Related Party Transactions:

Please refer to Note No. 38 of Notes to Accounts for significant related party transactions.

None of the transactions with any of the related parties were in conflict with the interests of the Company. The Board has approved a policy for Related Party Transactions which has been uploaded on the website of the Company at the link: www.bilcare.com

Policy on determining "Material" Subsidiaries:

This policy is framed in accordance with the requirement of Regulation 23 of SEBI (LODR) Regulations, 2015 and is intended to identify "Material" Subsidiaries and to establish a governance framework for such subsidiaries. The details of policy on determining "Material" Subsidiaries has been disclosed under Company's website: www.bilcare.com

Management Discussion and Analysis

This Annual Report has a detailed chapter on management discussion and analysis.

Disclosures by the Management to the Board

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussion nor do they vote on such matters.

Details of Non-compliance

No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market during the last three years.

Whistle Blower Policy

The Board had framed and approved Whistle Blower Policy / Vigil Mechanism which has been uploaded on the website of the Company at the link: www.bilcare.com Also, no personnel has been denied access to the Audit Committee.

Complaints Pertaining to Sexual Hararsment :

There were no complaints filed & there were no complaints pending at the end of the year pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Details of fees Paid to Statutory Auditors

The details of statutory fees to the Statutory Auditor during the FY 2022-23 are provided in the Note No.30 to the Notes to the Standalone Financial Statements.

Means of Communication

The Company puts forth vital information about the Company and its performance, including quarterly results, official news releases, and communication to investors, on its website: www.bilcare.com regularly for the benefit of the public at large. The quarterly results are published in `Financial Express' and `Loksatta'. News releases. official news and media releases are sent to BSE Limited.

Loans & Advances to Firms/Companies in which Directors are interested (Name & Amount) by Company & its Subsidiaries : NA

Website

The Company's website contains a separate dedicated section titled "Investors". The basic information about the Company, as called for in terms of SEBI Listing Regulations, is provided on the Company's website: www.bilcare.com and the same is updated from time to time.

Shareholders

Annual Report

Annual Report containing, inter alia, Audited financial statement. Consolidated financial statement, Boards' Report, Independent Auditors' Report and other important information, is circulated to members and others entitled thereto. The Management Discussion and Analysis (MDA) Report forms part of the Annual Report and is displayed on the Company's website: www.bilcare.com.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.

General Shareholder Information

Company Registration Details

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L28939PN1987PLC043953

Annual General Meeting

Date : Friday, 29 September 2023 Time : 12.30 p.m.

Pursuant to General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 20/ 2020 dated May 05, 2020, General Circular No. 02/ 2022 dated May 05, 2022 and subsequent circulars issued in this regards, latest being General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 the Company is conducting its 36th Annual General Meeting (AGM) through VC/OAVM and hence Registered office of the Company is deemed to be the venue of the AGM.

Financial Calendar

1 April 2022 to 31 March 2023

For the financial year 2022-23, results were announced on-

- First Quarter : 09 August 2022
- Half yearly : 18 November 2022
- Third Quarter : 09 February 2023
- Fourth Quarter and Annual : 30 May 2023

Key financial reporting dates for the financial year 2023-24

- Quarter ending 30 June 2023 : on or before 14 August 2023
- Quarter ending 30 September 2023 : on or before 14 November 2023
- Quarter ending 31 December 2023 : on or before 14 February 2024
- Audited results for the financial year 2023-24 : on or before 30 May 2024

Book Closure

The books will be closed from Friday, 22 September 2023 to Friday, 29 September 2023 (both days inclusive).

Credit Rating

There has been no credit rating /revision during the year.

Share Holding Pattern

The tables below give the pattern of shareholding by ownership and share class respectively.

Distribution of shareholding as on 31 March 2023

Category	Number of Shares held	Shareholding
Promoters	70,66,611	30.01
Foreign Portfolio Investors	10,000	0.04
Corporate Bodies (India+Foreign)	41,70,993	17.71
Non Resident Indians	4,58,098	1.95
Indian Public	1,18,39,529	50.28
Total	2,35,45,231	100.00

Pattern of shareholding by Share Class as on 31 March 2023

Shareholding Class	Number of Shareholders	Number of Shares	Shareholding %
Up to 500	20,375	19,71,908	8.38
501 - 1,000	1,154	9,29,438	3.95
1,001 - 2,000	589	8,80,127	3.74
2,001 - 3,000	218	5,70,237	2.42
3,001 - 4,000	77	2,76,725	1.18
4,001 - 5,000	81	3,84,693	1.63
5,001 - 10,000	125	9,07,253	3.85
10,001 & above	138	1,76,24,850	74.86
	22,757	2,35,45,231	100.00

Registrar and Transfer Agents and Share Transfer and Demat System

The Board's Stakeholders Relationship Committee generally meets as and when required for dealing with matters concerning securities/ share transfers of the Company. The Company has appointed Link Intime India Pvt. Ltd. as the Registrar and Transfer Agents of the Company, to carry out the share transfer work on behalf of the Company.

Address of the Registrar and Transfer Agent

For transfer/dematerialisation of shares and any other query relating to the shares of the Company:

Link Intime India Pvt. Ltd.,
(Unit: Bilcare Limited)
Block No. 202, 2nd Floor,
Akshay Complex Off Dhole Patil Road.
Pune – 411 001, India
Telefax : 020 – 26163503

Listing

The Equity shares of Bilcare Limited are listed on Bombay Stock Exchange Limited.

Stock Code

BSE : 526853

Stock Data

Following table gives the monthly high and low prices and volumes of Bilcare Limited at BSE Limited, Mumbai (BSE) for the year 2022-23.

Month	Share Price		BSE Sensex	
	High (Rs.)	Low (Rs.)	High	Low
Apr-2022	84.60	70.00	60845.10	56009.07
May -2022	79.45	60.15	57184.21	52632.48
Jun -2022	73.00	59.00	56432.65	50921.22
Jul -2022	68.15	61.15	57619.27	52094.25
Aug -2022	68.80	58.00	60411.20	57367.47
Sep -2022	64.65	57.15	60676.12	56147.23
Oct -2022	62.10	53.00	60786.70	56683.40
Nov -2022	57.40	34.40	63303.01	60425.47
Dec -2022	39.00	31.10	63583.07	59754.10
Jan -2023	64.45	39.05	61343.96	58699.20
Feb -2023	65.00	49.10	61682.25	58795.97
Mar -2023	53.60	40.98	60498.48	57084.91

Dematerialization of Shares and Liquidity

The equity shares of Bilcare Limited are under compulsory demat trading. As on 31 March 2023, dematerialized shares accounted for 99.58% of the total equity.

Demat ISIN numbers in NSDL & CDSL for Equity Shares: INE986A01012.

Bilcare Limited shares are actively traded at BSE Limited.

Plant Location & Correspondence address for all the stakeholders

1028, Shiroli, Rajgurunagar, Pune 410 505, India

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I, Shreyans Bhandari, Chairman & Managing Director of Bilcare Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31 March, 2023.

Shreyans Bhandari

Pune : 14 August 2023

Chairman & Managing Director

CERTIFICATE ON COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 BY BILCARE LIMITED RELATING TO CORPORATE GOVERNANCE REQUIREMENTS

To,
The Members
Bilcare Limited,
1028 Shiroli, Rajgurunagar
Pune 410505

We have examined the compliance of the conditions of Corporate Governance by Bilcare Limited (hereinafter referred to as the Company) for the Financial Year ended 31st March, 2023 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

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

In our opinion and to the best of our information and according to the explanation given to us and the representations by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As informed to us, we further state that no complaint relating to investor's grievance has been lodged by the Investor under SCORES platform during the Financial Year under Report.

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

For Ghatpande & Ghatpande Associates
Company Secretaries

Shekhar Ghatpande
Partner
FCS: 1659 CP No.: 782
FRN: P2019MH077200
Peer Review No.: 1503/2021
UDIN: F001659E000805913

Place: Pune
Date: 16 August 2023

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer, of Bilcare Limited, ("the Company") to the best of our knowledge and belief certify that:

a) We have reviewed financial statements and the cash flow statement for the Financial Year 2022-23 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2022-23 which are fraudulent, illegal or violative of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee, wherever applicable:

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

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

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

Chief Financial Officer **Chief Executive Officer**

Pune: 30 May 2023

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
Bilcare Limited,
1028 Shiroli, Rajgurunagar
Pune - 410 505

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Bilcare Limited having CIN L28939PN1987PLC043953 and having Registered Office at 1028 Shiroli, Rajgurunagar, Pune - 410505 (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 (LODR).

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), disclosures provided by the Directors and debarment list of BSE Ltd.] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the Financial Year ended on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India or any such other Statutory Authority. During the Financial Year under Report, Mr. Mohan Bhandari, the Managing Director ceased to be the Director of the Company on completion of his term of appointment w.e.f. 30th June, 2022. As on the close of the Financial Year under Report, none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India or any such other Statutory Authority.

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 this matter 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 Ghatpande & Ghatpande Associates
Company Secretaries

Shekhar Ghatpande
Partner
FCS: 1659 CP No.: 782
FRN: P2019MH077200
Peer Review No.: 1503/2021
UDIN: F001659E000805957

Place: Pune
Date: 16 August 2023

Management Discussion and Analysis

Industry Outlook

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

Indian pharmaceutical sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The domestic pharmaceutical industry includes a network of 3,000 drug companies and ~10,500 manufacturing units. India enjoys an important position in the global pharmaceuticals sector.

Global clinical trial supplies market expected to generate revenue of around USD 2,092.5 million by end of 2024, growing at a CAGR of around 7.20% between 2018 and 2024. The clinical trial supplies market is segmented on the basis of product / services into manufacturing, packaging and labelling, and storage and distribution.

Opportunities, Threats & Outlook

While leading pharmaceutical contract manufacturers in India are focusing on ensuring innovative products. To meet sustainability objectives, several manufacturers are also implementing innovative and environmental-friendly packaging. Packaging plays a crucial role in the pharma industry, where its function extends beyond serving as a branding aid and providing barrier protection to products for the shelf-life period. It is increasingly playing a vital role in ensuring overall patient safety by carrying key information pertaining to the product, ensuring tamper-evidence and traceability of products. The growing population, rising health awareness, and increasing life expectancy can be attributed to the growth of the pharmaceutical packaging industry.

The Comparator Sourcing is a fast-growing industry within clinical trials that has doubled within the last three years. A recent report published by the Institute for Healthcare Informatics forecasts that the surge in cancer drug innovation is projected to continue over the next five years, with oncology currently already making up 25% of the global late-stage pipeline. As the majority of drug candidates are being studied against the existing standard of care, the need for secure and transparent sourcing of comparator drugs and non- investigational medicinal products (NIMPs) on a global scale is likely to rise significantly. Sourcing optimization is by and large achieved via gradual transition from centralized to local comparator suppliers. Global sourcing companies are beginning to assess local market capabilities for availability of quality certificates and actively export drugs for QP release.

Business Performance

In the current year, Bilcare handled Primary and secondary packaging with various innovative blinding techniques, IWRS, Storage at variable temperatures along with distribution on global depots/ sites with equivalent capabilities to facilitate storage and distribution, handling of returns and destruction.

Services of in respect of IMPs (Investigational Medicinal Products):

- Comparator Procurement
- Primary and Secondary Packaging
- Storage at Ambient and Controlled Temperatures
- Logistics
- Analytical & Regulatory
- Manufacturing
- IVRS and IWRS

Considering the growing market demand in the CTMS Market, Bilcare GCS has already aligned its resources.

During the year Bilcare’ s key achievements have been - We supported Pharma companies and CRO’S in USFDA audit; by successfully attending the Investigator Meets; Expanded global depot partners to cover most of the locations in the world. With this, Bilcare GCS is poised to regain its market share and looks forward to maximize profits by providing innovative, compliant and faster services to its clients.

The Comparator Sourcing is a fast-growing industry within clinical trials that has doubled within the last three years. Global sourcing companies are beginning to assess local market capabilities for availability of quality certificates and actively export drugs for QP release. Bilcare is becoming formidable player in this market as well.

Bilcare has well-placed Standard Operating Procedures (SOP's) and adequate Internal Checks and Controls, which ensures best Procedures followed globally in the Industry. This is also witnessed by, the Company undergoing and completing all major Customer / Client's audits without any Critical Audit Observations. Very soon we will be expanding our services for our own Manufacturing set up to cater to the need of Clinical Trial Industry and thus provide full solutions to Industry and Clients under one umbrella and one stop shop.

Internal Control System and Adequacy

The Company has a well-placed and adequate Internal Financial Control system, which ensures that all the transactions are authorized, recorded and reported correctly as well as is compliant with the Company's policies and Standard Operating Procedures (SOP's). The Internal Auditors independently evaluate the adequacy of the internal controls and report to the Audit Committee of any major deviations.

Financial Performance

The Company has been through a restructuring phase over the last few years. As on March 27, 2023 the Company sold it's PPI division to its subsidiary Caprihans India Limited on a slump sale basis. Thus the financial performance reflected is only the GCS division and not comparable to the previous years. However, with the bank debt fully repaid, the Company expects the growth trend to increase manifold.

Key Change in Financial Ratios

Effective the slump sale, the ratios are not comparable with the previous years figures.

Risks and Concern

The Company is subjected mainly to currency fluctuation risks.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objective, projection, estimates, and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual outcome may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operation include significant changes in the political and economic environment in India or overseas in key markets, applicable statues, litigation, labor relations, exchange rate fluctuation, interest and other costs.

ANNEXURE - A

Form No. AOC-2

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

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

1. No contracts or arrangements or transactions were entered into by the Company with related parties during the year ended 31 March 2023, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

a)	Name of the related party and nature of relationship	Caprihans India Limited, Subsidiary
b)	Nature of contracts/ arrangements/ transactions	Slump Sale of PPI Division as a business undertaking of the Company on a going concern basis.
c)	Duration of the contracts/ arrangements/ transactions	--
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Slump Sale of PPI Division on a going concern basis as per the Business Transfer Agreement to Caprihans India Limited (Subsidiary Company) at a net consideration of Rs.213 Crores for consideration other than cash, by way of 0.1% Non-cumulative, Non-participating Redeemable Preference Shares (RPS) to be redeemed within a period of 20 years
e)	Date(s) of approval by the Audit Committee/ Board	04.03.2023
f)	Amount paid as advances	Nil
g)	Date on which the special Resolution was passed in general meeting as required under first proviso to Section 188	27.03.2023

For and on behalf of the Board of Directors

Shreyans Bhandari
Chairman & Managing Director

Pune : 6 September 2023

ANNEXURE - B

ANNUAL REPORT ON CSR ACTIVITIES

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and the weblink for the same is: www.bilcare.com
2	The Composition of the CSR Committee	N.A.
3	Average net profit of the company for last three financial years	—
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above)	—
5	Details of CSR spent during the financial year.	N.A.
	a) Total amount to be spent for the financial year	
	b) Amount unspent , if any	
	c) Manner in which the amount spent during the financial year	

The Responsibility Statement

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company."

Shreyans Bhandari
Chairman & Managing Director

Pune : 6 September 2023

ANNEXURE - C

(FORM MR-3)

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Bilcare Limited
1028 Shiroli, Rajgurunagar
Pune - 410505

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good Corporate Practices by Bilcare Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in accordance with the ICSI Auditing Standards (CSAS-1 to CSAS-4) issued by the Institute of Company Secretaries of India and made applicable w.e.f. 1st April, 2021 and in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and opinions sought by the Company and which are relied upon by us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the Audit Period covering the Financial Year ended on 31st March, 2023 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has established and maintained proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We report that the maintenance of proper and updated Books, Papers, Minute Book, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is the responsibility of the management and of the Company. Our responsibility is to verify the contents of the Documents produced before us, make objective evaluation of the contents, in respect of compliance and report thereon.

We have examined on test check basis (Excluding the Books of Accounts whether maintained Physically or Electronically) the Registers, Books, Papers, Minutes Book, Forms and Returns filed and other records maintained by the Company and produced before us for the Audit Period i.e. Financial Year ended as on 31st March, 2023 as per the provisions of:-

(i) The Companies Act, 2013 (the Act) and the Rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under 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; (*)

   d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (*)

   e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*)

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (*)

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998(*)

   i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

(*) There were no events/ actions occurred during the financial year under the report which attracts the provisions of these Act/Regulations/ Guidelines, hence the same were not applicable.

As informed to us by the Company, no other Laws were specifically applicable to the Company during the Audit Period.

We have also examined compliance with the applicable Clauses of the following and report that:-

(i) Secretarial Standards with regard to Meeting of the Board of Directors [SS-1], General Meetings [SS-2], Dividends [SS-3] (Not applicable to the Company since the Company has not declared and paid any Dividend during the Audit Period) and Report of the Board of Directors [SS-4] issued by the Institute of Company Secretaries of India, have been complied with.

(ii) We have also examined the compliance with the applicable clauses of The Listing Agreement entered into by the Company with BSE Ltd.

We report that during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except for certain provisions and Rules in respect of Fixed Deposits. The Liability of the Fixed Deposits has been taken over by Caprihans India Limited,(CIL) the Subsidiary Company under the Business Transfer Agreement dated 27th March, 2023, more particularly described hereunder, who has undertaken to pay, the amount to the Stakeholders through Company.

We further report that the Compliance by the Company of applicable financial laws, like Direct and Indirect Tax Laws, including Bank and Financial matters and transactions including Business Transfer transaction/ Slump Sale Transaction on going concern basis, of Pharma Packaging Innovations (PPI) Business to Caprihans India Limited, have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Audit and other Designated Professionals.

We further Report that:-

i) As on 31st March, 2023 none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India or any such other Statutory Authority. As on 31st March, 2023 the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Directors. During the Financial Year under Report, there was change in the composition of the Board of Directors of the Company and the Company has complied with the necessary compliances in this connection. Also all the Independent Directors of the Company have got themselves registered on the Portal of 'Independent Director's Data Bank' introduced by Indian Institute of Corporate Affairs (IICA). Out of the total 5 (Five) Independent Directors appointed by the Company, 3 (Three) Directors are exempt from appearing and passing the Online Proficiency Self-Assessment Test. The other 2 (Two) Independent Directors were registered on the Independent Directors Data Bank in the Year 2022. After registration these Directors have the time of 2 years to appear for the Online Proficiency Self-Assessment Test. The said period of two years is yet to complete.

ii) Mr. Mohan Bhandari ceased to be the Chairman and Managing Director of the Company w.e.f 30th June, 2022 upon completion of his term and was appointed as the Chief Executive Officer [CEO] of the Company w.e.f 1st July, 2022.

iii) Mr. Shreyans Mohan Bhandari was appointed as the Additional Director, of the Company w.e.f 1st July, 2022 to hold office till conclusion of the next Annual General Meeting. The shareholders of the Company in their Annual General Meeting held on 3rd August, 2022 appointed him as the Chairman & Managing Director of the Company for a period of five years with effect from 1st July, 2022 to 30th June 2027. During the Financial Year under Report, he was not paid any remuneration, commission or Professional Fees from the Company.

iv) The shareholders of the Company in their Annual General Meeting held on 3rd August, 2022 had appointed Ms. Diksha Tomar and Mr. Vijesh Mehra as the Independent Directors of the Company for a term of 2 years from 30th December 2021 to 29th December 2023. The particulars of their appointments were informed to ROC, Pune and BSE, and MCA & BSE Websites are also updated for the same.

v) During the Financial Year under report, the Company has sold its PPI Business to Caprihans India Limited, its Subsidiary Company in which the relatives of the Directors of the Company are Directors. In connection with the said transaction, we have verified the necessary compliances under the Act and the Listing compliances, and the financial and valuation part was not under our purview. The said transaction has been duly approved by the Board of Directors in its meeting held on 4th March, 2023 and by the shareholders by way of Special Resolution passed under Section 180(1)(a) and 188(1) of the Act in their Extra Ordinary General Meeting held on 27th March, 2023. The Company has executed the Business Transfer Agreement dated 27th March, 2023 with Caprihans India Limited under which the Pharma Packaging Innovations [PPI] business of the Company was sold on Slump Sale basis as a going concern. Against the consideration of the Slump Sale of Rs. 213/- crores (Rupees Two Hundred Thirteen Crores Only) Caprihans India Limited has Issued and Allotted 21,30,00,000 0.1% Non-Cumulative, Non-participating Redeemable Preference Shares to be redeemed within a period of 20 years. The said Preference Shares are Unquoted Preference Shares and are not Listed on any Stock Exchange. The necessary entries in the Register of Investments maintained under Section 186 of the Act in respect of the said Investment has been made.

vi) The Company has furnished Corporate Guarantee dated 28th March, 2023 in favour of the Bankers of Caprihans India Limited (CIL) of Rs. 620/- Crore for the credit facilities availed by CIL, the Subsidiary Company. The Company has obtained the necessary approval of the shareholders under Section 186 of the Act in its Extra Ordinary General Meeting held on 27th March, 2023. The necessary Charge in this respect was registered with the Registrar of Companies, Maharashtra, Pune.

vii) Out of the aforesaid investment in CIL the Company has pledged 14,60,00,000 Preference shares of Rs. 10/- each amounting to Rs. 146/- Crores in favour of the Bankers of CIL. The necessary authority for the same was given by the Board of Directors in its meeting held on 27th March, 2023. The necessary Charge in this respect was modified and was filed with the Registrar of Companies, Maharashtra, Pune.

viii) Under the said Business Transfer Agreement, all the Liabilities including Bank Loans of the said Division have been taken over by Caprihans India Limited, which are subsequently been paid in full. The Company has filed the necessary satisfaction of charges with ROC, Pune and same is updated on the MCA Portal.

ix) The Company has submitted all the required disclosures under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed except for the disclosure regarding adoption of unaudited Financial Results for the Quarter and Half year ended 30th September, 2022, which was submitted with the delay of 4 (Four) working days.

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

Based on the representations made by the Company and its Officers, we report that all the decisions in the Board / Committee Meetings were carried unanimously as recorded in the Minutes of the meetings of Board of Directors or Committees of the Board, as the case may be.

Based on the representations made by the Company, we were informed that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further Report that:-

In continuation to our earlier Secretarial Audit Reports dated 19th August, 2021 and 23rd June, 2022 as regards the Letter received from SFIO under Section 212 of the Companies Act, 2013 we have been informed that the matter is still sub-judice before the Hon'ble High Court, Mumbai.

For Ghatpande & Ghatpande Associates
Practicing Company Secretaries

Shekhar Ghatpande
Partner
FCS: 1659 CP No.: 782
FRN: P2019MH077200
Peer Review No.: 1503/2021
UDIN: F001659E000805869

Place: Pune
Date: 16 August 2023

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

Annexure 'I' to the Secretarial Audit Report of Bilcare Limited

To,
The Members
Bilcare Limited,
1028 Shiroli
Rajgurunagar
Pune 410505

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

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

For Ghatpande & Ghatpande Associates

Practicing Company Secretaries

Shekhar Ghatpande
Partner

FCS: 1659 CP No.: 782
FRN: P2019MH077200
Peer Review No.: 1503/2021
UDIN: F001659E000805869

Place: Pune
Date: 16 August 2023

ANNEXURE - D

Statement of Disclosure of Remuneration

Information as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Remuneration disclosures for Executive Director for the financial year ended 31 March 2023

Sr. No.	Name of Director and Designation	Remuneration of Director for the Financial Year 2022-23	% Increase in Remuneration in the Financial Year 2022-23	Ratio of remuneration of each Director/ to median remuneration of employees
1	Shreyans Bhandari Chairman & Managing Director	Nil	NA	NA

Note:

Details of remuneration paid to Independent Directors, Non-Executive Directors and KMPs are provided in the relevant sections of the Annual Report

B. The percentage increase in the median remuneration of employees in the financial year is 28.06%

C. The number of permanent employees on the rolls of company as on 31 March 2023 is 70.

D. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

STANDALONE
IND AS FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT ON STANDALONE IND AS FINANCIAL STATEMENTS

TO THE MEMBERS OF BILCARE LIMITED

Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements

Opinion

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

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 37 of the standalone financial statements, which state the impact of the Discontinued Business as per Ind AS 105.

Our opinion is not modified in respect of the above matter.

