



SANDU PHARMACEUTICALS LIMITED

CIN:L24233GA1985PLC001587

Regd. Office: Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao, Bardez, Goa 403511.

Tel: +91 832 2407474 / 6715000, E-mail: sandupharma@sandu.in, Website: www.sandu.in

Ref :Corp.sec/2023-24/BSE/74

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

Date: 06.09.2023

Sub: 38thAnnual Report of Sandu Pharmaceuticals Limited pursuant to Regulation 34(1) of SEBI (LODR) Regulation 2015.

Sir,

Please find attached herewith Soft Copy of the 38thAnnual Report as required to be submitted pursuant to regulation 34(1) of the SEBI (LODR) Regulation 2015.

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

Thanking you,

Yours Faithfully,

FOR SANDU PHARMACEUTICALS LTD.

PRATIKA
PRATHAMESH
MHAMBRA
Digitally signed by
PRATIKA
PRATHAMESH
MHAMBRA
Date: 2023.09.06
12:04:52 +05'30'

Company Secretary

Encl: - As Above



AN ISO 9001:2015 CERTIFIED ORGANISATION

Corporate Office: P. B. No. 17201, Sandu Nagar, D. K. Sandu Marg, Chembur, Mumbai – 400 071.

Tel.: +91 22 2528 4402 / 3306, E-mail: info@sandu.in





38th
ANNUAL REPORT
2022-2023

SANDU PHARMACEUTICALS LTD



CHAIRMAN SPEECH

It is with great pleasure that I welcome you all to this 38th Annual General Meeting of Sandu Pharmaceuticals Limited Your Company. Thank you for your Presence today through Audio/Video mode and for your continued support which is critical to the success of your Company.

The past few years have been a period of great contrasts - demanding and satisfying in equal measure. The COVID-19 pandemic fuelled an unprecedented innovation drive that saw Sandu Pharmaceuticals Limited display unparalleled agility to roll out a plethora of purposeful, consumer-centric initiatives, rapidly adopt digital advancements and technologies to strengthen its go-to-market strategies while deepening its focus on People and Planet with enhanced investments in creating a greener enterprise. These measures not only helped us survive the pandemic but also emerge stronger and better.

As the pressures of the pandemic recede, we see new challenges in the form of higher inflation, which has pushed up commodity prices to multi-decade highs in many countries, causing central banks to raise interest rates and slow down economic activity. The inflationary environment also took a toll on consumption patterns as consumers tightened their purse-strings and consumer goods industry witnessed a slow-down. Your company continues to remain resilient despite these pressures since customer loyalty is high, and demand for our products is relatively inelastic.

Our products always meet the highest quality standards. As we work towards bringing new and innovative products and solutions to market, we are determined to remain committed to providing innovative health and wellness solutions on herbal and natural platform to our consumers in contemporary formats to meet their evolving needs.

We are pleased that this year, the 09thWorld Ayurveda Congress & Arogya Expo 2022 was held in goa with an objective of providing a global platform for all the stakeholders. Your company was one of the key sponsors of the event, and on this occasion, a large number of our stakeholders had an opportunity to visit our booth and we could also arrange for a factory visit to some of the participants.

I wish to inform you that our sales have remain flat

“Continued investments behind key products and increasing distribution footprint, coupled with a structured and balanced approach to cost management, helped your company overcome the current challenging situation”.

We see a revival in the overall Classical Ayurvedic products category.

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

Presently, the Company’s products are being sold through leading e-commerce market places and the Company is actively in touch with other leading e Commerce market places for its products to be sold through them.We are also gearing up to sell through the Company’s own e-commerce market places.

With Regards,

Sd/-

K Vinay Kumar

Chairman

DIN:02322747

Thirty Eight Annual Report 2022-23

CORPORATE INFORMATION

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

BOARD OF DIRECTORS

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

BOARD COMMITTEES

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

COMPANY SECRETARY

Pratika Mhambray

CHIEF FINANCIAL OFFICER

Rakesh Parekh

AUDITORS

STATUTORY AUDITOR	SECRETARIAL AUDITOR
M/s Dileep and Prithvi Dahanukar Bldg, 3 rd Floor 480, Kalbadevi Road, Mumbai 400 002 FRN:122290W	Swapnil J Dixit and Associates 57/B, Venkatesh Prasad Building, above Corporation Bank, Bordem, Bicholim, Goa 403504 M.NO ACS34739 C.P.NO 12942
COST AUDITORS	
Shekhhar Joshi & Company 501, Sai Vilas Apartments, Sai Complex, Navghar Road, Mulund East, Mumbai 400081	

SOLICITORS & ADVOCATES

M/s Madekars & Co
Advocates & Solicitors Engineer
House, First Floor, 86,
Mumbai Samachar Marg, Fort,
Mumbai 400 023
Tel (022) 2267 7217
fax (022) 2265 7712

INTERNAL AUDITORS

M/s Akhil Pai & Co
CT1, Block C, Gardenia Elite
Residency, Mapusa 403507

Uday & Uday,
Chartered Accountant
201-A, masunda Society,
Next to ZP Office, Suhash
Road, Thane (W) 400601

BANKERS

- 1) Bank of Baroda
Chembur Mumbai 400071
- 2) HDFC Bank Limited
Anchorage Building, 170/171, Central Avenue,
Chembur, Mumbai 400071

Registrar and Share Transfer Agent

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

ADDRESS

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

INE: 751D01014

38th ANNUAL GENERAL MEETING

Date	30 th September 2023
Time	4.30 pm
Venue	Sandu Pharmaceuticals Limited Plot No 25,26,29 & 30, Pilerne Industrial Estate, Marra, Saligao Bardez Goa 403511

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NOTICE

NOTICE is hereby given that the 38th ANNUAL GENERAL MEETING of Sandu Pharmaceuticals Limited (CIN:L24233GA1985PLC001587) will be held on Saturday, 30th September, 2023 at 4:30 p.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (QAVM) to transact the following business:

ORDINARY BUSINESS

1. TO ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and the Statutory Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted.”

2. TO ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the report of the Statutory Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the report of the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted.”

3. TO APPOINT DR MRS SHUBHADA SANDU (DIN: 07148834), WHO RETIRES BY ROTATION AS A DIRECTOR AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT,

To pass, with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of

the Companies Act, 2013, Dr Mrs Shubhada Sandu (DIN:07148834), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

4. TO DECLARE A DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023 AND, IN THIS REGARD,

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

RESOLVED THAT a dividend at the rate of ₹ 0.75 paisee (Seventy Five Paisee only) constituting 7.5% on paid-up Capital of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”

SPECIAL BUSINESS

5. TO APPROVE/PLACE, RELATED PARTY TRANSACTIONS BETWEEN SANDU PHARMACEUTICALS LIMITED AND SANDU BROTHERS PRIVATE LIMITED.

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

“RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act 2013 read with Rules made thereunder as may be amended from time to time and any other applicable provisions of the Companies Act 2013 and Regulation 23 read with sub regulation (8) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (“the Listing Regulations”) (including any amendments(s) or modification(s) or re-enactment thereof) and as per Companies Policy on Related Party Transactions and pursuant to approval of Audit Committee and on the recommendation of the Board of Directors, Approval of Members be and is hereby accorded to enter/continue to enter transaction(s)/contract(s)/arrangement(s)/ agreement(s) with Sandu Brothers Private Limited an entity falling within the definition of Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for amount not exceeding ₹ 100 crores (Rupees One Crores) on such terms and conditions as detailed in explanatory statement for the period of 05 years w.e.f st