Key Audit Matters

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

S No	Key Audit Matters	Auditor's Response
1	**Provisions and contingent liabilities relating to taxation, litigations, and claims - refer note 35 of the standalone financial statements** The provisions and contingent liabilities relate to ongoing litigations and claims with various authorities and third parties. These relate to direct tax, indirect tax, transfer pricing arrangements, claims, general legal proceedings, environmental issues and other eventualities arising in the regular course of business. As at the year ended 31 March 2023, the amounts involved are significant. The computation of a provision or contingent liability requires judgment by the Company because of the inherent complexity in estimating future costs. The amount recognized as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Company as it involves judgment and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgments previously made by authorities.	Our audit procedures included: • Testing the design, implementation and operating effectiveness of key internal controls around the recognition and measurement of provisions and re-assessment of development of contingent liabilities. • Using our subject matter experts to assess the value of significant provisions and contingent liabilities, on sample basis, in light of the nature of the exposures, applicable regulations and related correspondence with the authorities, if any. • Inquiring about the status in respect of significant provisions and contingent liabilities with the Company's internal tax and legal team. We assessed the assumptions and critical judgments made by the Company which impacted the computation of the provisions and inspected the computation and estimates of outcome and financial effect. We considered the judgment of the Company, supplemented by experience of similar decisions previously made by the authorities and, in some cases, relevant advice given by the Company's consultants. • Evaluating agreements, other documentation and judgments made by the Company by comparing the prior years' outstanding to the actual outcome during the year. • Assessing the Company's disclosures in the financial statements in respect of provisions and contingent liabilities.
2	**Discontinued Business – Slump sale of the PPI division business undertaking on a going concern basis – refer note 37 of the standalone financial statements** The Company as part of the strategic decision and with a view of consolidating the business to avail the synergies sold it's PPI division as a business undertaking on a going concern basis to it's subsidiary Caprihans India Limited on March 27, 2023 for a net consideration of ₹213 Crores by way of 0.1% Redeemable Preference Shares. Consequently, the Standalone financial statements as on March 31, 2023 represent the balance post the transfer of the PPI division and the same are not comparable to the last year's figures.	Our audit procedures included: • Verification of the basis and the various documents viz. business transfer agreement, valuation reports, the TEV report and other related documents. • Verification of the PPI division financial statements and assessed the critical judgements taken by the Management for the transfer of the said business undertaking. • Assessed the significant entries and the supporting documents with respect to the same. • Assessing the Company's disclosure under Ind AS 105 in the financial statements.

Other Information

The other information comprises the information included in the financial statements but does not include the standalone Ind AS financial statements and our auditor's report thereon. The Company's Board of Directors is responsible for the other information. Our opinion on the standalone Ind AS 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 standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India.

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

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

These Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial 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 system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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 standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from directors as on March 31, 2023 taken on records by Board of Directors, none of the Directors of the Company are disqualified u/s 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

   g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of section 197 (16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of section 197 of the Act. We further report that no remuneration has been paid during the year to the Managing Director of the Company.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements — Refer Note 35 to the financial statements;

      ii. As informed to us, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There are no amounts to be transferred to the Investor Education and Protection Fund by the Company.

      iv. There is no dividend declared or paid during the year by the Company and hence compliance with Section 123 of the Act is not applicable.

2. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India, in terms of section 143 (11) of the Act, we give in "Annexure B" a statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For K.R.Miniyar & Associates
Chartered Accountants
Firm Registration No. 124806W

K.R. Miniyar
Proprietor
(Membership No.108015)
UDIN: 23108015BGZEZC9736

Date: May 30, 2023
Place: Aurangabad

'ANNEXURE A' TO THE INDEPENDENT AUDITORS' REPORT ON THE STANDALONE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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

(Referred to in para 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

We have audited the internal financial controls over financial reporting of Bilcare Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K.R.Miniyar & Associates
Chartered Accountants
Firm Registration No. 124806W

K.R. Miniyar
Proprietor
(Membership No.108015)
UDIN: 23108015BGZEZC9736

Date: May 30, 2023
Place: Aurangabad

'ANNEXURE B' TO THE INDEPENDENT AUDITORS' REPORT

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

According to the information and explanations given to us and on the basis of our examination of the records of the Company,

i. a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

b. The Property, Plant and Equipment were physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.

c. The title deeds, comprising all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

d. The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or intangible assets during the year.

e. There are no proceedings against the Company for holding any benami property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. (a) The inventory has been physically verified in a phased manner at reasonable intervals during the year by the Management and no material discrepancies were noticed that were more than 10% in the aggregate of each class of inventory on such physical verification.

(b) The Company has not been sanctioned any working capital limits during the year, in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

iii. The Company has not made investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the sub-clauses (a),(b),(c), (d), (e) and (f) are not applicable.

iv. The Company has given a corporate guarantee in favor of it's subsidiary for the loans raised by the subsidiary.

v. The Company has not complied with the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder. As informed to us and reported in earlier years, the matter is sub-judicious at NCLT as on March 31, 2023. The liability has been taken over by CIL, the subsidiary company in line with the Business Transfer Agreement as part of the slump sale for repayment through the Company.

vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods by the Company, however as these pertain to PPI division which has been transferred during the year on a slump sale basis to its subsidiary company, the Cost Audit is thus not required.

vii. a. The Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess, and other statutory dues with the appropriate authorities. The undisputed amounts payable in respect of the said dues were outstanding as at March 31, 2023 for a period more than six months from the date they became payable, are Tax Deducted at Source of Rs. 20.98 lacs.

The Company has a capital advance for purchase of land of Rs. 11,378.16 lacs on which no tax has been deducted at source under section 194-IA of Income Tax Act, 1961.

b. Details of Income tax, Sales tax, Service tax, Customs Duty, Goods and Service Tax and Cess which have not been deposited as on March 31, 2023 on account of disputes are given below:

(₹. in lacs)

Name of Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates (Assessment Year)	Gross Amount	Amount paid under protest	Amount Unpaid
Income Tax Act, 1961	Income Tax - Penalty	CIT (Appeals)	A.Y. 2017-18	33.15	–	33.15
Total of Income Tax Act 1961 (A)				**33.15**	**–**	**33.15**
Finance Act, 1994 (Service Tax)	Service tax – Penalty	CESTAT, Mumbai	November 2012 to May 2015	33.91	33.91	–
Total of Finance Act 1994 (Service Tax) (B)				**33.91**	***33.91**	**–**
Total C =(A+B)				**67.06**	**33.91**	**33.15**

**Amount reversed through GSTR -3B*

viii. There were no transactions which were not recorded in the books of account and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has repaid all it's borrowings to the lenders and is now debt free.
(b) The Company has not been declared wilful defaulter during the year.
(c) The Company has not obtained any term loans during the year.
(d) The Company has not raised any short-term funds during the year.
(e)The Company has not taken any funds from any entity or person to meet the obligations of its subsidiaries.
(f) The Company has not raised any loans during the year on pledge of securities held in its subsidiaries.

x. (a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. However, the Company has subscribed to 0.1% Redeemable Preference Shares issued by it's subsidiary as sale consideration in kind for the slump sale.

xi. (a) To the best of our knowledge, no fraud by the Company or any fraud to the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) No whistle-blower complaints were received during the year by the Company.

xii. (a) The Company is not a Nidhi Company.
Accordingly, clause 3 (xii) (b) and (c) of the Order are not applicable.

xiii. Transactions with related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone financial statements, as required by the applicable accounting standards.

xiv. (a) The Company has an internal audit system which is commensurate with the size and nature of its business.

(b) The reports of the internal auditor issued till date for the period under audit were duly considered for the observations therein.

xv. The Company has not entered into any non-cash transactions with directors or persons connected with him and hence section 192 of the Act is not applicable to the Company.

xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company.

(b) The certificate of registration from RBI for non-banking financial or housing finance activity is not applicable to the Company.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations by Reserve Bank of India. Accordingly, clause 3 (xvi) (d) of the Order is not applicable.

xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors' during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities and other information accompanying the financial statements, we believe that the Company is capable of meeting its liabilities as and when they fall due.

xx. There is no unspent amount under sub section (5) of section 135 of the Companies Act pursuant to any project. Accordingly, clauses 3 (xx) (a) and (b) of the Order are not applicable.

For K.R.Miniyar & Associates
Chartered Accountants
Firm Registration No. 124806W

K.R. Miniyar
Proprietor
(Membership No.108015)
UDIN: 23108015BGZEZC9736

Date: May 30, 2023
Place: Aurangabad

STANDALONE BALANCE SHEET AS AT 31 MARCH 2023

(₹ lacs)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,014.97	43,350.31
Capital work-in-progress	3	–	–
Intangible assets	4	610.44	1,232.14
Investments in subsidiaries	5	29,349.84	8,049.84
Financial assets	6		
(i) Investments		1.00	1.00
(ii) Other financial assets		54.42	126.29
Non Current tax asset (net)	10	631.07	571.62
Other non-current assets	7	11,481.65	11,326.74
Deferred tax assets (net)	8	–	11,073.55
Total non-current assets		**43,143.39**	**75,731.49**
Current assets			
Inventories	9	82.18	5,622.96
Financial assets	6		
(i) Trade receivables		944.75	9,263.00
(ii) Cash and cash equivalents		1,112.95	366.19
(iii) Bank balances other than (ii) above		84.62	85.90
Other current assets	7	50.18	1,588.13
Total current assets		**2,274.68**	**16,926.18**
TOTAL ASSETS		**45,418.07**	**92,657.67**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	11	2,354.52	2,354.52
Other equity	12	38,685.93	1,986.30
Total Equity		**41,040.45**	**4,340.82**
LIABILITIES			
Non-current liabilities			
Financial liabilities	13		
(i) Borrowings		751.97	53,685.72
(iii) Other financial liabilities		–	1,718.40
Provisions	14	–	609.35
Deferred Tax Liability (net)	8	94.24	–
Total non-current liabilities		**846.21**	**56,013.47**
Current liabilities			
Financial liabilities	13		
(i) Borrowings		–	15,306.79
(ii) Trade payables			
(a) total outstanding dues of MSME; and		23.95	204.75
(b) total outstanding dues of creditors other than MSME		575.52	7,704.08
(iii) Other financial liabilities		1,666.33	7,377.66
Provisions		13.18	103.14
Other current liabilities	15	1,252.43	1,606.96
Total current liabilities		**3,531.41**	**32,303.38**
Total liabilities		**4,377.62**	**88,316.85**
TOTAL EQUITY AND LIABILITIES		**45,418.07**	**92,657.67**

Significant Accounting Policies 2

The figures for March 2023 are not comparable with March 2022 in view of the discontinued business as on 27.03.2023 (refer Note 37)

As per our report of even date

For and on behalf of the Board of Directors

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Place: Pune /Aurangabad
Date: 30 May 2023

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	16	1,398.36	42,978.56
Other income	17	372.93	1,550.15
Total income		**1,771.29**	**44,528.71**
EXPENSES			
Cost of materials consumed	18	377.48	29,331.68
(Increase) / Decrease in inventories of finished goods and work in progress	19	120.81	(509.59)
Employee benefits expense	20	575.39	3,367.36
Other expenses	21	1,038.59	7,115.11
Finance costs	22	44.96	6,819.33
Depreciation and amortisation expense	23	452.23	3,464.06
Total expenses		**2,609.46**	**49,587.95**
Profit / (loss) before exceptional items and tax		**(838.17)**	**(5,059.24)**
Exceptional items gain/(loss)	24	51,129.73	2,705.09
Profit / (loss) before tax		**50,291.56**	**(2,354.15)**
Tax Expense	25		
Current tax		–	–
Adjustment of Tax relating to earlier years		44.23	–
Deferred tax		11,168.70	(575.67)
Total tax expense		**11,212.93**	**(575.67)**
Profit / (loss) for the year		**39,078.63**	**(1,778.48)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit obligations		(3.47)	64.12
(b) Income tax relating to the above items		0.90	(16.67)
Other comprehensive income for the year, net of tax		(2.57)	47.45
Total comprehensive income for the year		**39,076.06**	**(1,731.03)**
Earning per equity share	26		
(a) Basic earning per share (₹)		165.97	(7.55)
(b) Diluted earning per share (₹)		165.97	(7.55)

Significant Accounting Policies 2

The figures for March 2023 are not comparable with March 2022 in view of the discontinued business as on 27.03.2023 (refer Note 37)

As per our report of even date

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Place: Pune /Aurangabad
Date: 30 May 2023

For and on behalf of the Board of Directors

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

(₹ *lacs*)

A. Equity Share Capital

	Notes	Amount
As at April 1, 2021		**2,354.52**
Changes in equity share capital during the year	11	—
As at March 31, 2022		**2,354.52**
Changes in equity share capital during the year	11	—
As at March 31, 2023		**2,354.52**

B. Other Equity

Particulars	Attributable to owners				
	Reserves and Surplus				
	Securities Premium Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Total
Balance as at April 1, 2021	51,034.41	271.63	11,622.47	(59,211.18)	3,717.33
Profit for the year	—	—	—	(1,778.48)	(1,778.48)
Other comprehensive income	—	—	—	47.45	47.45
Total comprehensive income for the year	—	—	—	(1,731.03)	(1,731.03)
Balance at March 31, 2022	**51,034.41**	**271.63**	**11,622.47**	**(60,942.21)**	**1,986.30**
Profit for the year	—	—	—	39,078.63	39,078.65
Profit for the year from discontinued operation	—	—	—	(2,376.43)	(2,376.43)
Other comprehensive income	—	—	—	(2.57)	(2.57)
Total comprehensive income for the year	—	—	—	36,699.63	36,699.65
Balance at March 31, 2023	**51,034.41**	**271.63**	**11,622.47**	**(24,242.58)**	**38,685.95**

As per our report of even date

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Place: Pune /Aurangabad
Date: 30 May 2023

For and on behalf of the Board of Directors

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit / (Loss) before exceptional items and tax	(838.17)	(5,059.24)
	Adjustments for:		
	Depreciation and amortisation expense	452.23	3,464.06
	Interest and Dividend income from financial assets	(10.95)	(8.70)
	(Profit)/ Loss on disposal of property, plant and equipment (net)	3,119.66	(650.69)
	Liabilities & advances written back/(written off)	(231.50)	(356.78)
	Profit/(Loss) from discountinued business	(2,376.43)	–
	Slump sale gain	41,057.62	–
	Assets impaired	(3,119.66)	–
	Interest expenses - PV unwinding & rear end cost	–	4,487.53
	Interest expenses - others	44.95	2,331.81
	Provision for doubtful debts, advances, deposits and others	77.98	1.16
		38,175.73	**4,209.15**
	Changes in working capital:		
	(Increase)/Decrease in inventories	5,540.77	(1,181.20)
	(Increase)/Decrease in trade receivables	8,240.27	(2,035.87)
	(Increase)/Decrease in other financial assets	71.87	40.86
	(Increase)/Decrease in other non-current assets	(154.90)	(157.09)
	(Increase)/Decrease in other current assets	1,537.94	260.25
	Increase/(Decrease) in trade payables	(7,309.36)	1,856.63
	Increase/(Decrease) in other financial liabilities	(5,198.64)	1,620.00
	Increase/(Decrease) in other current liabilities	(354.51)	10.71
	Increase/(Decrease) in provisions	(702.78)	112.63
	Cash generated from / (used in) operations	**39,846.39**	**4,736.07**
	Income taxes paid	(103.69)	(107.00)
	Net cash generated from / (used in) operating activities (A)	**39,742.70**	**4,629.07**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of property, plant and equipment and intangible assets (net)	(20.08)	(131.47)
	Transfer of property, plant and equipment on slump sale	39,405.21	3.00
	Interest received	10.95	8.54
	Dividend received	–	0.16
	Investment in bank deposits (net)	1.28	(29.69)
	(Investment in)/proceeds from shares	(21,300.00)	708.45
	Net cash generated from / (utilised in) investing activities (B)	**18,097.36**	**558.99**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Borrowings (repaid) / taken including interest and gain on OTS with banks	(55,329.95)	1,128.13
	Other borrowings (repaid) / taken including interest and gain on OTS	(1,718.40)	144.24
	Interest expenses - PV unwinding & rear end cost	–	(4,487.53)
	Interest expenses - others	(44.95)	(2,331.81)
	Net cash generated from / (used in) financing activities (C)	**(57,093.30)**	**(5,546.97)**
	Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	746.76	(358.91)
	Cash and cash equivalents at the beginning of the year	366.19	725.10
	Cash and cash equivalents at the end of the period	**1,112.95**	**366.19**
	Cash and cash equivalents comprise of the following:		
	Cash on hand	100.18	22.30
	Balances with banks		
	In current accounts	1,012.77	343.89
	In deposit accounts (maturity less than 3 months)	–	–
		1,112.95	**366.19**

Previous year's figures have been re-grouped / re-classified wherever necessary.

The figures for March 2023 are after considering the discontinued business as on 27.03.2023 (refer Note 37)

As per our report of even date

For and on behalf of the Board of Directors

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Place: Pune /Aurangabad
Date: 30 May 2023

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

(₹ lacs)

1 Corporate information

Bilcare Limted (referred to as Company) is in the business of Pharmaceutical Packaging, Global Clinical Services, R&D services and Anti Counterfeit Technology (nCid). The Company is a public limited company incorporated and domiciled in India with its manufacturing unit at Rajgurunagar. The address of its corporate office is ICC Tower, B wing, 6th Floor, Senapati Bapat Road, Pune - 411016.

The Board of Directors approved the standalone financial statements for the year ended March 31, 2023 and authorised for issue on May 30, 2023.

1.1 Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

1.2 Basis of preparation

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

- Certain financial assets and liabilities which are measured at fair value.
- Defined benefit plans - plan assets measured at fair value.

1.3 Use of estimates and judgements

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

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

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

2(a) Significant Accounting Policies

The Company uses the following accounting policies in preparation of its standalone financial statements:

2.1 Current versus non-current classification

The Company presents its assets and liabilities in the Balance Sheet based on current and non-current classification.

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,
b) Held primarily for the purpose of trading,
c) Due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

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

2.2 Foreign currencies

(i) Functional and presentation currency

The standalone financial statements are presented in Indian Rupees (INR), which is the Company's functional and presentation currency. The Company determines its own functional currency (the currency of the primary economic environment in which the Company operates) and items included in the standalone financial statements of the Company are measured using that functional currency.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the company's functional currency of the entity at the rates prevailing on the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss.

2.3 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

(a) Sale of goods

Revenue is recognised when significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement.

(b) Rendering of services

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract.

2.4 Income recognition

(a) Interest income

For all financial instruments measured at amortised cost and interest bearing financial assets, interest income is recognised using the effective interest rate, which is the rate that discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired financial asset is recognised using the original effective interest rate.

(b) Dividend income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

(c) Government Grants

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

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.

(d) Export Incentives

Export Incentives under various schemes are recognised as other income in the Statement of profit or loss, if the entitlements can be estimated and conditions precedents to the claim are fulfilled.

2.5 Taxes

(a) Current income tax

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

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

(b) Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences, except:

– When the deferred tax liability arises from the initial recognition of Goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

– In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

– When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

(₹ lacs)

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

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

Deferred tax relating to items outside the statement of profit and loss are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.
Minimum Alternate Tax ('MAT') credit entitlement is generally recognised as a deferred tax asset if it is probable (more likely than not) that MAT credit can be used in future years to reduce the regular tax liability.

2.6 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(a) Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the same is in line with inflation.

(b) Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the same is in line with inflation. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.7 Impairment of assets

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

Intangible assets under development are tested for impairment annually.
Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss.

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

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

For Investments, the Company assesses the fair value, if any, at each reporting date and recognizes the impairment loss in the event it is so required.

2.8 Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.9 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the Effective Interest Rate method, less provision for impairment.

2.10 Inventories

Cost of inventories have been computed to include all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials and components, stores and spares and loose tools are valued at lower of cost and net realizable value. Costs are determined on weighted average basis.

Work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of work-in-progress and finished goods are determined on a weighted average basis.

Traded goods are valued at lower of cost are determined on a weighted average basis and net realisable value.

Scrap is valued at net realizable value.

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

2.11 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.

(i) Financial Assets

(a) Initial recognition and measurement

All financial assets are recognised initially at fair value. In the case of financial assets not recorded at fair value through profit and loss, the transaction costs that are attributable to the acquisition of the financial asset are measured and recognized.

(b) Subsequent measurement

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

1. Financial assets at amortised cost

Financial asset is measured at the amortised cost if both the following conditions are met:

– The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

– Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

2. Financial assets at fair value through profit and loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR). This category generally applies to trade and other receivables.

3. Equity Investments measured at fair value through other comprehensive income (FVTOCI)

Equity investment is classified as FVTOCI if both of the following criteria are met:

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

– The asset's contractual cash flows represent SPPI

Equity investments 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 movements of interest income, impairment losses and reversals and foreign exchange gain or loss are recognised 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 the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(₹ lacs)

All equity investments in scope of Ind AS 109 are measured at fair value. For all equity instruments not held for trading, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However the Company may transfer the cumulative gain or loss within the equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

(c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group 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 to a third party.

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.

(d) Impairment

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss and credit risk exposure to the following financial assets:

– Financial assets that are debt instruments and are measured at amortised cost

(e.g., loans, debt securities, deposits, trade receivables and bank balance)

– Lease receivables under Ind AS 17

– 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 11 and Ind AS 18

– Financial assets that are measured at FVTOCI

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

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 whether there has been a significant increase in the credit risk since initial recognition.

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.

(ii) Financial Liabilities

(a) Initial recognition and measurement

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. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an ineffective hedge, as appropriate. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

(b) Subsequent measurement

The measurement of financial liabilities depends on their classification and the financial liabilities are classified in the following measurement categories:

Classification

1. Financial liabilities to be measured at fair value through profit or loss

All financial liabilities are recognised initially at fair value and are subsequently measured at amortized cost using the EIR method.

(₹ lacs)

2. Financial liabilities to be measured at amortised cost

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. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

The EIR method is a method of calculating the amortised cost of a debt instrument and of allocating interest charge over the relevant effective interest rate period. The EIR is the rate that exactly discounts estimated future cash outflow (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

This is the category most relevant to the Company and generally applies to borrowings.

(c) 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.

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.12 Investments in Subsidiaries

The Company has accounted for its investment in subsidiaries, at cost less accumulated impairment as per Ind AS 27.

2.13 Property, plant and equipment

Property, plant and equipment are stated at cost/deemed cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the assets.

Capital work in progress is carried at cost, less any recognised impairment loss. Depreciation of these assets commences when the assets are substantially ready for their intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the Company and the cost of the asset can be measured reliably. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro rata basis on the straight line method over the estimated useful lives of the assets which are in some cases higher and in some cases lower than the rates prescribed under Schedule II to the Companies Act, 2013 in order to reflect the actual usage of the assets. The useful lives are based on a technical evaluation and have not undergone a change on account of transition to the Companies Act, 2013.

The useful life of Property,plant and equipment as estimated by the Management is as follows:

Class of asset	Life of the asset
Leasehold Land	79 years
Factory Building	50 years
Buildings (Other than factory building)	60 years
Plant and equipment	20 years
Vehicles	8 years
Electric fittings	15 years
Furniture and fixtures	15 years
Office equipment	5 years
Computers	3 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount and recorded in profit and loss account.

2.14 Intangible assets

(i) Recognition and measurement

Identifiable intangible assets are recognised when the Company controls the asset and it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Intangible assets are stated at cost less accumulated amortization and impairments. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

(ii) Amortisation methods and periods

(₹ lacs)

The useful life of Intangible assets as estimated by the Management is as follows:

Class of asset	Life of the asset
Computer software	10 years
Patent	15 years

2.15 The Company pursuant to a change in the accounting policy has adopted the fair valuation method for evaluation of the Property Plant & Equipment and Intangible assets.

2.16 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.

2.17 Employee Benefits

(i) 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 employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. 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 that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

(a) Defined Benefit Plans - 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 calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(b) Defined contribution plan

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(₹ lacs)

2.18 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.

(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.

2.19 Non-current assets held for sale & Discontinued Operations

In terms of Ind AS 105 -

Non-current assets or Disposal Group are classified as held for sale /discontinued operations if their carrying amount is recovered principally through a sale transaction rather than continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell and are not depreciated or amortised while they are classified as held for sale /discontinued operations. Non-current assets classified as held for sale /discontinued operations are presented separately from the other assets in the balance sheet.

2.20 Exceptional items

When items of income or expense are of such nature, size or incidence that their disclosure is necessary the Company makes a disclosure of the nature and amount of such items separately under the head Exceptional Items.

2.21 Provision 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 embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.22 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Internal Management and the Board of Directors of the Company who are responsible for allocating the resources, assess the financial performance and position of the Company and make strategic decisions. The Company has identified one reportable segment "Pharma Packaging Research Solutions" based on the 'information reviewed by the Internal Management and Board of Directors.

2(b) Critical Estimates and Judgements

The preparation of Standalone Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's 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.

i) Provisions and contingent liabilities

The Company exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement.

Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision.

ii) Going Concern

As at the date of approval of the financial statements, the Company sold it's PPI business undertaking on a slump sale basis. The Company has only the GCS business which is a profitable business. As per Ind AS 1, the Management neither intends to liquidate the entity nor to cease its business operations. On this basis, the Board of Directors believe it is appropriate to prepare the financial statements on a going concern basis.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

3. PROPERTY, PLANT AND EQUIPMENT

	Freehold land	Leasehold Land	Buildings	Plant and equipment	Vehicles	Electric Fitting	Furniture and fixtures	Office equipment	Total	Capital Work In Progress
Year ended March 31, 2022										
Gross Carrying Amount										
Carrying amount as at April 1, 2021	4,896.10	33.77	7,337.83	73,402.73	68.07	970.07	350.60	150.66	87,209.83	7.74
Additions	–	–	–	824.69	–	2.35	–	24.80	851.84	157.97
Transfer to PPE	–	–	–	–	–	–	–	–	–	(165.71)
Disposals	–	–	–	(73.48)	(53.43)	–	–	–	(126.91)	–
At March 31, 2022	**4,896.10**	**33.77**	**7,337.83**	**74,153.94**	**14.64**	**972.42**	**350.60**	**175.46**	**87,934.76**	**–**
Accumulated depreciation and impairment, if any										
As at April 1, 2021	–	10.34	1,189.47	38,843.15	57.25	851.83	297.74	101.06	41,350.84	–
Charge for the year	–	0.43	146.65	3,083.47	1.00	24.38	12.26	17.65	3,285.84	–
Disposals	–	–	–	(1.47)	(50.76)	–	–	–	(52.23)	–
At March 31, 2022	**–**	**10.77**	**1,336.12**	**41,925.15**	**7.49**	**876.21**	**310.00**	**118.71**	**44,584.45**	**–**
Net Block at March 31, 2022	**4,896.10**	**23.00**	**6,001.71**	**32,228.79**	**7.15**	**96.21**	**40.60**	**56.75**	**43,350.31**	**–**
Year ended March 31, 2023*										
Gross Carrying Amount										
Carrying amount as at April 1, 2022	–	33.77	415.29	9,617.95	–	65.47	200.22	71.35	10,404.05	–
Additions	–	–	–	5.29	–	–	3.52	4.27	13.08	–
Disposals	–	–	–	(6,618.13)	–	–	–	–	(6,618.13)	–
At March 31, 2023	**–**	**33.77**	**415.29**	**3,005.11**	**–**	**65.47**	**203.74**	**75.62**	**3,799.00**	**–**
Accumulated depreciation and impairment, if any										
As at April 1, 2022	–	10.77	192.61	5,418.48	–	61.04	177.28	62.63	5,922.81	–
Charge for the year	–	0.43	4.87	347.36	–	1.16	2.67	3.20	359.69	–
Disposals	–	–	–	(3,498.47)	–	–	–	–	(3,498.47)	–
At March 31, 2023	**–**	**11.20**	**197.48**	**2,267.37**	**–**	**62.20**	**179.95**	**65.83**	**2,784.03**	**–**
Net Block at March 31, 2023	**–**	**22.57**	**217.81**	**737.74**	**–**	**3.27**	**23.79**	**9.79**	**1,014.97**	**–**

**Represents the Global Clinical Supplies (GCS) business - Refer Note - 37*

(₹ lacs)

4 INTANGIBLE ASSETS

	Patents & trademarks	Softwares	Total
Year ended March 31, 2022			
Gross Carrying Amount			
Carrying amount as at April 1, 2021	1,965.74	949.95	2,915.69
Additions	–	9.75	9.75
Disposals	–	–	–
At March 31, 2022	**1,965.74**	**959.70**	**2,925.44**
Accumulated depreciation and impairment, if any			
As at April 1, 2021	900.99	614.08	1,515.07
Charge for the year	136.07	42.16	178.23
Disposals	–	–	–
At March 31, 2022	**1,037.06**	**656.24**	**1,693.30**
Net Block at March 31, 2022	**928.68**	**303.46**	**1,232.14**
Year ended March 31, 2023*			
Gross Carrying Amount			
Carrying amount as at April 1, 2022	1,036.09	655.04	1,691.13
Additions	–	7.00	7.00
Disposals	–	–	–
At March 31, 2023	**1,036.09**	**662.04**	**1,698.13**
Accumulated depreciation and impairment, if any			
As at April 1, 2022	481.03	514.11	995.14
Charge for the year	68.61	23.94	92.55
Disposals	–	–	–
At March 31, 2023	**549.64**	**538.05**	**1,087.69**
Net Block at March 31, 2023	**486.45**	**123.99**	**610.44**

**Represents the Global Clinical Supplies (GCS) business - Refer Note - 37*

5 INVESTMENTS IN SUBSIDARIES

	Notes	31-Mar-23	31-Mar-22
In equity shares of subsidiaries (unquoted)	See note (a)	8,049.84	8,049.84
In 0.1% Non - Cummulative Redeemable preference shares (unquoted)	See note (b)	21,300.00	–
		29,349.84	**8,049.84**

(a) Investment in equity shares of subsidiaries (unquoted)

	31–Mar–23		31–Mar–22	
	Nos	**Amount**	**Nos**	**Amount**
Bilcare Mauritius Limited (of USD 1000 each)	6,943	8,048.89	6,943	8,048.89
Bilcare GCS Limited, UK (of GBP 1 each)	1,000	0.95	1,000	0.95
		8,049.84		**8,049.84**

(b) Investment in Caprihans India Limited (CIL) of 21,30,00,000 shares having face value of ₹10 each and redeemable within a period of 20 years.

(₹ lacs)

6 FINANCIAL ASSETS

(a) Investments

	31–Mar–23		31–Mar–22	
	Nos	Amount	Nos	Amount
Non-Current				
Investment in equity shares (unquoted)				
Cosmos Bank (of ₹100 each)	1,000.00	1.00	1,000.00	1.00
		1.00		**1.00**
Aggregate amount of unquoted investments		1.00		1.00
Aggregate amount of impairment in the value of investments		–		–

(b) Trade Receivables - Billed - Current

	31–Mar–23	31–Mar–22
Trade receivables - Billed	947.00	9,136.99
Less: Allowance for doubtful trade receivables - Billed	(2.25)	(39.09)
Considered good	944.75	9,097.90
Trade receivables - Credit impaired	-	165.11
	944.75	**9,263.00**

Above balances of trade receivables - billed include balances with related parties (Refer note 38).

Ageing for trade receivables – Billed - current outstanding as at March 31, 2023:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months – 1 year	1 – 2 Years	2 – 3 Years	More than 3 years	
Undisputed trade receivables							
– considered good	676.58	209.04	35.51	8.47	10.95	0.01	940.57
– which have significant increase in credit risk	–	1.08	0.38	–	2.88	2.09	6.43
– credit impaired	–	–	–	–	–	–	–
Disputed trade receivables							
– considered good	–	–	–	–	–	–	–
– which have significant increase in credit risk	–	–	–	–	–	–	–
– credit impaired	–	–	–	–	–	–	–
	676.58	210.12	35.89	8.47	13.83	2.10	947.00
Less: Allowance for doubtful trade receivables - Billed							(2.25)
							944.75

Ageing for trade receivables – Billed - current outstanding as at March 31, 2022:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months – 1 year	1 – 2 Years	2 – 3 Years	More than 3 years	
Undisputed trade receivables							
– considered good	5,165.16	2,748.14	495.53	721.49	6.69	–	9,136.99
– which have significant increase in credit risk	–	–	–	–	–	–	–
– credit impaired	–	–	3.52	32.12	19.12	82.45	137.22
Disputed trade receivables							
– considered good	–	–	–	–	–	–	–
– which have significant increase in credit risk	–	–	–	–	–	–	–
– credit impaired	–	–	–	–	–	27.89	27.89
	5,165.16	2,748.14	499.04	753.61	25.81	110.34	9,302.09
Less: Allowance for doubtful trade receivables - Billed							(39.09)
							9,263.00

(₹ lacs)

(c) Cash and Cash Equivalents

	31 Mar 23	31 Mar 22
Balances with banks		
In current accounts	1,012.77	343.89
In deposit accounts (maturity less than 3 months)	–	–
Cash on hand	100.18	22.30
	1,112.95	**366.19**

(d) Other balances with banks

Deposit accounts	2.40	2.40
Earmarked deposits with banks	82.22	83.50
	84.62	**85.90**

Earmarked deposits include margin money for guarantees, advance license etc.

(e) Other financial assets

Non-Current		
Security deposits	54.42	126.29
	54.42	**126.29**

7 OTHER ASSETS

Non-current		
Capital advances	11,445.87	11,326.74
Gratuity (See note 29)	35.78	–
	11,481.65	**11,326.74**
Current		
Advance to suppliers	38.16	1,175.09
Advance to employees	3.42	116.76
Advance to related parties	3.29	3.04
Balance with Government authorities	–	185.92
Prepaid expenses	5.31	97.81
Other advances	–	9.51
	50.18	**1,588.13**

Advances	**31-Mar-23**		**31-Mar-22**	
Type of Borrower	Amount of advance	% to total advances	Amount of advance	% to total advances
Promoters	11,378.16	98.7%	11,094.66	85.9%
Directors	–	–	–	–
KMPs	–	–	–	–
Related Parties	3.29	0.0%	3.04	0.0%

8 DEFERRED TAX (Net)

	Deferred tax assets		**Deferred tax liabilities**		**Net deferred tax asset / (liabilities)**	
	31 Mar 23	**31 Mar 22**	**31 Mar 23**	**31 Mar 22**	**31 Mar 23**	**31 Mar 22**
Property, plant and equipment, including fair valuation	–	–	(114.00)	(7,684.00)	(114.00)	(7,684.00)
Provision for gratuity & leave encashment	–	185.00	–	–	–	185.00
Investments	–	8,145.00	–	–	–	8,145.00
Receivables and advances / payables	–	10,427.55	–	–	–	10,427.55
Disallowances u/s 43B of Income Tax Act & other disallowances	19.76	–	–	–	19.76	–
	19.76	**18,757.55**	**(114.00)**	**(7,684.00)**	**(94.24)**	**11,073.55**

(₹ lacs)

(i) Movement in temporary differences for the year ended March 31, 2022

	31 Mar 21	Recognised in			31 Mar 22
		Profit or loss	OCI	Equity	
Property, plant and equipment	(8,159.00)	475.00	–	–	(7,684.00)
Provision for gratuity & leave encashment	173.00	28.67	(16.67)	–	185.00
Investments	8,073.00	72.00	–	–	8,145.00
Receivables and advances	10,427.55	–	–	–	10,427.55
	10,514.55	**575.67**	**(16.67)**	**–**	**11,073.55**

(ii) Movement in temporary differences for the year ended March 31, 2023

	31 Mar 22	Recognised in			31 Mar 23
		Profit or loss	OCI	Equity	
Property, plant and equipment	(7,684.00)	7,570.00	–	–	(114.00)
Provision for gratuity & leave encashment	185.00	(185.90)	0.90	–	–
Investments	8,145.00	(8,145.00)	–	–	–
Receivables and advances	10,427.55	(10,427.55)	–		–
Disallowances u/s 43B of Income Tax Act & other disallowances	–	19.76	–	–	19.76
	11,073.55	**(11,168.69)**	**0.90**	**–**	**(94.24)**

(iii) Unrecognised deferred tax assets

	31 Mar 23	31 Mar 22
Unabsorbed loss*	19,770.80	91,223.13
Unabsorbed depreciation	24,882.57	26,837.53

**Includes long term capital losses of ₹15,582.46 lacs*

The losses can be carried forward for a period of 8 years and unabsorbed depreciation without any time limit.

9 INVENTORIES

	31-Mar-23	31-Mar-22
(at lower of cost or net realisable value)		
Raw materials	38.94	2,536.40
Stores and consumables	31.45	162.50
Work-in-progress	11.78	1,210.38
Finished goods	0.01	1,713.68
	82.18	**5,622.96**
Included in inventories goods in transit as follows:		
Finished goods (CIF sales)	–	1,322.47
	–	**1,322.47**

10 NON CURRENT TAX ASSETS

Non-Current		
Opening balance	571.62	464.62
Add: Taxes paid during the year	138.49	107.00
Less: Refund of earlier years	(79.04)	–
Closing balance	**631.07**	**571.62**

11 SHARE CAPITAL

[a] Authorised share capital

	Equity shares of ₹ 10 each (PY ₹ 10 each)		Redeemable preference shares of ₹ 10 each (PY ₹ 10 each)	
	No. of shares	Amount	No. of shares	Amount
As at 31-Mar-2021	40,000,000	4,000.00	5,000,000	500.00
Increase during the year	–	–	–	–
As at 31-Mar-2022	40,000,000	4,000.00	5,000,000	500.00
Increase during the year	–	–	–	–
As at 31-March-2023	40,000,000	4,000.00	5,000,000	500.00

(₹ lacs)

[b] Issued equity share capital

	Equity shares of ₹ 10 each (PY ₹ 10 each)	
	No. of shares	**Amount**
As at 31-Mar-2021	23,545,231	2,354.52
Change during the year	–	–
As at 31-Mar-2022	23,545,231	2,354.52
Change during the year	–	–
As at 31-March-2023	23,545,231	2,354.52

Terms / rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees, if any. During the year ended 31 March 2023, the amount of per share dividend recognized as distributions to equity shareholders was NIL (31 March 2022 : NIL). In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

[c] Details of shareholders holding more than 5% of the aggregate shares in the Company:

Equity shares of (face value: ₹ 10 each)

	31 Mar 23		31 Mar 22	
	No. of shares	**% of total equity shares**	**No. of shares**	**% of total equity shares**
Mohan H. Bhandari	5,856,489	24.9%	5,856,489	24.9%
Monument Pte. Ltd.	3,871,428	16.4%	3,871,428	16.4%
Guttikonda Vara Lakshmi	1,876,525	8.0%	–	0.0%
Rakesh R. Jhunjhunwala	–	0.0%	1,735,425	7.4%
Nutan M. Bhandari	1,205,122	5.1%	1,205,122	5.1%

[d] Disclosure of Shareholding of Promoters

Name of Promoter	Mohan H. Bhandari	Nutan M. Bhandari	Ankita J. Kariya	Total
As at 31-03-2023				
No. of shares	5,856,489	1,205,122	5,000	7,066,611
% of shares (a)	24.9%	5.1%	0.0%	30.0%
As at 31-03-2022				
No. of shares	5,856,489	1,205,122	5,000	7,066,611
% of shares (b)	24.9%	5.1%	0.0%	30.0%
% change during the year (a-b)	0.0%	0.0%	0.0%	0.0%
As at 31-03-2021				
No. of shares	5,856,489	1,205,122	5,000	7,066,611
% of shares (c)	24.9%	5.1%	0.0%	30.0%
% change during the year (b-c)	0.0%	0.0%	0.0%	0.0%

12 OTHER EQUITY

	31 Mar 23	**31 Mar 22**
Securities premium reserve	51,034.41	51,034.41
Capital redemption reserve	271.63	271.63
General Reserve	11,622.47	11,622.47
Retained earnings	(24,242.58)	(60,942.21)
	38,685.93	**1,986.30**

(₹ lacs)

(i) Securities premium reserve

Security Premium Reserve has been created in earlier years on issue of shares at a premium and is utilised in accordance with the provisions of the Act.

	31 Mar 23	31 Mar 22
Balance at the beginning of the year	51,034.41	51,034.41
Movement during the year	–	–
Balance at the end of the year	**51,034.41**	**51,034.41**

(ii) Capital redemption reserve

Capital redemption reserve has been created on account of redemption of cumulative preference shares in earlier years.

Balance at the beginning of the year	271.63	271.63
Movement during the year	–	–
Balance at the end of the year	**271.63**	**271.63**

(iii) General reserve

Balance at the beginning of the year	11,622.47	11,622.47
Movement during the year	–	–
Balance at the end of the year	**11,622.47**	**11,622.47**

(iv) Retained earnings

Balance at the beginning of the year	(60,942.21)	(59,211.18)
Net profit/(loss) from continuing operation	39,078.63	(1,778.48)
Net profit/(loss) from discontinued operation	(2,376.43)	–
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of tax	(2.57)	47.45
Balance at the end of the year	**(24,242.58)**	**(60,942.21)**

13 **FINANCIAL LIABILITIES**

13 (a) Non Current Borrowings

	31 Mar 23	31 Mar 22
Secured		
(i) Rupee Term loans - From banks	–	15,170.60
(ii) Rupee Term loans - From financial institutions and others	–	26,629.95
Unsecured		
(i) Rupee Term loans - From a bank	–	4,475.00
(ii) Rupee Term loans - From CSIR*	751.97	751.97
(iii) Deferred sales tax loan	–	265.26
Non Convertible Debentures (Zero Coupon Bonds)	–	6,392.94
	751.97	**53,685.72**

**Payable from 01.10.2014 in 10 yearly installments, rate of simple interest 3.00% p.a. (Default in payment till date, ₹662.62 lacs)*

13 (b) Current Borrowings

Secured		
(i) Working capital loans from banks	–	2,698.60
Unsecured		
(i) Fixed deposits from Public	–	12,608.19
	–	**15,306.79**

(₹ lacs)

13 (c) Other Financial Liabilities

	Notes	31 Mar 23	31 Mar 22
Non-current			
Capital creditors		–	1,718.40
		–	**1,718.40**
Current			
Interest accrued on borrowings	See note (i)	0.49	513.16
Share subscription payable for shares in subsidiaries		0.95	0.95
Salaries and wages payable		66.01	381.46
Outstanding liabilities for expenses		177.62	486.70
Other payables and acceptances		1,421.26	5,995.39
		1,666.33	**7,377.66**

(i) Includes interest accrued on MSME.

13 (d) Trade Payables

	Notes	31 Mar 23	31 Mar 22
Current			
Trade Payables		575.52	7,704.08
Trade Payables to Micro, Small and Medium Enterprises	See note 34	23.95	204.75
		599.46	**7,908.83**

Trade payables include creditors related to raw material purchase of ₹94.05 lacs (31 March 2022:₹5,636.88 lacs)

Ageing for trade payables outstanding as at March 31, 2023:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Trade payables						
MSME	7.69	3.01	–	–	–	10.70
Others	371.11	189.13	0.05	1.15	14.08	575.52
Disputed dues - MSME	–	13.04	0.21	–	–	13.25
Disputed dues - Others	–	–	–	–	–	–
	378.80	205.18	0.26	1.15	14.08	599.47

Ageing for trade payables outstanding as at March 31, 2022:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Trade payables						
MSME	83.89	11.37	–	–	–	95.25
Others	4,227.57	3,267.64	43.09	5.73	160.04	7,704.08
Disputed dues - MSME	29.78	78.65	0.16	–	0.91	109.50
Disputed dues - Others	–	–	–	–	–	–
	4,341.24	3,357.66	43.25	5.73	160.95	7,908.83

14 PROVISIONS

	Notes	31 Mar 23	31 Mar 22
Non-current			
Provision for gratuity	See note 29	–	609.35
		–	**609.35**
Current			
Provision for leave encashment		13.18	103.14
		13.18	**103.14**

(₹ lacs)

15 OTHER LIABILITIES

	Notes	31 Mar 23	31 Mar 22
Current			
Advance from customers		86.74	215.50
Advance from related parties	See note 38	1,061.17	846.60
Balance with Government authorities		43.24	–
Statutory liabilities		61.28	544.86
		1,252.43	**1,606.96**

16 REVENUE FROM OPERATIONS

	For the year ended on 31 Mar 23	For the year ended on 31 Mar 22
Revenue from sale of products		
Domestic	14.67	30,380.63
Export	99.32	10,489.73
	113.99	**40,870.36**
Revenue from rendering services		
Domestic	978.88	1,425.05
Export	305.49	245.10
	1,284.37	**1,670.15**
Other operating income		
Sale of Scrap	–	438.05
	–	**438.05**
	1,398.36	**42,978.56**

17 OTHER INCOME

Interest on deposits and others	10.95	8.54
Rental Income	90.14	83.21
Dividend income	–	0.16
Exchange differences (net)	–	291.67
Profit on assets sold / disposed	–	650.69
Duty drawback	–	12.31
Liabilities written back	271.68	503.52
Miscellaneous income	0.16	0.05
	372.93	**1,550.15**

18 COST OF CONSUMPTION AND TRADED GOODS SOLD

Inventory at the beginning of the year*	35.01	1,864.52
Add: Purchases	381.41	30,003.56
Less: Invetory written off during the year	(38.94)	(2,536.40)
Cost of raw materials consumed	**377.48**	**29,331.68**

**For current year it represents the Global Clinical Supplies (GCS) business - Refer Note 37*

(₹ lacs)

19 (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

	Notes	For the year ended on 31 Mar 23	For the year ended on 31 Mar 22
Inventory at the end of the year			
– Finished goods		0.01	1,713.68
– Work-in-progress		11.78	1,210.38
		11.79	**2,924.06**
Inventory at the beginning of the year*			
– Finished goods		132.60	1,232.27
– Work-in-progress		–	1,182.20
		132.60	**2,414.47**
Net (increase) / decrease in inventories		**120.81**	**(509.59)**

**For current year it represents the Global Clinical Supplies (GCS) business - Refer Note 37*

20 EMPLOYEE BENEFITS EXPENSE

Salaries, wages and bonus		532.17	2,904.90
Contribution to provident and other funds		37.20	194.05
Gratuity expense		(24.50)	115.65
Staff welfare expenses		30.52	152.76
		575.39	**3,367.36**

21 OTHER EXPENSES

Manufacturing Expenses			
Consumables, spares and loose tools		9.64	319.68
Power and fuel		31.82	1,312.86
Freight & forwarding charges		–	1,119.04
Sub-contracting expenses		1.12	747.02
Job work charges		22.42	827.61
		65.00	4,326.21
Selling and Distribution Expenses			
Sales commission		–	880.55
Advertising and sales promotion		6.04	86.35
Bad debts / advances written off		77.98	1.16
		84.02	968.06
Other Expenses			
Rent		128.03	148.22
Rates and taxes		4.16	9.96
Repairs			
– Building		4.63	32.84
– Plant and machinery		7.61	277.63
– Others		59.06	54.39
Insurance		19.99	124.88
Communication expenses		16.99	24.95
Travelling and conveyance		68.22	106.57
Printing & Stationery		23.66	42.45
Legal and professional expenses		303.94	719.91
Payment to auditor	See note 30	14.90	14.89
License & Registration expenses		0.14	61.14
Donations		–	1.00
Exchange differences (net)		193.27	–
Miscellaneous expenses		44.97	202.01
		889.57	1,820.84
		1,038.59	**7,115.11**

(₹ lacs)

22 FINANCE COSTS

	Notes	For the year ended on 31 Mar 23	For the year ended on 31 Mar 22
Interest		36.69	2,493.51
Unwinding of present value and effect of changes in discount rate		–	4,252.85
Bank charges and commission		8.27	72.97
		44.96	**6,819.33**

23 DEPRECIATION AND AMORTIZATION EXPENSE

Depreciation on property, plant and equipment		359.68	3,285.84
Amortistion of intangible assets		92.55	178.22
		452.23	**3,464.06**

24 EXCEPTIONAL ITEMS GAIN /(LOSS)

Gain on One Time Settlement (OTS) with Banks	See note (a) (i)	18,140.55	–
Present value loss on OTS	See note (a) (ii)	(4,717.28)	–
Liabilities for advances and others written back / (written off)	See note (b)	(231.50)	(356.78)
Assets Impaired		(3,119.66)	–
Gain on settlement with capital creditors		–	3,252.08
Slump Sale Gain	See note (c)	41,057.62	–
Net fair value changes in Investment	See note (d)	–	(190.21)
		51,129.73	**2,705.09**

a Gain on One Time Settlement (OTS) with Banks
(i) Is the gain on the final settlement of the Bank loans net of transaction cost.
(ii) Accordingly, the company has recognized the present value loss on this OTS.

b Liabilities for advances and others written back / (written off) includes
(i) Loss on revaluation of stock
(ii) Interest no longer payable written back

c Slump sale of PPI Division - Refer Note 37
(i) Gain on transfer of net assets and liabilities - ₹19757 .62 lacs
(ii) Net sale consideration received in form of RPS - ₹21300 lacs

d Net fair value changes in Investment
Represents the loss on the shares reinstated by Bilcare Mauritus Limited

25 INCOME TAX

[a] Income tax expense is as follows:			
Statement of profit and loss			
Current tax:			
Current tax on profits for the year		–	–
Total current tax expense		–	–
Adjustment of Tax relating to earlier years		44.23	–
Deferred tax:			
Deferred tax expense / (income)		11,168.70	(575.67)
Total deferred tax expense / (benefit)		**11,168.70**	**(575.67)**
Income tax expense		**11,212.93**	**(575.67)**
Other comprehensive income			
Deferred tax related to OCI items:			
– On loss / (gain) on remeasurements of defined benefit plans		0.90	(16.67)
		0.90	**(16.67)**
Total Tax expense / (benefit)		**11,212.03**	**(559.00)**

(₹ lacs)

[b] Reconciliation of tax expense and the accounting profit computed by applying the Income tax rate:

	Notes	For the year ended on 31 Mar 23	For the year ended on 31 Mar 22
Profit/(loss) before exceptional items and tax		(838.15)	(5,059.24)
Other comprehensive income before tax		(3.47)	64.12
Total comprehensive income before tax		(841.62)	(4,995.12)
Tax rate in India (%)		26.00%	26.00%
Expected Income Tax expense		(218.82)	(1,298.73)
Tax effect of adjustments in calculating taxable income:			
Timing difference for effect of tax considered in earlier year		–	(169.10)
Expenses not deductible		84.52	1,867.96
Loss in respect of Deferred tax assets not recognised for the year		133.41	(383.46)
Effect of tax rate difference of earlier year temporary difference		3,022.79	(487.00)
Reversal of deferred tax on account of change in earlier year temporary differences		8,145.00	(72.00)
Income tax adjustments (earlier years)		44.23	–
Effect of income tax on OCI		0.90	(16.67)
Income tax expense		**11,212.03**	**(559.00)**

26 EARNING PER SHARE

Basic earning per share (face value of ₹10 each)	**165.97**	**(7.55)**
Diluted earning per share (face value of ₹10 each)	**165.97**	**(7.55)**
– Profit attributable to the equity share holders of the Company used in calculating basic earning per share	39,078.63	(1,778.48)
– Weighted average number of shares used as denominator in calculating basic earning per share (in Nos.)	23,545,231	23,545,231

27 FINANCIAL RISK MANAGEMENT

The Company is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risks, which may adversely impact the fair value of its financial instruments. The Company has a risk policy which coveres the risks associated with financial assets and liabilities. The Company assesses the unpredictability of the financial environment and focuses to mitigate potential adverse effects on the financial performance of the Company

Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company result in material concentration of credit risk.

– Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹1,252.99 lacs and ₹579.38 lacs as at March 31, 2023 and 2022, respectively, being the total of the carrying amount of balances with banks, bank deposits, investments excluding trade receivables.

The Company's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding trade receivable as at March 31, 2023 and March 31, 2022.

The allowance for lifetime expected credit loss on trade receivables for the years ended March 31, 2023 and 2022 was ₹41.13 lacs and ₹(197.63) lacs, respectively. The reconciliation of allowance for doubtful trade receivables is as follows:

(₹ lacs)

	31 Mar 23	31 Mar 22
Balance at the beginning of the year	39.09	237.88
Change during the year	41.13	(197.63)
Bad debts / advances written off	(77.98)	(1.16)
Balance at the end of the year	**2.25**	**39.09**

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company is under liquidity stress and is not able to meet its obligations in a timely manner. The Company regularly monitors the rolling forecasts to assess its cash flow requirements to meet operational needs.

The tables below provide details regarding the contractual maturities of significant financial liabilities as at:

	Due in 1 year	Due in 1 to 5 years	Due after 5 years	Total
31-Mar-23				
Non-derivative financial liabilities				
Borrowings	751.97	–	–	751.97
Trade payables	599.47	–	–	599.47
Total	**1,351.44**	**–**	**–**	**1,351.44**
31-Mar-22				
Non-derivative financial liabilities				
Borrowings	53,409.47	18,363.67	–	71,773.14
Trade payables	7,908.83	–	–	7,908.83
Capital creditors	1,718.40	–	–	1,718.40
Total	**63,036.70**	**18,363.67**	**–**	**81,400.37**

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, price and other market changes. The Company is not exposed to price risk, since the Company's investment is in equity instruments of subsidiaries and it carries no other external investments. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

-Foreign currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the Company.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

The Company has a natural hedge as it imports raw material and exports goods . Further, any movement in the functional currency of the various operations of the Company against major foreign currencies may impact the Company's revenue in international business.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the functional currency of the Company.

The following table sets forth information relating to unhedged foreign currency exposure in ₹Lacs as at March 31, 2023 :

	SGD	USD	EUR	GBP	Others
Financial Assets - Trade and other receivables	–	71.07	270.35	51.85	–
Financial Liabilities - Trade and other payables	–	39.69	7.28	–	698.76

10% appreciation / depreciation of the functional currency of the Company with respect to various foreign currencies would result in increase / decrease in the Company's profit before taxes by approximately ₹35.25 lacs for the year ended March 31, 2023.

(₹ lacs)

The following table sets forth information relating to unhedged foreign currency exposure in ₹Lacs as at March 31, 2022:

	SGD	USD	EUR	GBP	Others
Financial Assets - Trade and other receivables	–	3,297.55	277.55	39.30	–
Financial Liabilities - Trade and other payables	1,718.40	363.41	364.06	11.49	640.25

10% appreciation / depreciation of the functional currency of the Company with respect to various foreign currencies would result in increase / decrease in the Company's profit before taxes by approximately ₹51.68 lacs for the year ended March 31, 2022.

-Interest rate risk

The Company's borrowings are primarily fixed rate borrowings.

28 FAIR VALUE MEASUREMENTS

(1) Financial instruments by category

The carrying value of financial instruments by categories as at March 31, 2023 is as follows:

	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVTOCI)	Amortised Cost	Total carrying value
Financial assets				
Investments (other than in subsidiary)	1.00	–	–	1.00
Other financial assets - Security deposit	–	–	54.42	54.42
Trade receivables - billed	–	–	944.75	944.75
Cash and cash equivalents	–	–	1,112.95	1,112.95
Bank balances	–	–	84.62	84.62
	1.00	**–**	**2,196.74**	**2,197.74**
Financial liabilities				
Borrowings	–	–	751.97	751.97
Trade payables	–	–	599.47	599.47
Other financial liabilities	–	–	1,666.33	1,666.33
	–	**–**	**3,017.77**	**3,017.77**

The carrying value of financial instruments by categories as at March 31, 2022 is as follows:

	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVTOCI)	Amortised Cost	Total carrying value
Financial assets				
Investments (other than in subsidiary)	1.00	–	-	1.00
Other financial assets - Security deposit	–	–	126.29	126.29
Trade receivables - billed	–	–	9,263.00	9,263.00
Cash and cash equivalents	–	–	366.19	366.19
Bank balances	–	–	85.90	85.90
	1.00	**–**	**9,841.38**	**9,842.38**
Financial liabilities				
Borrowings	–	–	68,992.51	68,992.51
Trade payables	–	–	7,908.83	7,908.83
Other financial liabilities	–	–	9,096.06	9,096.06
	–	**–**	**85,997.40**	**85,997.40**

The carrying value of financial assets other than investments is approximate the fair value due to their nature and carrying value of financial liabilities which are subsequently measured at amortised cost also approximate the fair value due to their nature in each of the periods presented.

(2) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

(₹ lacs)

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

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required):

		31-Mar-23	31-Mar-22
Financial assets			
Investments (other than in subsidiary)	Level 1	-	-
	Level 2	1.00	1.00
	Level 3	-	-

29 EMPLOYEE BENEFIT OBLIGATIONS

Defined Contribution plans

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits, such as provident fund.

Defined Benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

The Company provides gratuity benefit to its employees which is treated as defined benefit plans.

Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Employee benefit plans consist of the following:

Gratuity

In accordance with Indian law, the Company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The Company manages the plan through a trust and the fair value of the plan assets is deducted from the gross obligation.

(₹ lacs)

The following table sets out the details of the defined benefit retirement plans and the amounts recognised in the financial statements:

	31 Mar 23	31 Mar 22
Change in benefit obligations		
Present value of obligation as at the beginning of the year	757.62	756.92
Transfer in/(out)#	(761.29)	–
Interest expense	52.79	49.35
Current service cost	79.20	77.81
Benefits paid	(28.07)	(62.41)
Remeasurements on obligation - (Gain) / Loss	3.63	(64.05)
Present value of obligation as at the end of the year	103.89	757.62

 # 212 employees have been tranferred to Caprihans India Limited as on 27th March 2023

	31 Mar 23	31 Mar 22
Change in plan assets		
Fair value of plan assets at the beginning of the year	148.27	196.77
Interest income	9.87	11.51
Contributions	0.05	–
Mortality charges and taxes	–	(5.02)
Benefits paid	(18.68)	(55.05)
Return on plan assets, excluding amount recognized in interest income - Gain / (Loss)	0.16	0.07
Fair value of plan assets at the end of the year	139.67	148.27
Actual return on plan assets	10.02	11.58
Funded status		
Deficit of plan assets over obligations	–	(609.35)
Surplus of plan assets over obligations	35.78	–
Category of assets		
Government bonds and securities	–	–
Insurer managed funds	139.67	148.27
Others	–	–
	139.67	148.27
Net periodic gratuity cost, included in employee cost consists of the following components:		
Service Cost	79.20	77.81
Net interest (Income) / Expense	42.93	37.84
Transfer in/(out)	(761.29)	–
Net periodic benefit cost recognised in the statement of profit & loss at the end of year	(639.16)	115.65
Remeasurement of the net defined benefit (asset) / liability:		
Actuarial (gains) and losses arising from changes in demographic assumptions	–	–
Actuarial (gains) and losses arising from changes in financial assumptions	(2.68)	(18.05)
Actuarial (gains) and losses arising from changes in experience adjustments	6.30	(46.00)
Remeasurement of the net defined benefit liability	**3.63**	**(64.05)**
Remeasurement - return on plan assets	0.16	0.07
	3.47	(64.12)
The assumptions used in accounting for the defined benefit plan are set out below:		
Discount rate	7.50%	7.10%
Rate of increase in compensation levels of covered employees	10.00%	10.00%
Withdrawal rate	5.00%	5.00%
Expected rate of return on plan assets	7.10%	6.80%
Expected average remaining working lives of employee (in years)	12	11

Future mortality assumptions are taken in accordance with the Indian Assured Lives Mortality (2012-14) ultimate (IALM ult).

(₹ lacs)

Sensitivity Analysis

The significant actuarial assumptions for the determination of the defined benefit obligations are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

If the discount rate increases / decreases by 1%, the defined benefit obligations would increase / (decrease) as follows:

Increase of 1%	97.86	702.18
Decrease of 1%	110.91	820.66

If the expected salary growth increases / decreases by 1%, the defined benefit obligations would increase / (decrease) as follows:

Increase of 1%	108.72	803.31
Decrease of 1%	99.50	714.46

If the withdrawal rate increases / decreases by 1%, the defined benefit obligations would increase / (decrease) as follows:

Increase of 1%	103.18	751.33
Decrease of 1%	104.71	764.60

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

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Expected future benefits payments

The expected benefits are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at March 31, 2023. The Company's expected contributions to post-employment benefit plans for the year ending 31 March 2024 is NIL.

The defined benefit obligations shall mature after the year ended March 31, 2023 as follows:

Year ending March 31,	Defined benefit obligations
2024	28.09
2025	25.07
2026	11.65
2027	3.60
2028	4.25
2029-2033	53.24

30 PAYMENT TO AUDITOR

	31 Mar 23	31 Mar 22
As auditor*		
- Audit Fee	10.00	10.00
- Tax Audit Fee	2.50	2.50
- Certification and other matters	2.00	2.00
- Reimbursement of expenses	0.40	0.39
	14.90	14.89

** The amounts are net of GST*

31 RESEARCH AND DEVELOPMENT EXPENDITURE

Revenue expenditure	–	218.81

32 COMMITMENTS

Capital commitments

The Company has contractually committed (net of advances) for purchase of land	–	1,013.34

For lease related commitments see note 33

(₹ lacs)

33 OPERATING LEASE

Lease contracts entered by the Company majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Company does not have any lease restrictions and commitment towards variable rent as per the contract. During the year, the lease expense recorded in the Statement of Profit and Loss is ₹128.03 lacs (31-Mar-2022: ₹148.22 lacs).

34 MICRO, SMALL AND MEDIUM ENTERPRISES

Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

	31 Mar 23	31 Mar 22
a) (i) Principal amount remaining unpaid	23.95	204.75
a) (ii) Interest amount remaining unpaid	0.49	15.57
b) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	–	–
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	–	–
d) Interest accrued and remaining unpaid	–	–
e) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	–	–

Note: Identification of micro and small enterprises is on the basis of intimation received from vendors

35 CONTINGENT LIABILITIES

a) Claims against the Company not acknowledged as debts:		
- Disputed Income Tax matters in Appeal	33.15	140.96
- Penal interest on delayed payment of TDS	726.45	651.78
- Service Tax matters	33.91	33.91
- Liabilities written back on account of pending legal cases	2,457.82	3,287.67
b) In view of the repayment of the one time settlement of the bank loans, there is no contingent liability.		
- Long term borrowings	–	53,428.21
- Capital creditor	–	3,387.86
- Trade creditor	–	1,454.66

36 SEGMENT INFORMATION

The Company is engaged mainly in Pharma Packaging Research Solutions & its products are covered under a one business segment as the primary segment.

The geographical information as per Ind AS 108 of revenues from operations and non current assets other than financial instruments, deferred tax assets, post employment benefit assets is as under:

a) Revenue from operations*		
India	993.55	32,243.73
Outside India	404.81	10,734.83
	1,398.36	**42,978.56**
b) Non-current assets		
India	35,038.13	56,480.81
Outside India	8,049.84	8,049.84
	43,087.97	**64,530.65**

**No single customer represents 10% or more of the Company's total revenue for the year ended March 31, 2023 and 2022.*

(₹ lacs)

37 DISCONTINUED BUSINESS

In terms of Ind AS 105, disclosure of the financial effects of the Discontinued Business as on 27.03.2023 is given below for sale of the Company's PPI (Pharma Packaging Innovation) division to Caprihans India Limited (subsidiary company) as a business undertaking on a going concern basis by way of a slump sale for a net consideration of ₹213 Crs by issuance of 21,30,00,000 0.1% Non-Cumulative, Non-Participating Redeemable Preference Shares of ₹10/- each (face value) through a Business Transfer Agreement.

Ind AS 105 (Non-current Assets Held for Sale and Discontinued Operations) -

This Ind AS requires that an entity shall present and disclose information that enables users of the financial statements to evaluate the financial effects of discontinued operations and disposals of non-current assets (or disposal groups) (para 30).

The Company has presented the standalone financial statements as at 31 March 2023 of the continuing business.

Statement of Assets and Liabilities of Discontinued Business

	As at March 27, 2023
ASSETS	
Non-current assets	
Property, plant and equipment	36,744.09
Intangible assets	465.05
Financial assets	
(i) Other financial assets	71.87
Other non-current assets	0.92
Total non-current assets	**37,281.93**
Current assets	
Inventories	3,680.78
Financial assets	
(i) Trade receivables	11,477.22
(ii) Cash and cash equivalents	0.45
Other current assets	1,934.36
Total current assets	**17,092.81**
TOTAL ASSETS	**54,374.74**
EQUITY AND LIABILITIES	
EQUITY	
Equity share capital	–
Other equity	(19,757.63)
Total Equity	**(19,757.63)**
LIABILITIES	
Non-current liabilities	
Financial liabilities	
(i) Borrowings	34,162.75
(ii) Other financial liabilities	1,897.05
Provisions	611.94
Total non-current liabilities	**36,671.74**
Current liabilities	
Financial liabilities	
(i) Borrowings	22,497.32
(ii) Trade payables	10,919.62
(iii) Other financial liabilities	2,806.61
Provisions	94.61
Other current liabilities	1,142.47
Total current liabilities	37,460.63
Total liabilities	**74,132.37**
TOTAL EQUITY AND LIABILITIES	**54,374.74**

(₹ lacs)

Statement of Profit & Loss of Discontinued Business

	For the period ended March 27, 2023
INCOME	
Revenue from operations	57,035.02
Other income	559.25
Total income	**57,594.27**
EXPENSES	
Cost of materials consumed	40,100.60
(Increase) / Decrease in inventories of finished goods and work in progress	921.26
Employee benefits expense	3,015.88
Depreciation and amortisation expense	2,973.17
Other expenses	7,163.09
Finance costs	5,652.15
Total expenses	**59,826.15**
Profit before exceptional items and tax	**(2,231.88)**
Exceptional items gain/(loss)	(144.55)
Profit / (loss) before tax	**(2,376.43)**
Tax Expense	
Current tax	–
Deferred tax	–
Total tax expense	–
Profit / (loss) for the period	**(2,376.43)**
Other comprehensive income	
Items that will not be reclassified to profit or loss	
- Remeasurements of defined benefit obligations	–
- Income tax relating to the above items	–
Other comprehensive income for the period, net of tax	–
Total comprehensive income for the period	**(2,376.43)**
Earning per equity share of ₹10 each	
Basic earning per share	(10.09)
Diluted earning per share	(10.09)

38 RELATED PARTY DISCLOSURES

Subsidiaries

Ultimate holding Company	Bilcare Limited
Wholly owned subsidiaries	Bilcare GCS Limited, UK
	Bilcare Mauritius Limited, Mauritius
Step down subsidiaries	Caprihans India Limited
	Bilcare GCS Inc., USA
	Bilcare Inc., USA
	Bilcare GCS Ireland Limited
Key Management Personnel	Shreyans M. Bhandari (Chairman & Managing Director) (w.e.f. 01.07.2022)
	Mohan H. Bhandari (Chief Executive Officer) (w.e.f. 01.07.2022)
	Nilesh Tiwari (Chief Financial Officer)
	Prabhavi Mungee (Company Secretary)

(₹ lacs)

Non-executive Independent Directors	Rajesh Devene Ashwani Singh Madhuri Vaidya Diksha Tomar Vijesh Mehra
Relatives of Key Management Personnel	Ankita J. Kariya Nutan M. Bhandari Kiran H. Bhandari Prakash H. Bhandari Ruchi Gothi
Other related parties	Juniper Health LLP

Disclosure of transactions between the Company and Related Parties and the status of outstanding balances as at 31st March, 2023:

		31 Mar 23	**31 Mar 22**
Subsidiaries	Purchase of Property Plant and Equipment	–	24.32
	Investment in subsidiary	–	(898.65)
	Investment in subsidiary - Redeemable preference shares	21,300.00	–
	Interest expense on Inter corporate deposit	–	30.33
	Inter corporate deposit incl interest repaid	–	160.00
	Sale of Goods	74.71	
	Purchase of Goods	223.55	
	Rent paid	30.00	
	Outstanding as at the year end:		
	Inter corporate deposit incl interest payable	–	246.60
	Trade payables	3,218.15	1,640.41
	Trade receivables	146.09	48.92
Other related parties	Sale of Goods	–	407.54
	Purchase of Goods	–	14.99
	Commission paid	–	217.85
	Sales bill discounting availed	–	5,307.84
	Sales bill discounting repaid	–	3,003.69
	Outstanding as at the year end:		
	Trade receivables	–	172.04
	Sales bill discounting payable	–	2,304.15
Key management personnel	Remuneration	87.74	86.77
	Sitting Fees	9.90	8.40
	Capital advances	283.50	294.00
	Outstanding as at the year end:		
	Capital advances	11,378.16	11,094.66

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

39 ADDITIONAL REGULATORY INFORMATION

A Ratios

Ratio	Numerator	Denominator	Current year	Previous year
Current ratio (in times)	Current assets less Cash and Bank balances	Current liabilities including working capital borrowings	0.58	1.34
Inventory turnover ratio (in times)	Revenue from operations	Inventories	17.02	7.64
Trade receivables turnover ratio (in times)	Revenue from operations	Trade receivables	1.48	4.64
Trade payables turnover ratio (in times)	Net purchases	Trade payables	0.64	3.79

Explanation for variance of more than 25% from previous year- Refer Note37
The figures are not comparable with last year and hence no variance is applicable.

B No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988)

(c) With struck off companies

(d) Registration of charges or satisfaction with Registrar of Companies beyond the statutory period.

(e) Surrendered or disclosed as income in the books of account during the year in the tax assessments under the Income Tax Act, 1961

(f) Relating to borrowed funds:

(i) Wilful defaulter

(ii) Utilisation of borrowed funds & share premium

(iii) Borrowings obtained on the basis of security of current assets

(iv) Discrepancy in utilisation of borrowings

40 Previous year figures have been regrouped / reclassified wherever necessary.

CONSOLIDATED
IND AS FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED
IND AS FINANCIAL STATEMENTS

To, THE MEMBERS OF BILCARE LIMITED

Report on the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Bilcare Limited (hereinafter referred to as "the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), comprising the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, and 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 consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (Ind AS) and the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to Note 30 of the consolidated financial statements, for the impact of the acquisition under Ind AS 103 – Business Combinations.

Our opinion is not modified in respect of this matter.

Key Audit Matters

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

S No	Key Audit Matters	Auditor's Response
1	**Provisions and contingent liabilities relating to taxation, litigations, and claims - refer note 31 of the consolidated financial statements** The provisions and contingent liabilities relate to ongoing litigations and claims with various authorities and third parties. These relate to direct tax, indirect tax, transfer pricing arrangements, claims, general legal proceedings, environmental issues and other eventualities arising in the regular course of business. As at the year ended 31 March 2023, the amounts involved are significant. The computation of a provision or contingent liability requires judgment by the Group because of the inherent complexity in estimating future costs. The amount recognized as a provision is the best estimate of the expenditure. The provisions and contingent liabilities are subject to changes in the outcomes of litigations and claims and the positions taken by the Group as it involves judgment and estimation to determine the likelihood and timing of the cash outflows and interpretations of the legal aspects, tax legislations and judgments previously made by authorities.	**Our audit procedures included:** • Testing the design, implementation and operating effectiveness of key internal controls around the recognition and measurement of provisions and re-assessment of development of contingent liabilities. • Using our subject matter experts to assess the value of significant provisions and contingent liabilities, on sample basis, in light of the nature of the exposures, applicable regulations and related correspondence with the authorities, if any. • Inquiring the status in respect of significant provisions and contingent liabilities with the Group's internal tax and legal team. We assessed the assumptions and critical judgments made by the Group which impacted the computation of the provisions and inspected the computation and estimates of outcome and financial effect. We considered the judgment of the Group, supplemented by experience of similar decisions previously made by the authorities and, in some cases, relevant advice given by the Group's consultants. • Evaluating agreements, other documentation and judgments made by the Group by comparing the prior years' outstanding to the actual outcome during the year. • Assessing the Group's disclosures in the financial statements in respect of provisions and contingent liabilities.

Other Information

The other information comprises the information included in the financial statements but does not include the consolidated Ind AS financial statements and our auditor's report thereon. The Group's Board of Directors is responsible for the other information. Our opinion on the consolidated Ind AS 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 consolidated Ind AS financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by the other auditors to the extent it relates to the entity, and in doing so, place reliance on the work of the other auditors and consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary is traced from their financial statements audited by the other auditors.

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 Responsibility for the Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as ''the Act'') that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the 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 respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditors' Responsibility

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial 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 Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

Other matters

(a) We did not audit the financial statements of five subsidiaries, whose financial statements reflect total assets of ₹150,030.76 lacs, total revenues of ₹98,181.10 lacs and net cash outflows amounting to ₹ 1,670.68 lacs as considered in the consolidated financial statements. These financial statements have been audited/reviewed by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

(b) We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹1.20 lacs, total revenues of ₹ NIL lacs and net cash inflows amounting to ₹1.20 lacs as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate Ind AS financial statements and the other financial information of subsidiaries, as noted in the 'Other Matter' paragraph we report, to the extent applicable, that:

    a) we / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;

    b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

    c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

    d) in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act;

    e) on the basis of the written representations received from directors as on March 31, 2023 taken on record by Board of Directors, none of the directors of the Group /subsidiaries incorporated in India are disqualified;

    f) with respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its step-down subsidiary company incorporated in India to whom internal financial controls over financial reporting is applicable;

    g) in our opinion, the managerial remuneration for the year ended 31 March 2023 has been paid/provided by the Company and its subsidiaries which are incorporated in India to its Directors in accordance with the provisions of section 197 of the Act;

    h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate Ind AS financial statements as also the other financial information of the subsidiaries, as noted in the 'Other Matters' paragraph:

        i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

        ii. the Group 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 and its subsidiary companies incorporated in India;

        iv. There is no dividend declared or paid during the year by the Company and its subsidiary companies incorporated in India and hence compliance with Section 123 of the Act is not applicable.

2. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India, in terms of section 143 (11) of the Act, we give in "Annexure B" a statement of the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For K.R.Miniyar & Associates
Chartered Accountants
Firm Registration No. 124806W

Date: May 30, 2023
Place: Aurangabad

K.R. Miniyar
Proprietor
(Membership No.108015)
UDIN: 23108015BGZEZC9736

'ANNEXURE A' TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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

(Refer to in paragraph 1 (f) under 'Report on Other Legal & Regulatory Requirements' of our report of even date)

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Bilcare Limited (hereinafter referred to as "the Company") and its step-down subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company and its step down subsidiary company, which are companies incorporated in India, are responsible for maintaining internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company and its step down subsidiary company, which are companies incorporated in India, have, have maintained in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Company, in so far as it relates to one step down subsidiary company, which is a company incorporated in India, is based on the corresponding standalone reports of the auditor as applicable of such step-down subsidiary company incorporated in India.

For K.R.Miniyar & Associates
Chartered Accountants
Firm Registration No. 124806W

Date: May 30, 2023
Place: Aurangabad

K.R. Miniyar
Proprietor
(Membership No.108015)
UDIN: 23108015BGZEZC9736

'ANNEXURE B' TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

(Refer to in paragraph 2 under 'Report on Other Legal & Regulatory Requirements' of our report of even date)

xxi. According to the information and explanations given to us, in respect of the following company incorporated in India and included in the consolidated financial statements, the CARO report relating to them does not have any qualifications or adverse remark.

Name of the Entity	CIN	Subsidiary
Caprihans India Limited	L29150MH1946PLC004877	51% subsidiary

For K.R.Miniyar & Associates
Chartered Accountants
Firm Registration No. 124806W

Date: May 30, 2023
Place: Aurangabad

K.R. Miniyar
Proprietor
(Membership No.108015)
UDIN: 23108015BGZEZC9736

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023

(₹ lacs)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment (net)	3	103,155.43	45,203.29
Capital work-in-progress	3	72.97	69.75
Right of Use Assets	3	142.46	–
Investment properties	4	(0.00)	60.09
Other Intangible assets	5	1,249.90	1,275.15
Financial assets	6		
(i) Investments		245.93	1.00
(ii) Other financial assets		7,931.72	591.69
Other non-current assets	7	11,521.64	11,417.80
Non-current tax assets		682.53	610.65
Deferred tax assets (net)	**8**	–	11,389.70
Total non-current assets		**1,25,002.57**	**70,619.13**
Current assets			
Inventories	9	8,409.10	13,642.37
Financial assets	6		
(i) Trade receivables		18,787.03	22,000.78
(ii) Cash and cash equivalent		2,447.08	1,415.87
(iii) Bank balances other than (ii) above		636.12	2,591.33
(iv) Other financial assets		52.73	56.97
Current tax asset, net		3.69	2.13
Other current assets	7	3,436.48	2,352.50
Total current assets		**33,772.23**	**42,061.94**
TOTAL ASSETS		**1,58,774.80**	**1,12,681.06**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10	2,354.52	2,354.52
Other equity		50,710.36	5,159.71
Equity attributable to owners of Bilcare Limited		**53,064.88**	**7,514.23**
Non-controlling interests	12	17,333.72	8,616.56
Total Equity		**70,398.60**	**16,130.79**
LIABILITIES			
Non-current liabilities			
Financial liabilities	13		
(i) Borrowings		51,450.95	53,685.72
(ii) Other financial liabilities		–	1,718.40
(iii) Lease Liabilities		123.59	–
Deferred tax liability (net)		3,122.96	–
Provisions	14	370.47	882.32
Total non-current liabilities		**55,067.97**	**56,286.44**
Current liabilities			
Financial liabilities	13		
(i) Borrowings		12,261.60	15,306.79
(ii) Trade payables		15,557.26	16,810.58
(iii) Other financial liabilities		2,258.79	6,365.16
(iv) Lease Liabilities		25.06	–
Provisions	14	1,126.48	274.30
Other current liabilities	15	1,682.34	924.92
Current tax liabilities		396.70	582.07
Total current liabilities		**33,308.23**	**40,263.83**
Total liabilities		**88,376.19**	**96.550.28**
TOTAL EQUITY AND LIABILITIES		**1,58,774.80**	**112,681.06**

Significant Accounting Policies 2

The accompanying notes are an integral part of these financial statements

As per our report of even date

For and on behalf of the Board of Directors

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Place: Pune /Aurangabad
Date: 30 May 2023

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
INCOME			
Revenue from operations	16	98,152.39	84,470.30
Other income	17	1,031.68	1,457.91
Total income		**99,184.07**	**85,928.21**
EXPENSES			
Cost of materials consumed	18	70,976.90	60,737.46
Change in inventory of finished goods and work in progress	19	712.77	(849.34)
Employee benefits expense	20	6,258.65	5,926.81
Other expenses	21	14,536.37	12,612.87
Finance costs	22	6,000.42	6,893.25
Depreciation and amortisation expense	23	3,781.48	3,925.16
Total expenses		**102,266.60**	**89,246.23**
Loss before exceptional items and tax		**(3,082.53)**	**(3,318.02)**
Exceptional items gain / (loss)	24	22,690.46	2,895.30
Profit / (Loss) before tax		**19,607.93**	**(422.72)**
Tax Expense	25		
Current tax		17.39	539.68
Adjustment of Tax relating to earlier years		56.14	(17.88)
Deferred tax		14,513.56	(508.39)
Total tax expense		**14,587.09**	**13.41**
Profit/(Loss) for the year		**5,020.83**	**(436.13)**
Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit obligations		(96.58)	77.14
- Income tax relating to the above items	25	0.90	(19.95)
(ii) Items that will be reclassified to profit or loss			
- Exchange difference on Translation of foreign operation		159.48	93.88
Other comprehensive income for the year, net of tax		63.80	151.08
Total comprehensive income for the year		**5,084.64**	**(285.06)**
Profit / (Loss) is attributable to:			
Owners of equity		1,504.62	(1,259.08)
Non-controlling interests		3,516.21	822.95
		5,020.83	**(436.13)**
Other comprehensive income is attributable to:			
Owners of equity		109.43	146.30
Non-controlling interests		(45.62)	4.77
		63.80	**151.08**
Total comprehensive income is attributable to:			
Owners of equity		1,614.05	(1,112.78)
Non-controlling interests		3,470.59	827.72
		5,084.64	**(285.06)**
Earning per equity share of ₹10 each (PY ₹10 each)			
Basic earnings per share	26	6.39	(5.35)
Diluted earnings per share	26	6.39	(5.35)

Significant Accounting Policies 2

The accompanying notes are an integral part of these financial statements

As per our report of even date

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Place: Pune /Aurangabad
Date: 30 May 2023

For and on behalf of the Board of Directors

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

A. Equity Share Capital

	Notes	Amount
As at April 1, 2021		**2,354.52**
Changes in equity share capital during the year	10	-
As at March 31, 2022		**2,354.52**
Changes in equity share capital during the year	10	-
As at Mar 31, 2023		**2,354.52**

B. Other Equity

Particulars	Attributable to owners										
	Reserves and Surplus										
	Securities premium reserve	Capital redemption reserve	Capital reserve	Reserve on consolidation	General Reserve	Revaluation reserve	Exchange difference on foreign exchange translation reserve	Retained Earnings	Total other equity	Non controlling interest	Total
Balance as at April 1, 2021	**51,034.41**	**271.63**	**-**	**6,084.88**	**11,748.39**	**-**	**594.13**	**(63,457.08)**	**6,276.36**	**7,788.84**	**14,065.20**
Profit for the year	-	-	-	-	-	-	-	(1,259.08)	(1,259.08)	822.95	(436.13)
Other comprehensive income	-	-	-	-	-	-	93.88	52.42	146.30	4.77	151.08
Adjustments effected in retained earnings	-	-	-	(3,499.71)	-	-	(300.33)	3,796.16	(3.88)	-	(3.88)
Total comprehensive income for the year	**-**	**-**	**-**	**(3,499.71)**	**-**	**-**	**(206.45)**	**2,589.49**	**(1,116.66)**	**827.72**	**(288.94)**
Transaction with owners in their capacity as owners											
Transfer to general reserve	-	-		-	-		-	-	-	-	-
Balance at March 31, 2022	**51,034.41**	**271.63**	**-**	**2,585.18**	**11,748.39**	**-**	**387.68**	**(60,867.59)**	**5,159.70**	**8,616.56**	**13,776.26**
Profit for the year	-	-	-	-	-	-	-	1,504.62	1,504.62	3,516.21	**5,020.83**
Other comprehensive income	-	-	-	-	-	-	159.48	(50.05)	109.43	(45.62)	63.80
Adjustments effected in retained earnings	-	-	-	-	-	32,428.03	0.00	11,508.58	43,936.61	5,246.57	49,183.18
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**32,428.03**	**159.48**	**12,963.15**	**45,550.65**	**8,717.16**	**54,267.81**
Transaction with owners in their capacity as owners											
Transfer to general reserve	-	-	-	-	-	-	-	-	-	-	-
Balance at March 31, 2023	**51,034.41**	**271.63**	**-**	**2,585.18**	**11,748.39**	**32,428.03**	**547.16**	**(47,904.44)**	**50,710.36**	**17,333.72**	**68,044.08**

As per our report of even date

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Place: Pune /Aurangabad
Date: 30 May 2023

For and on behalf of the Board of Directors

Shreyans H. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

		For the year ended March 31, 2023	For the year ended March 31, 2022
A	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit / (Loss) before exceptional items and tax	(3,082.53)	(3,318.02)
	Adjustments for:		
	Depreciation and amortisation expenses	3,781.48	3,925.16
	Interest and Dividend income from financial assets	(93.03)	(142.84)
	Other equity (including retained earnings)	(14,401.19)	(3.88)
	Gain on one time settlement with Banks	14,177.04	–
	Exchange difference on translation of foreign currency	159.48	93.88
	(Profit)/ Loss on disposal of property, plant and equipment (Net)	711.35	(650.69)
	Assets Impaired	(3,119.66)	–
	Interest expenses - PV unwinding & rear end cost	2,435.52	4,487.53
	Interest expenses - others	3,564.91	2,405.72
	Liabilities & advances written back/(written off)	(453.35)	(356.78)
	Provision for doubtful debts, advances, deposits and others	120.69	11.57
		3,800.70	**6,451.65**
	Changes in working capital:		
	(Increase)/Decrease in inventories	5,233.27	(3,552.60)
	(Increase)/Decrease in trade receivables	3,093.06	(6,581.65)
	(Increase)/Decrease in other financial assets	(7,361.81)	45.58
	(Increase)/Decrease in other non-current assets	(103.84)	(158.03)
	(Increase)/Decrease in other current assets	(1,083.98)	70.57
	Increase/(Decrease) in trade payables	(1,253.32)	6,398.48
	Increase/(Decrease) in other financial liabilities	(3,691.65)	2,193.63
	Increase/(Decrease) in other current liabilities	757.42	(291.18)
	Increase/(Decrease) in provisions	243.73	160.30
	Cash generated from / (used in) operations	**(366.42)**	**4,736.75**
	Income taxes paid	(332.34)	(609.91)
	Net cash generated from / (used in) operating activities (A)	**(698.77)**	**4,126.84**
B	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase of property, plant and equipment and intangible assets (net)	1,020.16	(470.36)
	Proceeds from sale of property, plant and equipment	770.00	3.00
	Interest received	118.97	171.87
	Dividend received	0.08	0.16
	Investment in bank deposits (net)	1,955.22	(130.27)
	(Investment in)/proceeds from shares	(244.93)	–
	Net cash generated from / (utilised in) investing activities (B)	**3,619.51**	**(425.60)**
C	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Borrowings (repaid) / taken including interest and gain on restructuring	5,973.84	1,260.83
	Other borrowings (repaid) / taken including interest and gain on restructuring	(1,862.94)	144.24
	Interest expenses - PV unwinding & rear end cost	(2,435.52)	(4,487.53)
	Interest expenses - others	(3,564.91)	(2,405.72)
	Net cash generated from / (used in) financing activities (C)	**(1,889.53)**	**(5,488.19)**
	Net Increase/(Decrease) in cash and cash equivalents (A+B+C)	1,031.21	(1,786.95)
	Cash and cash equivalents at the beginning of the year	1,415.87	3,202.82
	Cash and cash equivalents at the end of the year	**2,447.08**	**1,415.87**
	Cash and cash equivalents comprise of the following:		
	Cash on hand	103.26	26.70
	Balances with banks		
	In current accounts	2,342.42	804.32
	In deposit accounts (maturity less than 3 months)	–	579.84
	Remittances in transit	1.40	5.00
		2,447.08	**1,415.87**

Previous year's figures have been re-grouped / re-classified wherever necessary.

As per our report of even date

K. R. Miniyar & Associates
Firm Registration Number: 124806W
Chartered Accountants

CA K.R. Miniyar
Proprietor
Membership No.: 108015

Place: Pune /Aurangabad
Date: 30 May 2023

For and on behalf of the Board of Directors

Shreyans M. Bhandari
Chairman & Managing Director

Rajesh Devene
Director

Prabhavi Mungee
Company Secretary

Nilesh Tiwari
Chief Financial Officer

(₹ lacs)

1 Corporate information

Bilcare Limited and its subsidiaries (collectively referred to as "the Group") is in the business of Pharmaceutical Packaging, Global Clinical Services, R& D facilities and Anti Counterfeit Technology (nCid). Bilcare Limited is a public limited company incorporated and domiciled in India with its manufacturing unit at Rajgurunagar. The address of its corporate office is ICC Tower, B wing, 6th Floor, Senapati Bapat Road, Pune - 411016.

The Board of Directors approved the consolidated financial statements for the year ended March 31, 2023 and authorised for issue on May 30, 2023.

1.1 Statement of compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

1.2 Basis of preparation

The financial statement has been prepared on a historical cost basis except for the following items:
– Certain financial assets and liabilities which are measured at fair value.
– Assets held for sale measured at lower of carrying amount or fair value less cost to sell
– Defined benefit plans - plan assets measured at fair value.

1.3 Use of estimates and judgements

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

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

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

1.4 Basis of Consolidation

(a) Subsidiaries

- Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Consolidation of a subsidiary and assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.
- The Group combines the financial statements of the Parent and its subsidiaries, line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.
- The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the subsidiary's separate financial statements. If, however, any subsidiary uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to ensure conformity with the Group's accounting policies.
- The excess of cost to the Company of its investment in the subsidiary is recognised in the financial statements as goodwill, which has been amortised over a period.
- If the difference of the aggregate of the consideration transferred, the amount recognised for noncontrolling interests and any previous interest held, over the net identifiable assets acquired and liabilities assumed is a deficit then the said deficit is recognized as a capital reserve.

(b) Consolidation procedure

i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

iii) Eliminate in full intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra-group losses may indicate an impairment that requires recognition in the consolidated financial statements.

iv) Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

(c) Changes in ownership interests

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in the statement of profit and loss
- Reclassifies the parent's share of components previously recognised in OCI to the statement of profit and loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2(a) Significant Accounting Policies

The Company uses the following accounting policies in preparation of its consolidated financial statements:

2.1 Current versus non-current classification

The Group presents its assets and liabilities in the Balance Sheet based on current and non-current classification.

An asset is classified as current when it is:
a) Expected to be realized or intended to be sold or consumed in the normal operating cycle,
b) Held primarily for the purpose of trading,
c) Expected to be realized within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A liability is classified as current when it is:
a) Expected to be settled in normal operating cycle,
b) Held primarily for the purpose of trading,
c) Due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities respectively.
Operating cycle: Operating cycle of the Group is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has identified twelve months as its Operating cycle.

2.2 Foreign currencies

(i) Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (INR), which is the Group's functional and presentation currency. The Group determines its own functional currency (the currency of the primary economic environment in which the Group operates) and items included in the consolidated financial statements of the Group are measured using that functional currency.

(ii) Transactions and balances

Transactions in foreign currencies are initially recorded at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the Group's functional currency of the entity at the rates prevailing on the reporting date. Exchange differences that arise are recognised as income or expenses in the Statement of Profit and Loss.

(iii) Foreign operations

The assets and liabilities of foreign operations (subsidiaries, associates, joint arrangements) including goodwill and fair value adjustments arising on acquisition, and on disposal, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

2.3 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

(a) Sale of goods

Revenue is recognised when significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales agreement.

(b) Rendering of services

Revenue from a contract to provide services is recognised by reference to the stage of completion of the contract.

(c) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability.

2.4 Income recognition

(a) Interest income

For all financial instruments measured at amortised cost and interest bearing financial assets, interest income is recognised using the effective interest rate, which is the rate that discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired financial asset is recognised using the original effective interest rate.

(b) Dividend income

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

(c) Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group 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.

(d) Export Incentives

Export Incentives under various schemes are recognised as other operating income in the Statement of profit or loss, if the entitlements can be estimated and conditions precedents to the claim are fulfilled.

2.5 Taxes

(a) Current income tax

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

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

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, except:

– When the deferred tax liability arises from the initial recognition of Goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

– In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

– When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items outside the statement of profit and loss are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Minimum Alternate Tax ('MAT') credit entitlement is generally recognised as a deferred tax asset if it is probable (more likely than not) that MAT credit can be used in future years to reduce the regular tax liability.

2.6 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(a) Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the same is in line with inflation.

(i) Right of use of assets (ROU)

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

(ii) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of office spaces (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(b) Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the same is in line with inflation. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.7 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

– fair values of the assets transferred;

– liabilities incurred to the former owners of the acquired business;

– equity interests issued by the Group; and

– fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred. The excess of the

– consideration transferred;

– amount of any non-controlling interest in the acquired entity, and

– acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If these amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in Other Comprehensive Income and accumulated in equity as capital reserve, provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

Investments in Subsidiaries

The Group has accounted for its investment in subsidiaries, at cost less accumulated impairment as per Ind AS 27 wherein Consolidated financial statements are the financial statements of a Group in which the assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity.

2.8 Impairment of assets

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

Intangible assets under development is tested for impairment annually.

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

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

Goodwill is tested for impairment annually as at March 31 and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

For Investments, the Company assesses the fair value, if any, at each reporting date and recognizes the impairment loss in the event it is so required.

2.9 Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consists of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.10 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.11 Inventories

Cost of inventories have been computed to include all cost of purchases, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Raw materials and components, stores and spares and loose tools are valued at lower of cost and net realizable value. Costs are determined on weighted average basis.

Work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of work-in-progress and finished goods are determined on a weighted average basis.

Traded goods are valued at lower of the cost on a weighted average basis or net realisable value.

Scrap is valued at net realisable value.

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

2.12 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.

(i) Financial assets

(a) Initial recognition and measurement

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

(b) Subsequent measurement

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

1. Financial assets at amortised cost

Financial asset is measured at the amortised cost if both the following conditions are met:

– The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

– Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

2. Financial assets at fair value through profit and loss (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 at FVTPL. Debt instruments included within FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss. After initial measurement, such financial assets are subsequently measured at amortised cost.

3. Equity Investments measured at fair value through other comprehensive income (FVTOCI)

Equity investment is classified as at the FVTOCI if both of the following criteria are met:

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

– The asset's contractual cash flows represent SPPI.

Equity investments 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 movements of interest income, impairment losses & reversals and foreign exchange gain or loss are recognised 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 the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

(c) Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. For all equity instruments not held for trading, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the statement of profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

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

(d) Derecognition

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

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

– The Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group 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 Group 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 Group could be required to repay.

(e) Impairment

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

b) Lease receivables under Ind AS 17

c) 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 11 and Ind AS 18

d) Financial assets that are measured at FVTOCI

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. The application of simplified approach does not require the Group 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 Group determines whether there has been a significant increase in the credit risk since initial recognition. ECL is the difference between all contractual cash flows that are due to the Group 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 Group 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.

(ii) Financial liabilities

(a) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an ineffective hedge, 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 Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

(b) Subsequent measurement

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

Classification

The financial liabilities are classified in the following measurement categories:

1. Financial liabilities at fair value through profit or loss

All financial liabilities are recognised initially at fair value and are subsequently measured at amortized cost using the EIR method.

2. Financial liabilities at amortized cost

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. Gains and losses are recognised in the statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest charge over the relevant effective interest rate period. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash outflow (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

This is the category most relevant to the Group and generally applies to borrowings.

(c) 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..

(₹ lacs)

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

2.13 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the assets.

Capital work in progress is carried at cost, less any recognised impairment loss. Depreciation of these assets commences when the assets are substantially ready for their intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the asset will flow to the group and the cost of the asset can be measured reliably. All other repair and maintenance costs are recognised in Statement of Profit and Loss as incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro rata basis on the straight line method over the estimated useful lives of the assets which are in some cases higher and in some cases lower than the rates prescribed under Schedule II to the Companies Act, 2013 in order to reflect the actual usage of the assets.

Depreciation is provided using the straight line method (SLM) over the estimated useful lives of the assets is based on a technical evaluation and estimated by the Management is as follows:

Class of asset	Life of the asset
Leasehold Land	79 years
Factory Building	50 years
Buildings (Other than factory building)	60 years
Plant and equipment	20 years
Electric fittings	15 years
Furniture and fixtures	15 years
Office equipment	5 years
Vehicles	8 years
Computers	3 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount and recorded in profit and loss account.

2.14 Intangible assets

(i) Recognition and measurement

Identifiable intangible assets are recognised when the Group controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured. Intangible assets are stated at cost less accumulated amortization and impairments. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

(ii) Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Class of asset	Life of the asset
Computer software	10 years
Patent	15 years

2.15 The Company pursuant to a change in the accounting policy has adopted the fair valuation method for evaluation of the Property Plant & Equipment and Intanble assets

2.16 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.

(₹ lacs)

2.17 Employee Benefits

(i) 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 employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. 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 that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

(a) defined benefit plans such as gratuity; and

(b) defined contribution plans such as provident fund.

(a) Defined Benefit Plans - 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 calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(***b) Defined contribution plan***

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.18 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

– the profit attributable to owners of the Group;

– by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(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.

2.19 Exceptional items

When items of income or expense are of such nature, size or incidence that their disclosure is necessary the Group makes a disclosure of the nature and amount of such items separately under the head Exceptional Items.

(₹ lacs)

2.20 Provision and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Internal Management and the Board of Directors of the separate Companies who are responsible for allocating the resources, assess the financial performance and position of the Group and makes strategic decisions. 'The Group has identified one reportable segment "Pharma Packaging Research Solutions". Refer Note 37 for segment information presented.

2(b) Critical Estimates and Judgements

The preparation of Consolidated Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's 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.

i) Provisions and contingent liabilities

The Group exercises judgement in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

(₹ lacs)

3. PROPERTY, PLANT AND EQUIPMENT

	Freehold land	Leasehold land	Buildings	Plant and machinery	Vehicles	Electric Fitting	Furniture and fixtures	Office equipment	Total
Year ended March 31, 2022									
Gross Carrying Amount									
Carrying amount as at April 1, 2021	4,896.10	38.07	8,530.38	80,385.56	85.51	970.06	452.63	490.51	95,848.83
Additions	–	–	55.26	1,040.97	–	2.35	23.31	38.46	1,160.35
Disposals	–	–	–	(73.48)	(53.43)	–	–	–	(126.91)
At March 31, 2022	**4,896.10**	**38.07**	**8,585.63**	**81,353.05**	**32.08**	**972.41**	**475.94**	**528.98**	**96,882.27**
Accumulated depreciation and impairment, if any									
As at April 1, 2021	–	12.62	2,145.46	44,317.84	73.98	851.83	372.75	378.77	48,153.26
Charge for the year	–	0.47	176.27	3,306.23	1.00	24.38	20.00	49.60	3,577.96
Disposals	–	–	–	(1.47)	(50.76)	–	–	–	(52.23)
At March 31, 2022	**–**	**13.09**	**2,321.73**	**47,622.60**	**24.23**	**876.21**	**392.75**	**428.37**	**51,678.98**
Net Block at March 31, 2022	**4,896.10**	**24.98**	**6,263.90**	**33,730.45**	**7.85**	**96.21**	**83.19**	**100.61**	**45,203.29**
Year ended March 31, 2023									
Gross Carrying Amount									
Carrying amount as at April 1, 2022	4,896.10	38.07	8,585.63	81,353.05	32.08	972.41	475.94	528.98	96,882.27
Additions	–	–	22.14	1,935.61	–	–	8.20	20.11	1,986.06
Disposals	–	–	–	(6,619.63)	–	–	(0.17)	(3.30)	(6,623.10)
Revaluation	-	29,349.45	36,801.67	47,108.99	10.44	-	1,174.85	509.23	1,14,954.64
At March 31, 2023	**4,896.10**	**29,387.53**	**45,409.44**	**1,23,778.00**	**42.52**	**972.41**	**1,658.82**	**1,055.02**	**207,199.85**
Accumulated depreciation and impairment, if any									
As at April 1, 2022	–	13.09	2,321.73	47,622.60	24.23	876.21	392.75	428.37	51,678.98
Charge for the year	-	0.37	170.86	3,341.72	1.00	1.16	29.13	36.57	3,580.80
Disposals	-	-	-	(3,499.89)	-	-	-	-	(3,499.89)
Acc.Dep.on Revaluation	-	16,391.84	29,682.97	5,753.07	-	-	222.52	234.12	52,284.53
At March 31, 2023	**-**	**16,405.30**	**32,175.55**	**53,217.51**	**25.23**	**877.37**	**644.41**	**699.06**	**1,04,044.42**
Net Block at March 31, 2023	**4,896.10**	**12,982.22**	**13,233.89**	**70,560.50**	**17.29**	**95.05**	**1,014.42**	**355.96**	**103,155.42**

(i) Capital work-in-progress

The carrying value of capital work-in progress as at 31 March 2023 was ₹72.97 lacs (31 March 2022: ₹69.75 lacs)

(ii) Right of Use Assets

Represents the leased premises of the godowns at Khed plant.

(iii) Assets pledged as security

Refer Note 13(a) and 13(b) for details of the assets pledged as security.

(₹ lacs)

4 INVESTMENT PROPERTY

	Building
Year ended March 31, 2022	
Gross carrying amount	
Carrying amount as at April 1, 2021	84.70
Additions	–
Disposals	–
At March 31, 2022	**84.70**
Accumulated depreciation and impairment, if any	
As at April 1, 2021	21.59
Charge for the year	3.02
Disposals	–
At March 31, 2022	**24.61**
Net block at March 31, 2022	**60.09**
Year ended March 31, 2023	
Gross carrying amount	
Carrying amount as at April 1, 2022	84.70
Additions	–
Disposals	84.70
At March 31, 2023	**–**
Accumulated depreciation and impairment, if any	
As at April 1, 2022	24.61
Charge for the year	1.20
Disposals	25.81
At March 31, 2023	**–**
Net block at March 31, 2023	**–**

Notes:

(i) Information regarding income and expenditure of investment property:

	31 March 2023	31 March 2022
Rental income derived from investment properties	–	–
Direct operating expenses (including repairs and maintenance) generating rental income	–	–
Direct operating expenses (including repairs and maintenance) that did not generate rental income	(1.36)	(2.72)
(Loss)/Profit arising from investment properties before depreciation and indirect expenses	**(1.36)**	**(2.72)**
Less : Depreciation	(1.20)	(3.02)
(Loss)/Profit arising from investment properties before indirect expenses	**(2.56)**	**(5.74)**

(ii) The Company's investment property at Bandra was not leased out throughout the year.

As at 31 March 2023 and 31 March 2022, the fair values of the properties are based on valuations performed by an accredited independent valuer, who is a specialist in valuing these types of investment properties.

(iii) The Company has no restrictions on the realisability of its investment properties. Further, the Company has no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

(₹ lacs)

(iv) Fair value of the investment properties are as under:

Fair value	**Building**
Balance as at 1 April 2021	878.16
Fair value movement for the year	18.96
Sales at fair value	–
Balance as at 31 March 2022	**897.12**

Description of valuation techniques used and key inputs to valuation on investment properties:

Particulars	Valuation techniques	Fair value hierarchy	Fair Value	
			31 March 2023	31 March 2022
Flat at Bandra (West), Mumbai	Fair market value	Level 2	–	897.12

Fair value note as per valuation report of accredited valuer

The strengths and weakness of the said property, the environmental conditions, prevailing market conditions in the nearby locality and other relevant factors have been taken into account in carrying out the exercise of valuation.

5 INTANGIBLE ASSETS

	Patents & trademarks	**Software**	**Total**
Year ended March 31, 2022			
Gross Carrying Amount			
Carrying amount as at April 1, 2021	1,965.73	8,621.91	10,587.64
Additions	–	10.80	10.80
Disposals	–	(7,382.04)	(7,382.04)
Exchange differences	–	108.76	108.76
At March 31, 2022	**1,965.73**	**1,359.43**	**3,325.16**
Accumulated depreciation and impairment, if any			
As at April 1, 2021	900.99	8,079.66	8,980.65
Charge for the year	136.07	208.12	344.18
Disposals	–	(7,382.04)	(7,382.04)
Exchange differences	–	107.21	107.21
At March 31, 2022	**1,037.06**	**1,012.95**	**2,050.01**
Net Block at March 31, 2022	**928.67**	**346.48**	**1,275.15**
Year ended March 31, 2022			
Gross Carrying Amount			
Carrying amount as at April 1, 2022	1,965.73	1,359.43	3,325.16
Additions	–	9.09	9.09
Disposals	(767.72)	–	(767.72)
Revaluation	622.69	557.26	1,179.96
At March 31, 2023	**1,820.70**	**1,925.79**	**3,746.49**
Accumulated depreciation and impairment, if any			
As at April 1, 2022	1,037.06	1,012.95	2,050.01
Charge for the year	135.33	45.56	180.89
Disposals	–	–	–
Acc.Dep.on Revaluation	–	265.69	265.69
At March 31, 2023	**1,172.39**	**1,324.20**	**2,496.59**
Net Block at March 31, 2023	**648.31**	**601.59**	**1,249.90**

(₹ lacs)

6 FINANCIAL ASSETS

(a) INVESTMENTS

	31 Mar 23		31 Mar 22	
	Nos.	Amount	Nos.	Amount
Non-Current				
Investment in equity shares (unquoted) (fully paid-up)				
The Cosmos Co-operative Bank Limited (of ₹100 each)	1000	1.00	1000	1.00
The Cosmos Co-operative Bank Limited (of ₹100 each)	20000	20.00	–	–
Janata Sahakari Bank Limited (of ₹100 each)	10000	10.00	–	–
The Vishweshwar Sahakari Bank Limited (of ₹50 each)	19900	9.95	–	–
The Maharashtra State Co-operative Bank Limited (of ₹1000 each)	20000	200.00	–	–
Share application money with Cosmos Bank		4.98	–	–
		245.93		**1.00**
Aggregate amount of unquoted investments		245.93		1.00
Aggregate amount of impairment in the value of investments		–		–

(b) TRADE RECEIVABLES - BILLED - CURRENT

	31 Mar 23	31 Mar 22
Trade receivables - Billed	19,038.48	22,418.86
Less: Allowance for doubtful trade receivables - Billed	(727.72)	(1,108.94)
Considered good	18,310.76	21,309.92
Trade receivables - which have significant increase in credit risk	202.41	124.70
Trade receivables - Credit impaired	273.87	566.15
	18,787.03	**22,000.78**

Ageing for trade receivables – Billed - current outstanding as at March 31, 2023:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Undisputed trade receivables							
– considered good	11,146.97	6,926.68	863.75	55.99	15.06	20.77	19,029.21
– which have significant increase in credit risk	–	177.27	4.37	4.94	6.09	9.73	202.41
– credit impaired	–	2.48	2.53	14.73	11.29	22.17	53.19
Disputed trade receivables							
– considered good	–	–	–	9.82	0.44	–	10.27
– which have significant increase in credit risk	–	–	–	–	–	–	–
– credit impaired	–	–	–	–	129.47	91.20	220.67
	11,146.97	7,106.42	870.65	85.48	162.36	143.87	19,515.75
Less: Allowance for doubtful trade receivables - Billed							(727.72)
							18,788.03

(₹ *lacs*)

Ageing for trade receivables – Billed - current outstanding as at March 31, 2022:

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Undisputed trade receivables							
– considered good	12,994.04	8,133.00	524.79	724.92	40.32	1.78	22,418.86
– which have significant increase in credit risk	64.59	47.10	12.73	0.29	–	–	124.70
– credit impaired	1.40	11.29	89.90	185.57	52.16	103.50	443.81
Disputed trade receivables							
– considered good	–	–	–	–	–	–	–
– which have significant increase in credit risk	–	–	–	–	–	–	–
– credit impaired	–	–	–	–	8.13	114.21	122.34
	13,060.03	8,191.38	627.43	910.78	100.61	219.49	23,109.72
Less: Allowance for doubtful trade receivables - Billed							(1,108.94)
							22,000.78

(c) CASH AND CASH EQUIVALENTS

	31 Mar 23	31 Mar 22
Balances with banks		
In current accounts	2,342.42	804.32
In deposit accounts (maturity less than 3 months)	–	579.84
Cash on hand	103.26	26.70
Remittances in transit	1.40	5.00
	2,447.08	**1,415.87**

(d) OTHER BALANCES WITH BANKS

Deposit accounts (maturity less than 12 months)	2.40	1,976.60
Earmarked deposits with banks	626.00	604.81
Earmarked balances on unclaimed dividend account	7.71	9.92
	636.12	**2,591.33**

(e) OTHER FINANCIAL ASSETS

Non-Current		
Interest receivable	–	1.23
Security deposits	406.38	292.44
Term deposits (with maturity more than 12 months)	50.00	50.00
Other receivable		
– Deposits with various agencies	4.46	248.02
– Deposit with Banks		
– The Cosmos co–operative Bank Limited	3,000.00	–
– Janata Sahakari Bank Limited	3,000.00	–
– The Vishweshwar Sahakari Bank Limited	1,500.00	–
	7,931.72	**591.69**
Current		
Interest receivable	22.99	47.78
Other receivable	29.75	9.19
	52.73	**56.97**

(₹ lacs)

7 OTHER ASSETS

	Notes	31-Mar-23	31-Mar-22
Non-current			
Capital advances	See note (i)	11,445.87	11,326.74
Gratuity		35.78	–
Other receivables		39.99	91.06
		11,521.64	**11,417.80**
Current			
Advance to suppliers		1,803.69	1,527.50
Advance to employees		3.42	116.76
Balance with customs, GST and sales tax authorities		1,359.83	371.85
Prepaid expenses		259.54	326.88
Other receivables		–	9.51
		3,436.48	**2,352.50**

(i) Capital advances to related parties are disclosed as part of note 35 - Related party disclosures and refer note 7 of standalone financial statements.

8 DEFERRED TAX

	Deferred tax assets		Deferred tax liabilities		Net deferred tax asset / (liabilities)	
	31 Mar 23	**31 Mar 22**	**31 Mar 23**	**31 Mar 22**	**31 Mar 23**	**31 Mar 22**
Property, plant and equipment	10.80	–	(3,545.62)	(7,718.30)	(3,534.82)	(7,718.30)
Unabsorbed loss	–	–	–	–	–	–
Provisions	315.00	293.21	–	–	315.00	293.21
Investments	–	8,145.00	–	–	–	8,145.00
Receivables and advances / payables	77.10	10,669.79	–	–	77.10	10,669.79
Disallowances u/s 43B of Income Tax Act & other disallowances	19.76	–	–	–	19.76	–
	422.67	**19,108.00**	**(3,545.62)**	**(7,718.30)**	**(3,122.96)**	**11,389.70**

(i) Movement in temporary differences for the year ended March 31, 2022

	01-Apr-21	Recognised in: Profit or loss	Recognised in: OCI	Recognised in: Exchange differences / Adjustments	31 Mar 22
Property, plant and equipment	(8,193.50)	475.20	–	–	(7,718.30)
Unabsorbed loss	–	–	–	–	–
Provisions	294.42	15.46	(19.95)	3.28	293.21
Investments	8,073.00	72.00	–	–	8,145.00
Receivables and advances / payables	10,724.06	(54.27)	–	–	10,669.79
	10,897.98	**508.39**	**(19.95)**	**3.28**	**11,389.70**

(₹ lacs)

(ii) Movement in temporary differences for the year ended March 31, 2023

	01-Apr-22	Recognised in Profit or loss	Recognised in OCI	Recognised in Exchange differences / Adjustments	31 Mar 23
Property, plant and equipment	(7,718.30)	4,183.48	–	–	(3,534.82)
Unabsorbed loss	–	–	–	–	–
Provisions	293.21	(351.04)	0.90	371.93	315.00
Investments	8,145.00	(8,145.00)	–	–	–
Receivables and advances / payables	10,669.79	(10,427.56)	–	(165.14)	77.10
Disallowances u/s 43B of Income Tax Act & other disallowances	–	226.55	–	(206.79)	19.76
	11,389.70	**(14,513.56)**	**0.90**	**0.00**	**(3,122.96)**

(iii) Unrecognised deferred tax assets

	31 Mar 23	31 Mar 22
Unabsorbed loss*	20,279.72	91,677.19
Unabsorbed depreciation	24,882.57	26,837.53

**Includes long term capital losses of ₹15,582.46 lacs*
The losses can be carried forward for a period of 8 years and unabsorbed depreciation without any time limit.

9 INVENTORIES

(at lower of cost or net realisable value)		
Raw materials	4,607.69	9,229.11
Stores and consumables	466.16	365.25
Work-in-progress	1,580.13	1,287.14
Finished goods	1,755.12	2,760.87
	8,409.10	**13,642.37**
Included in inventories goods in transit as follows:		
Finished goods	719.18	1,322.47
	719.18	**1,322.47**

10 SHARE CAPITAL

[a] Authorised share capital

	Equity shares of ₹ 10 each (PY ₹ 10 each)		Redeemable preference shares of ₹ 10 each (PY ₹ 10 each)	
	No. of shares	Amount	No. of shares	Amount
As at 1-Apr-2021	40,000,000	4,000.00	5,000,000	500.00
Increase during the year	–	–	–	–
As at 31-Mar-2022	40,000,000	4,000.00	5,000,000	500.00
Increase during the year	–	–	–	–
As at 31-Mar-2023	40,000,000	4,000.00	5,000,000	500.00

(₹ lacs)

[b] Issued equity share capital

	Equity shares of ₹ 10 each (PY ₹ 10 each)	
	No. of shares	**Amount**
As at 1-Apr-2021	23,545,231	2,354.52
Change during the year	–	–
As at 31-Mar-2022	23,545,231	2,354.52
Change during the year	–	–
As at 31-Mar-2023	23,545,231	2,354.52

Terms / rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees,if any. During the year ended 31 March 2023, the amount of per share dividend recognized as distributions to equity shareholders was NIL (31 March 2022 : NIL). In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

[c] Details of shareholders holding more than 5% of the aggregate shares in the Company:

Equity shares of (face value: ₹10 each)

	31 Mar 23		31 Mar 22	
	No. of shares	**% of total equity shares**	**No. of shares**	**% of total equity shares**
Mohan H. Bhandari	5,856,489	24.9%	5,856,489	24.9%
Monument Pte. Ltd.	3,871,428	16.4%	3,871,428	16.4%
Guttikonda Vara Lakshmi	1,876,525	8.0%	–	0.0%
Rakesh R. Jhunjhunwala	–	0.0%	1,735,425	7.4%
Nutan M. Bhandari	1,205,122	5.1%	1,205,122	5.1%

[d] Disclosure of Shareholding of Promoters

Name of Promoter	Mohan H. Bhandari	Nutan M. Bhandari	Ankita J. Kariya	Total
As at 31-03-2023				
No. of shares	5,856,489	1,205,122	5,000	7,066,611
% of shares (a)	24.9%	5.1%	0.0%	30.0%
As at 31-03-2022				
No. of shares	5,856,489	1,205,122	5,000	7,066,611
% of shares (b)	24.9%	5.1%	0.0%	30.0%
% change during the year (a-b)	0.0%	0.0%	0.0%	0.0%
As at 31-03-2021				
No. of shares	5,856,489	1,205,122	5,000	7,066,611
% of shares (c)	24.9%	5.1%	0.0%	30.0%
% change during the year (b-c)	0.0%	0.0%	0.0%	0.0%

(₹ lacs)

11 OTHER EQUITY

	31 Mar 23	31 Mar 22
Securities premium reserve	51,034.41	51,034.41
Capital redemption reserve	271.63	271.63
Reserve on consolidation	2,585.18	2,585.18
General reserve	11,748.39	11,748.39
Revaluation Reserve	32,428.03	–
Exchange difference on foreign exchange translation reserve	547.16	387.68
Retained earnings	(47,904.44)	(60,867.59)
	50,710.36	**5,159.71**

(i) Securities premium reserve

Security Premium Reserve has been created in earlier years on issue of shares at a premium and is utilised in accordance with the provisions of the Act.

Balance at the beginning of the year	51,034.41	51,034.41
Movement during the year	–	–
Balance at the end of the year	**51,034.41**	**51,034.41**

(ii) Capital redemption reserve

Capital redemption reserve has been created on account of redemption of cumulative preference shares in earlier years.

Balance at the beginning of the year	271.63	271.63
Movement during the year	–	–
Balance at the end of the year	**271.63**	**271.63**

(iii) Reserve on consolidation

Balance at the beginning of the year	2,585.18	6,084.89
Movement during the year	–	–
Transferred to retained earnings	–	(3,499.71)
Balance at the end of the year	**2,585.18**	**2,585.18**

(iv) General reserve

Balance at the beginning of the year	11,748.39	11,748.39
Movement during the year	–	–
Balance at the end of the year	**11,748.39**	**11,748.39**

(v) Revaluation reserve

Balance at the beginning of the year	–	–
Movement during the year	32,428.03	–
Balance at the end of the year	**32,428.03**	**–**

represents 51% of CIL revaluation reserve

(₹ lacs)

(vi) Exchange difference on foreign currency translation reserve

	Notes	31 Mar 23	31 Mar 22
Balance at the beginning of the year		387.68	594.13
Movement during the year		159.48	93.88
Transferred to retained earnings		0.00	(300.33)
Balance at the end of the year		**547.16**	**387.68**

(vii) Retained earnings

		31 Mar 23	31 Mar 22
Balance at the beginning of the year		(60,867.59)	(63,457.08)
Net profit for the year		1,504.62	(1,259.08)
Other comprehensive income for the year		(50.05)	52.42
Adjustments effected in retained earnings		11,508.58	3,796.16
Less: Appropriation			
Non controlling interest		–	–
Balance at the end of the year		**(47,904.44)**	**(60,867.59)**

12 Non Controlling interest (NCI)

The Group has only one subsidiary thas has NCI which is Caprihans India Limited (51%). Refer Note 36 for the financials.

13 FINANCIAL LIABILITIES

(a) NON-CURRENT BORROWINGS

	Notes	31 Mar 23	31 Mar 22
Secured	See note (i)&(ii)		
(i) Rupee term loans - From banks		50,539.70	15,170.60
(ii) Rupee term loans - From financial institutions and others		–	26,629.95
Unsecured	See note (i)		
(i) Rupee Term loans - From a bank		–	4,475.00
(ii) Rupee Term loans - From CSIR		751.97	751.97
(iii) Deferred sales tax loan		159.28	265.26
Non Convertible Debentures (Zero Coupon Bonds)		–	6,392.94
		51,450.95	**53,685.72**

(i) Refer Annexure A to the Notes to the Consolidated financial statements.
(ii) The term loans from Consortium banks are secured by charge on the fixed assets of the company.

(b) CURRENT BORROWINGS

	Notes	31 Mar 23	31 Mar 22
Secured			
– Working capital loans from banks	See note (i)&(ii)	1,301.81	2,698.60
Unsecured			
– Fixed deposits from Public	See note (iii)	10,959.79	12,608.19
		12,261.60	**15,306.79**

(i) The working capital loans from banks include cash credit facility which are renewed annually.
This facility carries an interest rate @ 10.70% p.a. (floating)
(ii) The working capital loans are secured by first pari passu charge on current assets of the company.
(iii) Public Fixed Deposits carries interest @9.55% to 11.75% p.a.

(₹ lacs)

(c) OTHER FINANCIAL LIABILITIES

	Notes	31 Mar 23	31 Mar 22
Non-current			
Capital creditors		–	1,718.40
		–	**1,718.40**
Current			
Interest accrued on borrowings		0.49	266.56
Employees payables		349.03	381.46
Unpaid dividend		7.71	9.92
Outstanding liability for expenses		1,155.53	486.70
Other payables and acceptances		746.04	5,220.52
		2,258.79	**6,365.16**
(d) LEASE LIABILITIES			
Non - current		123.59	–
Godown		**123.59**	**–**
Current		25.06	–
Godown		**25.06**	**–**
(e) TRADE PAYABLES			
Current			
Trade Payables		14,382.29	16,511.54
Trade Payables to Micro, Small and Medium Enterprises	See note 34	1,174.97	299.04
		15,557.26	**16,810.58**

Ageing for trade payables outstanding as at March 31, 2023:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Trade payables						
MSME	373.43	531.47	0.01	–	0.14	905.06
Others	8,190.10	6,064.84	13.15	12.59	101.20	14,381.88
Disputed dues - MSME	89.17	180.54	0.21	–	–	269.91
Disputed dues - Others	–	–	–	–	–	–
	8,652.70	6,776.85	13.38	12.59	101.34	15,556.85

Ageing for trade payables outstanding as at March 31, 2022:

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
Trade payables						
MSME	83.89	105.61	–	–	0.05	189.54
Others	6,973.69	8,743.33	455.23	18.02	321.27	16,511.54
Disputed dues - MSME	29.78	78.65	0.16	–	0.91	109.50
Disputed dues - Others	–	–	–	–	–	–
	7,087.36	8,927.59	455.39	18.02	322.23	16,810.58

(₹ lacs)

14 PROVISIONS

	31-Mar-23	31-Mar-22
Non-current		
Provision for employee benefits	370.47	882.32
	370.47	**882.32**
Current		
Provision for employee benefits	1,016.86	220.20
Other provisions	109.62	54.10
	1,126.48	**274.30**

15 OTHER LIABILITIES

Current		
Advance from customers	681.39	324.19
Statutory & others liabilities	1,000.95	600.73
	1,682.34	**924.92**

16 REVENUE FROM OPERATIONS

	For the year ended on	
	31-Mar-23	31-Mar-22
Revenue from sale of products		
Sale of products	94,942.16	81,474.41
	94,942.16	**81,474.41**
Revenue from rendering services		
Sale of services	1,521.69	1,823.91
	1,521.69	**1,823.91**
Other operating income		
Sale of scrap and others	1,688.53	1,171.98
	1,688.53	**1,171.98**
	98,152.39	**84,470.30**

17 OTHER INCOME

Interest on deposits and others	92.95	142.68
Dividend income	0.08	0.16
Profit on Assets Sold / Discarded	–	650.69
Rental Income	90.98	84.05
Exchange differences (net)	54.21	130.90
Duty drawback	9.80	12.31
Liabilities written back	779.13	407.10
Miscellaneous income	4.53	30.02
	1,031.68	**1,457.91**

(₹ lacs)

18 COST OF CONSUMPTION AND TRADED GOODS SOLD

	Notes	For the year ended on 31 Mar 23	For the year ended on 31 Mar 22
Inventory at the beginning of the year		9,229.11	6,558.52
Add: Purchases		66,355.49	63,408.05
Less: Inventory at the end of the year		(4,607.69)	(9,229.11)
Cost of raw materials consumed		**70,976.90**	**60,737.46**

19 CHANGE IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS

Inventory at the end of the year		
– Finished goods	1,755.12	2,760.87
– Work-in-progress	1,580.13	1,287.14
	3,335.25	**4,048.01**
Inventory at the beginning of the year		
– Finished goods	2,760.87	1,927.10
– Work-in-progress	1,287.14	1,271.58
	4,048.01	**3,198.68**
Net (increase) / decrease in inventories	**712.77**	**(849.34)**

20 EMPLOYEE BENEFITS EXPENSE

Salaries, wages and bonus	5,464.18	5,103.07
Contribution to provident and other funds	380.59	452.51
Staff welfare expenses	413.88	371.23
	6,258.65	**5,926.81**

21 OTHER EXPENSES

Manufacturing Expenses		
Consumables, spares and loose tools	513.40	560.87
Power and fuel	4,284.48	3,435.25
Freight & forwarding charges	3,348.08	2,905.15
Sub-contracting expenses	695.30	747.02
Factory expenses	248.78	226.28
Job work charges	866.85	827.61
	9,956.88	8,702.18
Selling and Distribution Expenses		
Sales commission	1,032.92	1,033.62
Advertising and sales promotion	84.15	94.17
Allowances for doubtful debts and advances	38.94	10.41
Bad debts / advances written off	81.75	1.16
	1,237.76	1,139.36

(₹ lacs)

	Notes	For the year ended on 31 Mar 23	31 Mar 22
Other Expenses			
Rent		146.30	172.44
Rates and taxes		45.66	19.46
Repairs & Maintenance			
– Building		84.70	62.68
– Plant and machinery		384.51	355.24
– Others		100.60	71.82
Insurance		247.97	178.92
Communication expenses		61.50	50.26
Travelling and conveyance		305.83	168.92
Printing and stationery		60.47	42.45
Legal and professional expenses		1,003.20	924.86
Payment to Auditors	See note (i)	74.10	55.25
License & Registration expenses		124.60	61.14
Donations		–	1.00
Miscellaneous expenses		702.07	606.90
Net Loss on disposal of Assets		0.24	–
		3,341.73	2,771.33
		14,536.37	**12,612.87**

(i) Includes ₹59.20 lacs (31 March 2022: Rs.40.36 lacs) paid to subsidiary auditors.

22 FINANCE COSTS

		31 Mar 23	31 Mar 22
Interest		3,275.97	2,463.18
Unwinding of present value and effect of changes in discount rate		2,435.52	4,252.85
Bank charges and commission		288.94	177.22
		6,000.42	**6,893.25**

23 DEPRECIATION AND AMORTIZATION EXPENSE

		31 Mar 23	31 Mar 22
Depreciation on property, plant and equipment		3,580.81	3,577.96
Amortisation of intangible assets		180.89	344.18
Depreciation on investment property		1.20	3.02
Lease depreciation		18.58	-
		3,781.48	**3,925.16**

24 EXCEPTIONAL ITEMS GAIN / (LOSS)

	Notes	31 Mar 23	31 Mar 22
Gain on One Time Settlement (OTS) with Banks	See note (a) (i)	16,237.15	
Present value loss on OTS	See note (a) (ii)	(4,717.28)	–
Liabilities for advances and others written back / (written off)	See note (b)	(453.35)	(356.78)
Assets Impaired		(3,119.66)	
Gain/(loss) on settlement with capital creditors		(144.55)	3,252.08
Gain on sale of property plant and equipment	See note (c)	711.12	
Gain on One Time Settlement (OTS) with Banks	See note (a) (iii)	14,177.04	
		22,690.46	**2,895.30**

(₹ lacs)

a Gain on One Time Settlement (OTS) with Banks
(i) Is the gain on the final settlement of the Bank loans net of transaction cost and expenses.
(ii) Accordingly, the company has recognized the present value loss on this OTS.
(iii) Is the restatement as per Ind AS 103 - Business Combination

b Liabilities for advances and others written back / (written off) includes
(i) Loss on revaluation of stock
(ii) Interest no longer payable written back
(iii) Margin reversal on sales return

c Gain on sale of property plant and equipment
(i) Is the gain on sale of investment property

25 INCOME TAX

[a] Income tax expense is as follows:

	For the year ended on	
	31 Mar 23	**31 Mar 22**
Statement of profit and loss		
Current tax:		
Current tax on profits for the year	17.39	539.68
Total current tax expense	**17.39**	**539.68**
Adjustment in tax relating to earlier years	**56.14**	**(17.88)**
Deferred tax:		
Deferred tax expense / (income)	14,513.56	(508.39)
Total deferred tax expense / (benefit)	**14,513.56**	**(508.39)**
Income tax expense	**14,587.09**	**13.41**
Other comprehensive income		
Deferred tax related to OCI items:		
– On loss / (gain) on remeasurements of defined benefit plans	0.90	(19.95)
	0.90	**(19.95)**
Total Tax expense / (benefit)	**14,586.19**	**33.36**

[b] Reconciliation of tax expense and the accounting profit computed by applying the Income tax rate:

Profit/(loss) before exceptional items and tax	(3,082.53)	(3,318.02)
Other comprehensive income before tax	(96.58)	77.14
Total comprehensive income before tax	(3,179.11)	(3,240.88)
Tax rate in India (%)	26.00%	26.00%
Expected Income Tax expense	(826.57)	(842.63)
Tax effect of adjustments in calculating taxable income:		
Timing difference for effect of tax considered in earlier year	–	(169.09)
Income tax adjustments (earlier years)	56.14	(0.28)
Expenses not deductible	84.51	1,867.96
Loss in respect of Deferred tax assets not recognised for the year	180.21	(383.46)
Effect of tax rate difference of earlier year temporary difference	2,906.25	(564.42)
Reversal of deferred tax on account of change in earlier year temporary differences	8,145.00	(72.00)
Other adjustments	3,323.91	198.92
Other tax allowances	717.22	15.03
Effect of income tax on OCI	0.90	(16.67)
Income tax expense	**14,587.57**	**33.36**

(₹ lacs)

26 EARNING PER SHARE

Basic earning per share (face value of ₹10 each)	**6.39**	**(5.35)**
Diluted earning per share (face value of ₹10 each)	**6.39**	**(5.35)**
– Profit attributable to the equity share holders of the Company used in calculating basic earning per share	1,504.62	(1,259.08)
– Weighted average number of shares used as denominator in calculating basic earning per share (in Nos.)	23,545,231	23,545,231

27 FINANCIAL RISK MANAGEMENT

The Group is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risks, which may adversely impact the fair value of its financial instruments. The Group has a risk policy which coveres the risks associated with financial assets and liabilities. The Group assesses the unpredictability of the financial environment and focuses to mitigate potential adverse effects on the financial performance of the Group.

Credit risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Group result in material concentration of credit risk.

-Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹11,313.58 lacs and ₹4,656.86 lacs as at March 31, 2023 and 2022, respectively, being the total of the carrying amount of balances with banks, bank deposits, investments excluding trade receivables.

The Group's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding trade receivable as at March 31, 2023 and March 31, 2022.

The allowance for lifetime expected credit loss on trade receivables for the years ended March 31, 2023 and 2022 was ₹ (260.53) lacs and ₹.(164.86) lacs, respectively. The reconciliation of allowance for doubtful trade receivables is as follows:

	31-Mar-23	**31-Mar-22**
Balance at the beginning of the year	1,108.94	1,285.37
Change during the year	(260.53)	(164.86)
Allowances for doubtful debts and advances	(38.94)	(10.41)
Bad debts / advances written off	(81.75)	(1.16)
Balance at the end of the year	727.72	1,108.94

(₹ lacs)

Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group is under liquidity stress and is not able to meet its obligations in a timely manner. The Group regularly monitors the rolling forecasts to assess its cash flow requirements to meet operational needs.

The tables below provide details regarding the contractual maturities of significant financial liabilities as at:

	Due in 1 year	Due in 1 to 5 years	Due after 5 years	Total
31-Mar-23				
Non-derivative financial liabilities				
Borrowings	2,053.78	20,115.79	36,884.21	59,053.78
Trade payables	15,557.27	–	–	15,557.27
Lease liability	25.06	123.59	–	148.65
Capital creditors	–	–	–	–
Total	**17,636.11**	**20,239.38**	**36,884.21**	**74,759.70**
31-Mar-22				
Non-derivative financial liabilities				
Borrowings*	53,162.87	18,363.67	–	71,526.54
Trade payables	16,838.50	–	–	16,838.50
Capital creditors	1,718.40	–	–	1,718.40
Total	**71,719.77**	**18,363.67**	**–**	**90,083.44**

**Borrowings do not include the effect of PV unwinding*

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, price and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

– Foreign currency risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the Group.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

The Group has a natural hedge as it imports raw material and exports goods . Further, any movement in the functional currency of the various operations of the Group against major foreign currencies may impact the Group's revenue in international business.

The foreign exchange rate sensitivity is calculated by aggregation of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift of all the currencies by 10% against the functional currency of the Group.

The following table sets forth information relating to unhedged foreign currency exposure in ₹Lacs as at March 31, 2023:

	SGD	USD	EUR	GBP	Others
Financial Assets - Trade and other receivables	–	4,271.42	476.46	304.11	7.60
Financial Liabilities - Trade and other payables	–	4,397.68	459.29	3.01	698.76

10% appreciation / depreciation of the functional currency of the Group with respect to various foreign currencies would result in increase / decrease in the Group's profit before taxes by approximately ₹49.92 lacs for the year ended March 31, 2023.

The following table sets forth information relating to unhedged foreign currency exposure in ₹Lacs as at March 31, 2022 :

	SGD	USD	EUR	GBP	Others
Financial Assets - Trade and other receivables	–	3,938.53	277.55	39.30	24.78
Financial Liabilities - Trade and other payables	1,718.40	5,631.24	1,003.06	11.49	640.25

10% appreciation / depreciation of the functional currency of the Group with respect to various foreign currencies would result in increase / decrease in the Group's profit before taxes by approximately ₹473.43 lacs for the year ended March 31, 2022.

(₹ lacs)

– Interest rate risk

The Group's borrowings are primarily fixed rate borrowings.

28 FAIR VALUE MEASUREMENTS

(1) Financial instruments by category

The carrying value of financial instruments by categories as at March 31, 2023 is as follows:

	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVTOCI)	Amortised Cost	Total carrying value
Financial assets				
Investments (other than in subsidiary)	245.93	–	–	245.93
Other financial assets - Security deposit	–	–	406.38	406.38
Term deposits (with maturity more than 12 months)	–	–	20.88	20.88
Interest and other receivable	–	–	7,557.19	7,557.19
Trade receivables - billed	–	–	18,787.03	18,787.03
Cash and cash equivalents	–	–	2,447.08	2,447.08
Bank balances	–	–	636.12	636.12
	245.93	**–**	**29,854.68**	**30,100.61**
Financial liabilities				
Borrowings	–	–	63,712.55	63,712.55
Trade payables	–	–	15,557.26	15,557.26
Lease liailities	–	–	148.65	148.65
Other financial liabilities	–	–	2,258.79	2,258.79
	–	**–**	**81,677.26**	**81,677.26**

The carrying value of financial instruments by categories as at March 31, 2022 is as follows:

	Fair value through profit or loss (FVTPL)	Fair value through other comprehensive income (FVTOCI)	Amortised Cost	Total carrying value
Financial assets				
Investments (other than in subsidiary)	1.00	–	–	1.00
Other financial assets - Security deposit	–	–	292.44	292.44
Term deposits (with maturity more than 12 months)	–	–	50.00	50.00
Interest and other receivable	–	–	306.22	306.22
Trade receivables - billed	–	–	22,000.78	22,000.78
Cash and cash equivalents	–	–	1,415.87	1,415.87
Bank balances	–	–	2,591.33	2,591.33
	1.00	**–**	**26,656.64**	**26,657.64**
Financial liabilities				
Borrowings	–	–	68,992.51	68,992.51
Trade payables	–	–	16,810.58	16,810.58
Other financial liabilities	–	–	8,083.56	8,083.56
	–	**–**	**93,886.65**	**93,886.65**

(₹ lacs)

The carrying value of financial assets other than investments is approximate the fair value due to their nature and carrying value of financial liabilities which are subsequently measured at amortised cost also approximate the fair value due to their nature in each of the periods presented.

(2) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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

The following table summarises financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured at fair value on a recurring basis (but fair value disclosures are required):

		31-Mar-23	31-Mar-22
Financial assets	Level 1	–	–
Investments (other than in subsidiary)	Level 2	245.93	1.00
	Level 3	–	–

29 EMPLOYEE BENEFIT OBLIGATIONS

Defined Contribution plans

Contributions to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits, such as provident fund. Out of the total expenses recognised ₹213.57 lacs pertains to contribution to PF and ESIC which have been expensed under employee benefit expenses.

Defined Benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets (excluding interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

The Company provides gratuity benefit to its employees which is treated as defined benefit plans.

Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

Employee benefit plans consist of the following:

Gratuity

In accordance with Indian law, the Company operates a scheme of gratuity which is a defined benefit plan. The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The Company manages the plan through a trust and the fair value of the plan assets is deducted from the gross obligation.

The following table sets out the details of the defined benefit retirement plans and the amounts recognised in the financial statements:

(₹ lacs)

	31 Mar 23	31 Mar 22
Change in benefit obligations		
Present value of obligation as at the beginning of the year	2,073.14	1,420.44
Transfer in/(out)#	(761.29)	–
Interest expense	144.78	91.12
Contributions	–	–
Current service cost	173.47	115.03
Benefits paid	(104.13)	(125.75)
Gain/loss from change in demographic assumption	–	0.40
Gain/loss from change in financial assumption	(23.90)	(5.32)
Experience gain/loss	91.56	(1.05)
Remeasurements on obligation - (Gain) / Loss	3.63	(64.05)
Present value of obligation as at the end of the year	**1,597.26**	**1,430.81**
Change in plan assets		
Fair value of plan assets at the beginning of the year	796.55	848.77
Interest income	54.57	52.56
Contributions	24.97	11.52
Mortality charges and taxes	–	(5.02)
Benefits paid	(94.75)	(118.40)
Return on plan assets, excluding amount recognized in interest income - Gain / (Loss)	(25.29)	7.12
Fair value of plan assets at the end of the year	756.04	796.55
Actual return on plan assets	29.27	59.68
Funded status		
Deficit of plan assets over obligations	(841.22)	(634.26)
Surplus of plan assets over obligations	–	–
Category of assets		
Government bonds and securities	–	–
Insurer managed funds	756.04	796.55
Others	–	–
	756.04	796.55
Net periodic gratuity cost, included in employee cost consists of the following components:		
Service Cost	173.47	115.03
Net interest (Income) / Expense	90.22	38.57
Transfer in/(out)	(761.29)	–
Net periodic benefit cost recognised in the statement of profit & loss at the end of year	(497.60)	153.59
Remeasurement of the net defined benefit (asset) / liability:		
Actuarial (gains) and losses arising from changes in demographic assumptions	–	0.40
Actuarial (gains) and losses arising from changes in financial assumptions	(26.58)	(23.37)
Actuarial (gains) and losses arising from changes in experience adjustments	97.87	(47.05)
Remeasurement of the net defined benefit liability	**71.29**	**(70.02)**
Remeasurement - return on plan assets	(25.29)	7.12
	96.58	(77.15)

(₹ lacs)

The assumptions used in accounting for the defined benefit plan are set out below:

	Bilcare Limited - Standalone		Caprihans India Limited	
	31 Mar 2023	31 Mar 2022	31 Mar 2023	31 Mar 2022
Discount rate	7.50%	7.10%	7.45%	6.90%
Rate of increase in compensation levels of covered employees	10.00%	10.00%	10% p.a. for first two years, 6.5% p.a. thereafter	10% p.a. for first two years, 6.5% p.a. thereafter
Withdrawal rate	5.00%	5.00%	Upto 44 years 5%, above 44 years 7%	Upto 44 years 5%, above 44 years 7%
Expected rate of return on plan assets	7.10%	6.80%	–	–
Expected average remaining working lives of employee (in years)	12 years	11 years	16 years	5 years

Future mortality assumptions are taken in accordance with the Indian Assured Lives Mortality (2012-14) ultimate (IALM ult).

Sensitivity Analysis

The significant actuarial assumptions for the determination of the defined benefit obligations are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

If the discount rate increases / decreases by 1%, the defined benefit obligations would increase / (decrease) as follows:

	Bilcare Limited - Standalone		Caprihans India Limited	
	31 Mar 2023	31 Mar 2022	31 Mar 2023	31 Mar 2022
Increase by 1%	97.86	702.18	1,402.68	639.13
Decrease by 1%	110.91	820.66	1,594.83	710.84

If the expected salary growth increases / decreases by 1%, the defined benefit obligations would increase / (decrease) as follows:

Increase by 1%	108.72	803.31	1,576.60	710.23
Decrease by 1%	99.50	714.46	1,413.59	639.05

If the withdrawal rate increases / decreases by 1%/50%, the defined benefit obligations would increase / (decrease) as follows:

Increase by 1%	103.18	751.33	–	–
Decrease by 1%	104.71	764.60	–	–
Increase by 50%	–	–	1,491.71	673.92
Decrease by 50'%	–	–	1,494.34	672.00

If the mortality rate increases / decreases by 10%, the defined benefit obligations would increase / (decrease) as follows:

Increase by 10%	–	–	1,493.28	673.21
Decrease by 10%	–	–	1,493.45	673.18

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

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Expected future benefits payments

The expected benefits are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at March 31, 2023. The Company's expected contributions to post-employment benefit plans for the year ending 31 March 2024 is ₹876.99 lacs.

(₹ lacs)

The defined benefit obligations shall mature after the year ended March 31, 2023 as follows:

Year ending March 31,	Defined benefit obligations
Within the next 12 months	269.99
2-5 years	639.92
More than 5 years	1,879.75

30 BUSINESS COMBINATIONS

(a) Subsidiaries:

The Group's subsidiaries at 31 March 2023 are set out below. Unless otherwise stated, they have share capital that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by Group. The country of incorporation or registration is also their principal place of business.

Name of the Subsidiaries	Place of business / country of incorporation	Ownership interest held by the Group		Ownership interest held by the non-controlling interest	
		31 Mar 23	31 Mar 22	31 Mar 23	31 Mar 22
		%	%	%	%
Bilcare GCS Limited	United Kingdom	100.00	100.00	–	–
Bilcare Mauritius Limited	Mauritius	100.00	100.00	–	–
Bilcare GCS Inc.	United States of America	100.00	100.00	–	–
Bilcare GCS Ireland Limited	Ireland	100.00	100.00	–	–
Bilcare Inc.	United States of America	100.00	100.00	–	–
Caprihans India Limited	India	51.00	51.00	49.00	49.00

(b) Acquisition of PPI division:

Caprihans India Limited (CIL) acquired the PPI (Pharma Packaging Innovation) division of Bilcare Limited on March 27, 2023 as a business undertaking on a going concern basis by way of a Business Transfer Agreement for a net purchase consideration of ₹21,300 lacs by issue of 21,30,00,000 0.1% Non-Cumulative, Non-Participating Redeemable Preference Shares of ₹10/- each (face value). The said transaction has been accounted for under common control as per Ind AS-103 (Business Combinations), based on which the carrying value of assets amounting to ₹59,161.57 lacs and liabilities amounting to ₹84,534.68 lacs have been taken over and consequently Capital Reserve of ₹46,673.11 lacs has been recorded on acquisition in the books of CIL.

31 CONTINGENT LIABILITIES

Particulars	31-Mar-23	31-Mar-22
(a) Claims against the Company not acknowledged as debts:		
– Disputed Income Tax matters in Appeal	562.51	670.32
– Penal interest on delayed payment of TDS	726.45	651.78
– Excise Duty & Service Tax matters	267.23	188.52
– Rental legal disputed cases	499.61	436.23
– Liabilities written back on account of pending legal cases	2,457.82	3,287.67
b) In view of the repayment of the one time settlement of the bank loans, there is no contingent liability.		
– Long term borrowings	–	53,428.21
– Capital creditor	–	3,387.86
– Trade creditor	–	1,454.66

32 COMMITMENTS

Capital commitments

Estimated amount of contracts remaining to be executed (net of advances)	168.79	1,258.06

33 RESEARCH AND DEVELOPMENT EXPENDITURE

Capital expenditure	12.18	3.02
Revenue expenditure	169.83	299.21

(₹ lacs)

34 MICRO, SMALL AND MEDIUM ENTERPRISES

Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

	31 Mar 23	31 Mar 22
a) (i) Principal amount remaining unpaid	1,174.97	299.04
a) (ii) Interest amount remaining unpaid	23.16	16.51
b) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	–	–
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	46.68	15.52
d) Interest accrued and remaining unpaid	65.90	–
e) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	46.68	15.52

Note: Identification of micro and small enterprises is on the basis of intimation received from vendors

35 RELATED PARTY DISCLOSURES

Ultimate holding Company	Bilcare Limited
Key Management Personnel	Shreyans M. Bhandari (Chairman & Managing Director) (w.e.f. 01.07.2022)
	Mohan H. Bhandari (Chief Executive Officer) (w.e.f. 01.07.2022)
	Nilesh Tiwari (Chief Financial Officer)
	Prabhavi Mungee (Company Secretary)
Relatives of Key Management Personnel	Ankita J. Kariya
	Nutan M. Bhandari
	Kiran H. Bhandari
	Prakash H. Bhandari
	Ruchi Gothi
Other related parties	Juniper Health LLP

Disclosure of transactions between the Company and Related Parties and the status of outstanding balances as at 31st March, 2023:

Other related parties	Sale of Goods	–	407.54
	Purchase of Goods	–	14.99
	Commission paid	–	217.85
	Sales bill discounting availed	–	5,307.84
	Sales bill discounting repaid	–	3,003.69
	Outstanding as at the year end:		
	Trade receivables	–	172.04
	Sales bill discounting payable	–	2,304.15
Key management personnel	Remuneration	87.74	86.77
	Sitting Fees	9.90	8.40
	Capital advances	283.50	294.00
	Outstanding as at the year end:		
	Capital advances	11,378.16	11,094.66

(₹ *lacs*)

36 SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES AS PER COMPANIES ACT, 2013

Statement pursuant to Section 129 (3) of the Companies Act, 2013

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	Date of becoming subsidiary	Reporting Currency	Country	Equity Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Profit before Taxation	Provision for Taxation	Profit after Taxation	Other Comprehensive Income	Total Comprehensive Income	% of Share holding
1	Bilcare GCS Limited UK	2015	GBP	UK	0.95	228.55	308.64	79.14	–	2.18	0.41	1.77	5.28	7.04	100%
2	Bilcare Mauritius Limited	2010	USD	Mauritius	2,686.30	2,807.12	5,667.32	173.90	4,906.90	(179.35)	–	(179.35)	438.51	259.15	100%
3	Bilcare GCS Inc	2021	USD	USA	0.15	257.14	1,739.62	1,482.33	–	35.76	7.58	28.18	18.45	46.63	100%
4	Caprihans India Limited	2019	INR	India	1,313.40	52,607.26	139,133.73	85,213.07	244.93	10,532.72	3,356.77	7,175.95	(93.11)	7,082.83	51%
5	Bilcare GCS Ireland Limited	2020	EURO	Ireland	0.00	70.41	170.04	99.63	–	80.43	9.40	71.03	4.68	75.72	100%
6	Bilcare Inc	2022	USD	USA	0.76	(0.59)	1.20	1.02	–	(0.63)	–	(0.63)	0.05	(0.58)	100%

Notes:

1 Exchange rates considered:

Currency	SGD	EURO	GBP	USD
Average rate	58.7472	83.7231	96.8271	80.3914
Closing Rate	61.7561	89.6076	101.8728	82.2169

Part "B": Associates and Joint Ventures - None

(₹ lacs)

37 SEGMENT INFORMATION

The Group is engaged mainly in Pharma Packaging Research Solutions & its products are covered under a one business segment as the primary segment hence, segment wise disclosure requirements of Ind AS 108 on Operating Segment is not applicable. However, in compliance to the said standard the geographical information is as under:

Particulars	31 Mar 23	31 Mar 22
a) Revenue from operations*		
Sale of products / services		
Within India	76,513.99	68,547.69
Outside India	21,638.40	15,922.61
	98,152.39	**84,470.30**

b) Non-current assets #		
Within India	1,16,824.93	58,636.74
Outside India	–	–
	1,16,824.93	**58,636.74**

**The Group did not have any revenue from a particular customer which exceeded 10% of total revenue for the year ended March 31, 2023 and 2022.*

 # Non current assets exclude financial assets, deferred tax assets and post employment benefit assets.

38

A. No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(a) Crypto Currency or Virtual Currency

(b) Benami Property held under Benami Transactions (Prohibition) Act, 1988 (45 of 1988)

(c) With struck off companies

(d) Registration of charges or satisfaction with Registrar of Companies beyond the statutory period.

(e) Relating to borrowed funds:

(i) Wilful defaulter

(ii) Utilisation of borrowed funds & share premium

(iii) Borrowings obtained on the basis of security of current assets

(iv) Discrepancy in utilisation of borrowings

B. Following disclosures are not applicable for consolidated financial statements as per Schedule III:

(a) Title deeds of immoveable properties

(b) Accounting ratios

39 Term Loan and Working capital facilities by banks

Bank of Maharashtra has sanctioned working capital facilities (Including fund based limits of ₹100 lacs) of ₹2275.00 lacs (31 March 2021 2275.00 lacs) which are secured by hypothecation of stock and book debts.

During the financial year our new consortium of four banks comprising The Cosmos Co-operative Bank limited (Lead Bank), The Maharashtra State Co-operative Bank Limited, Janata Sahakari Bank Limited.,Pune, The Visheshwar Sahakari Bank Limited., Pune sanctioned a term loan of ₹570 Cr. and Working capital facilities of ₹50 Cr. aggregating ₹620 Cr. against charge of companies assets situated at Nashik, Thane and Rajgurunagar. The Term loan has tenure of eight (8) years including one year morotorium period. Apart from above the Cosmos Co-operative Bank Limited had sanctioned one time bill discounting facility of ₹25 Cr against primary charged on Thane Plant Assets.

During the Financial year Utkarsh Small Finance Bank Limited sanctioned a term loan of ₹15 cr against exclusive charge on assets at Worli Mumbai.

40 Previous year figures have been regrouped / reclassified wherever necessary.

(₹ lacs)

ANNEXURE A TO NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	31 Mar 23
Secured	
Term loans - From banks	
1. The Cosmos Co-operative Bank Limited (Payable in 84 monthly step up installments from 30.04.2024, rate of interest 10.7% p.a., Maturity date 31.03.2031)	4,722.38
2. The Maharashtra State Co-operative Bank Limited (Payable in 84 monthly step up installments from 30.04.2024, rate of interest 10.7% p.a., Maturity date 31.03.2031)	41,819.88
3. Janata Sahakari Bank Limited (Payable in 84 monthly step up installments from 30.04.2024, rate of interest 10.7% p.a., Maturity date 31.03.2031)	2,674.15
4. The Vishweshwar Sahakari Bank Limited (Payable in 84 monthly step up installments from 30.04.2024, rate of interest 10.7% p.a., Maturity date 31.03.2031)	1,323.30
Unsecured	
Term loans - From others	
5. Council of Scientific & Industrial Research (CSIR) (Payable from 01.10.2014 in 10 yearly installments, rate of simple interest 3.00% p.a.) (Default in payment till date, ₹662.62 lacs)	751.97
6. Deferred sales tax loan (Due in April 2023, interest free)	159.28
Total	**51,450.95**

Bilcare
Research

Bilcare Limited
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Website: www.bilcare.com
Email: cs@bilcare.com
CIN: L28939PN1987PLC043953

Notice

Notice is hereby given that the 36th Annual General Meeting of the Members of Bilcare Limited will be held on Friday, 29th day of September 2023, at 12.30 p.m. Through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2023 including Consolidated Audited Financial Statements on that date together with the Reports of the Board of Directors and Auditors thereon.
2. Appointment of M/s. Sharp and Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) as Statutory Auditors of the Company and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Sharp and Tannan Associates, Chartered Accountants (Firm Registration No. 109983W), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years i.e. to hold office from the conclusion of the 36th Annual General Meeting till the conclusion of the 41st AGM of the Company, at such remuneration and out of pocket expenses to be decided by the Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS

3. **Appointment of Ms. Kavita Bhansali (DIN: 05355200) as Director**

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

   "RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee in its meeting held on 14th August, 2023, Ms. Kavita Bhansali (DIN: 05355200), who was appointed as an Additional Director of the Company with effect from 14th August, 2023 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby singly authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Appointment of Ms. Kavita Bhansali (DIN: 05355200) as an Executive Director of Company and payment of remuneration**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 200, 202 and 203 and other applicable provisions, if any, of the Companies Act 2013 ("Act") read with Section II of Part II of Schedule V and other applicable provisions, if any, of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents, permissions, approvals, if any required from any appropriate authority, and pursuant to the recommendation made by the Nomination and Remuneration Committee ("NRC") and Audit Committee and the approval granted by the Board of Directors ("Board"), at their respective meetings held on 6 September, 2023, approval of the Members of the Company be and is hereby accorded for appointment of Ms. Kavita Bhansali (DIN: 05355200) as a Whole Time Director of the Company and designated as Executive Director for a term of 3 (Three) years with effect from 14th October, 2023 and upto 13th October, 2026 and who shall not be liable to retire by rotation at the following remuneration including other benefits and subject to the conditions as set out herein below:

   1. Remuneration: Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
   2. Perquisites: In addition to the above, Ms. Kavita Bhansali shall be entitled to perquisites which shall include Chauffeurs salary, Reimbursement of Medical Expenses, Telephone expenses at residence, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group Mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

      The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs.72,00,000/- (Rupees Seventy Two Lacs only) per annum. In addition to the above remuneration and perquisites, Ms. Kavita Bhansali shall be provided with a Car by the Company for official use.
   3. Performance linked incentives: In addition to the above remuneration and perquisites, Ms. Kavita Bhansali shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 18,00,000/- (Rupees Eighteen Lacs only)along with other terms and conditions set forth in the explanatory statement annexed hereto, with the authority to the Board/NRC to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the said Ms. Kavita Bhansali, notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the

Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the terms and remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year during the currency of tenure of the appointment, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to the Executive Director.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for payment of performance incentives to the Executive Director subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice.

RESOLVED FURTHER THAT any member of the Board of Directors and the Company Secretary of the Company be and are hereby singly authorised to do all acts, deeds, matters and things as may be considered desirable or expedient to give effect to this Resolution."

5. Re-appointment of Mr. Rajesh Shankarrao Devene, (DIN 05320201) as an Independent Director of the Company

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

"RESOLVED THAT on the recommendation of the Nomination and Remuneration Committee in its meeting held on 6 September, 2023, pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Rajesh Shankarrao Devene, (DIN 05320201), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from April 22, 2019 upto April 21, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from April 22, 2024 upto April 21, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

6. Approval for increase in the Remuneration of Mr. Mohan H. Bhandari, Chief Executive Officer

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

"RESOLVED THAT pursuant to the provisions of Section 188 and 203 of the Companies Act, 2013 ("Act") and other applicable provisions if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (including statutory modification or re-enactment thereof for the time being in force), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee, approval of Shareholders be and is hereby accorded to the Board of Directors to increase the remuneration of Mr. Mohan H. Bhandari, Chief Executive Officer of the Company, father of Mr. Shreyans Bhandari, Chairman & Managing Director of the Company and Ms. Kavita Bhansali, Executive Director of the Company.

RESOLVED FURTHER THAT as a Chief Executive Officer of the Company, he be paid a remuneration including other benefits as follows as set out herein below:

1. Remuneration: Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. Perquisites: In addition to the above, Mr. Mohan H. Bhandari shall be entitled to perquisites which shall include Chauffeurs salary, Reimbursement of Medical Expenses, Telephone expenses at residence, ~~,~~ Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

   The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 78,00,000/- (Rupees Seventy Eight lacs only) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment. In addition to the above remuneration and perquisites, Mr. Mohan H. Bhandari shall be provided with a Car by the Company for official use.
3. Performance linked incentives: In addition to the above remuneration and perquisites, Mr. Mohan H. Bhandari shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 36,00,000/- (Rupees Thirty Six Lacs only).

   along with other terms and conditions set forth in the explanatory statement annexed hereto, with the authority to the Board/Nomination and Remuneration Committee to alter/vary the terms and conditions of the said appointment as may be deemed fit and fix the quantum, composition and periodicity of the remuneration payable to the Chief Executive Officer of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

By Order of the Board of Directors

Shreyans Bhandari
Chairman & Managing Director
[DIN: 07737337]

Place: Pune
Date: 6 September 2023

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out material facts relating to the special business to be transacted at the Annual General Meeting ("Meeting") under item nos. 2-6 of the Notice as set out above is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf 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 for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to shekhar_fcs1659@yahoo.com with copies marked to the Company at cs@bilcare.com and to its RTA at instameet@linkintime.co.in.
5. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
6. In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories (in case of shares held in demat form) or with Link Intime India Private Limited (in case of shares held in physical form). Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website www.bilcare.com; website of BSE Limited www.bseindia.com.
7. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
9. The Company's Share Transfer Books and the Register of Members will remain closed from Friday, 22 September 2023 to Friday, 29 September 2023 (both days inclusive).
10. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depositories Participants and those holding shares in physical form are requested to intimate the above mentioned changes to the Secretarial Department at the Registered Office of the Company/Registrar and Transfer Agent of the Company.
11. Those Members who have not dematerialised their shareholding are advised to dematerialise their shareholding to avoid any inconvenience in future.
12. Non-Resident Indian Members are requested to inform the Company/Depository Participant, immediately of:
    (i) Change in their residential status on return to India for permanent settlement.
    (ii) Particulars of their bank account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
14. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Share Transfer Agent for assistance in this regard.
15. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card at the company's e-mail address cs@bilcare.com consenting to send the Annual Report and other documents in electronic form and to Link Intime India Private Limited, Registrar and Share Transfer Agent of the Company at pune@linkintime.co.in.
16. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.

Unclaimed Dividends:

1. Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ("the Fund") established by the Central Government.
2. Further attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of transfer to Unpaid Dividend Account of the Company, in the name of IEPF Authority.

3. In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), as amended from time to time, the Company has already transferred all shares in respect of which dividend declared for the financial year 2011-12 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the website of the Company to ascertain details of shares transferred to IEPF Authority.
4. The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2011-12, from time to time, to the Fund.
5. Members/Claimants whose shares, unclaimed dividend, sales proceeds of fractional shares etc. have been transferred to the IEPF Authority or the Fund, as the case maybe, may claim the shares or apply for the refund by making an application to the IEPF Authority in Form IEPF-5 (available on iepf.gov.in).

Instructions

Process and manner for members opting for E-voting through electronics means:

a) In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LIIPL, on all the resolutions set forth in this Notice.

b) Members are provided with the facility for e-Voting at AGM during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM through electronic means.

c) Members who have already cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC / OAVM but shall not be entitled to cast their vote again on such resolution(s).

d) M/s. Ghatpande and Ghatpande Associates (having Firm Registration No. P2019MH077200 and Peer Review No.: 1503/2021) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

e) The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Tuesday, 26 September 2023, 9.00 A.M. IST	**Thursday, 28 September 2023, 5.00 PM IST**

f) Members of the Company holding shares either in physical form or electronic form as on the cut-off date of Thursday, 21 September 2023, may cast their vote by e-Voting.

g) Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 26 September 2023.

h) Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

I. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

II. Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the

e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

III. 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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on **"Login".**

- Select the **"Company"** and **'Event Date'** and register with your following details: -

  A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
     - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
     - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
     - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

  B. **PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant** (DP)/ Company shall use the sequence number provided to you, if applicable.

  C. **Mobile No.:** Enter your mobile number.

  D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request from 15 September 2023 (9:00 a.m. IST) to 16 September 2023 (5:00 p.m. IST) with the company on the cs@bilcare.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting. Notice of the Annual General Meeting and the Annual Report are available on the website of the Company at www.bilcare.com

Address of the Registrar and Transfer Agents:

Link Intime India Pvt. Ltd.
(Unit: Bilcare Limited)
Block No. 202, 2nd Floor, Akshay Complex
Off Dhole Patil Road, Pune-411 001, India
Telefax: +91-20–26163503

E-mail: pune@linkintime.co.in

EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out material facts relating to the business under items 2-6 of the accompanying Notice dated 6 September, 2023

Item No. 2

The current Auditors i.e., M/s K.R. Miniyar & Associates, Chartered Accountants, (FRN 124806W), were appointed as the Statutory Auditors of the Company at the 31st Annual General Meeting ('AGM') of the Company held on 29th September 2018 to hold office until the conclusion of the ensuing 36th AGM. Since they would be completing their term of 5 years as the Statutory Auditors of the Company, on conclusion of the ensuing Annual General Meeting.

On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 6 September 2023 recommended to the members for their approval, the appointment of M/s. Sharp and Tannan Associates, Chartered Accountants (Firm Registration No. 109983W) as Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 36th AGM till the conclusion of 41st AGM of the Company to be held in the year 2028.

The Board of Directors in consultation with the Auditors of the Company shall decide the remuneration payable to them depending on the volume and performance of the Company.

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 Resolution set out at Item No. 2 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

Item No. 3

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee had appointed Ms. Kavita Bhansali (DIN: 05355200) as an Additional Director of the Company w.e.f. 14th August, 2023 to hold the office as such, till the conclusion of the ensuing Annual General Meeting. Considering her expertise and experience, the Board of Directors is of the opinion that her association as the Director of the Company would benefit the Company for its strategic planning, marketing and sales.

The Company has received a notice in writing pursuant to Section 160 of the Act from members of the Company signifying their intention to propose the appointment of Ms. Kavita Bhansali as a Director.

Accordingly, the Board of Directors propose her appointment as a Director of the Company, liable to retire by rotation. The necessary Resolution at Item No. 3 of the notice is recommended for approval by the members as an Ordinary Resolution.

Mr. Shreyans Bhandari, Chairman & Managing Director and Mr. Mohan Bhandari, CEO are concerned and interested in passing the Resolution at Item No. 3 of the Notice and none of the other Directors, Key Managerial Person of the Company, and their relatives is/are concerned or interested in passing of the resolution.

Item No. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 6 September, 2023 has approved the appointment of Ms. Kavita Bhansali (DIN: 05355200) as a Whole Time Director of the Company and designated as Executive Director for a term of 3 (Three) years with effect from 14th October, 2023, upto 13th October, 2026 and fixed her remuneration during this period pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, and subject to the conditions as set out herein below:

1. Remuneration: Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. Perquisites: In addition to the above, Ms. Kavita Bhansali shall be entitled to perquisites which shall include Chauffeurs salary, Reimbursement of Medical Expenses, Telephone expenses at residence, Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund, Gratuity and Encashment of Leave.

   The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs.72,00,000/- (Rupees Seventy Two Lacs only) per annum. In addition to the above remuneration and perquisites, Ms. Kavita Bhansali shall be provided with a Car by the Company for official use.
3. Performance linked incentives: In addition to the above remuneration and perquisites, Ms. Kavita Bhansali shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 18,00,000/- (Rupees Eighteen Lakh only).

   'Family' mentioned above means the spouse, dependent parents and dependent children.

   The perquisite value for above reimbursements shall be determined in accordance with the Income Tax Rules in force.

   The terms and conditions of the remuneration may be altered from time to time by the Board as it may, in its absolute discretion, deem fit, within the limits specified by Schedule V to the Act or any amendments thereto.

   The information required in terms of Section II of Part II of Schedule V of Companies Act, 2013 are as under:

I. General Information:

1) **Nature of Industry:** The Company delivers end-to-end solutions that support a drug-through the entire clinical trial life cycle. Company's services for solid, semi-solid, liquid, DEA (CI-V), scheduled drug and biotech clinical trial materials (CTM) satisfy a broad range of requirements from pre-formulation research and development, manufacturing, analytical services and clinical supplies packaging and labelling to IVRS, QP services, controlled- temperature (cold chain) CTM storage, worldwide distribution and returns and destructions accountability..
2) **Commencement of Commercial Production**: The Company started commercial production in the year 1987.
3) **Financial Performance for the last five years are as under.**

Year Ended	Revenue Rs. Crores	PAT Rs. Crores	FOB Value Exports Rs. Crores	EPS in Rs.
2022-23	13.98	390.79	3.95	165.97
2021-22	429.79	(17.78)	97.60	(7.55)
2020-21	304.16	1.78	85.63	0.75
2019-20	211.75	(102.32)	63.11	(43.46)
2018-19	239.81	(315.25)	92.30	(133.89)

4) Foreign Investment as on 31.03.2023 Rs. 80.50 crores

II. Information about the appointee

1) Background Details: Ms. Kavita Bhansali holds MBA degree from Indian School of Business, Hyderabad and a Bachelor's degree in Homeopathic Medicine and Surgery from Pune University. She brings immense knowledge & market insights in the healthcare sector, with over a decade of experience in this field of business development and marketing to Pharma companies globally.
2) Past Remuneration: Rs. 70,00,000/- (Rupees Seventy Lacs only)
3) Job Profile and its suitability: As mentioned under Background details
4) Remuneration Proposed: As mentioned in remuneration details of Item No. 4
5) The remuneration payable is comparable to the remuneration paid to persons holding similar position in other companies of similar size as that of the Company.
6) Pecuniary Relationship: Ms. Kavita Bhansali does not hold any equity shares of the Company. She is Sister of Mr. Shreyans Bhandari, Chairman & Managing Director of the Company and the daughter of Mr. Mohan Bhandari, CEO of the Company.

III. Other Information:

Considering the long-term interest, the company is re-engineering its organization to reduce the cost and improve customer services. The Company introduced additional control systems and procedures. The Company has computerised several areas of operations. Due to various measures taken above, the Company has been successful in increasing the market share in Global Clinical Supplies. The export efforts have also started yielding good results.

The Board recommends the Resolution at Item No. 4 of the notice for approval of the members as Special Resolution.

Ms. Kavita Bhansali, Director (herself), Mr. Shreyans Bhandari, Chairman & Managing Director and Mr. Mohan Bhandari, CEO are concerned and interested in passing the Resolution at Item No. 4 of the Notice and none of the other Directors, Key Managerial Person of the Company, and their relatives is/are concerned or interested in passing of the resolution.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Item No. 5

Mr. Rajesh Shankarrao Devene, (DIN 05320201) is currently an Independent Director of the Company, Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Mr. Rajesh Devene was appointed as an Independent Director of the Company by the Members at the 32nd Annual General Meeting of the Company held on December 26, 2019 for a period of 5 (five) consecutive years commencing from April 22, 2019 upto April 21, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 6 September, 2023, proposed the re-appointment of Mr. Devene as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from April 22, 2024 upto April 21, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mr. Rajesh Devene, a Mechanical Engineer who brings over two and half decades of versatile experience in Manufacturing Industry, along with a decade of overseas experience.

The Board is of the opinion that Mr. Rajesh Devene continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Rajesh Devene confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Rajesh Devene has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Devene has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Rajesh Devene has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Rajesh Devene has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Rajesh Devene is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Mr. Rajesh Devene fulfills the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.bilcare.com and shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (i.e. except Saturday and Sunday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Rajesh Devene as an Independent Director is now placed for the approval of the Members under Special Resolution at Item No. 5 of the Notice.

Mr. Rajesh Devene, Director is concerned or interested in passing the Resolution at Item No. 5 of the notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 5 of this Notice.

Item No. 6

The Board of Directors, on the recommendation of the Audit Committee and Nomination and Remuneration Committee, has approved at their Meeting held on 6 September 2023, the increase in the Remuneration of Mr. Mohan H. Bhandari, Chief Executive Officer of the Company, father of Mr. Shreyans Bhandari, Chairman & Managing Director of the Company and Ms. Kavita Bhansali, Director of the Company under Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), at a consolidated remuneration as set out herein below:

1. Remuneration: Salary, allowances and incentive as recommended and approved by the Board from time to time, subject to annual review.
2. Perquisites: In addition to the above, Mr. Mohan H. Bhandari shall be entitled to perquisites which shall include Chauffeurs salary, Reimbursement of Medical Expenses, Telephone expenses at residence, , Leave Travel Assistance for self and family, Club Fees, Premium on group personal accident Insurance, Group mediclaim Insurance, Contribution to Provident Fund, Superannuation Fund or Annuity Fund,

Gratuity and Encashment of Leave.

The total Remuneration and above mentioned Perquisites taken together shall not exceed Rs. 78,00,000/- (Rupees Seventy Eight Lacs only) per annum which shall be paid on monthly basis as per the terms and conditions of his appointment. In addition to the above remuneration and perquisites, Mr. Mohan H. Bhandari shall be provided with a Car by the Company for official use.

3. Performance linked incentives: In addition to the above remuneration and perquisites, Mr. Mohan H. Bhandari shall also be entitled to Performance Linked Incentives [PLIs] based on the annual EBITDA target subject to maximum of Rs. 36,00,000/- (Rupees Thirty Six Lakh only) lacs.

   'Family' mentioned above means the spouse, dependent parents and dependent children.

   The perquisite value for above reimbursements shall be determined in accordance with the Income Tax Rules in force.

His present role is crucial to provide impetus to the expanding Business in the emerging market business of the Company. Considering his qualification, vast experience and present role, limit of Remuneration prescribed under the Companies Act, 2013 is not commensurate., hence requires approval of the shareholders.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out under Item No. 6 of the Notice for Approval for Increase in the Remuneration of Mr. Mohan H. Bhandari, Chief Executive Officer of the Company.

Mr. Mohan Bhandari (himself), Mr. Shreyans Bhandari and Ms. Kavita Bhansali, and/or his/her relatives are concerned and interested in passing the Resolution at Item No. 6 of the notice and none of the other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

(To be read with Item No. 3, 4 & 5 of the Notice)

DETAILS OF DIRECTOR SEEKING APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

[Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name of the Director	Rajesh Devene	Kavita Bhansali
Director Identification No. (DIN)	05320201	05355200
Date of Birth	20 April 1970	12 March 1984
Age	53 years	39 years
Date of first appointment	22 April 2019	14 August 2023
Terms & conditions of re-appointment/ continuation of Directorship	As mentioned in the respective resolutions and explanatory statement.	As mentioned in the respective resolutions and explanatory statement.
Qualification	Mechanical Engineer	MBA degree from Indian School of Business, Hyderabad and a Bachelor's degree in Homeopathic Medicine and Surgery from Pune University.
Experience / Expertise in functional field and brief resume	A Mechanical Engineer who brings over two and half decades of versatile experience in Manufacturing Industry, along with a decade of overseas experience.	She brings immense knowledge & market insights in the healthcare sector, with over a decade of experience in this field of business development and marketing to pharma companies globally.
No. of Shares held in the Company	NA	NA
No. of Board Meetings attended during the financial year 2022-23	7	NA
Remuneration sought to be paid / last drawn, if any	Independent Directors are entitled to receive sitting fees only.	As mentioned in the respective resolutions and explanatory statement.
Other Directorships in listed Companies	NA	NA
Chairmanship / Membership of Committees of other Companies	NA	NA
Relationship with other Directors, Manager and Key Managerial Personnel	NIL	Sister of Mr. Shreyans Bhandari, (Chairman & Managing Director) Daughter of Mr. Mohan Bhandari (CEO & Promoter of the Company)

Bilcare Research

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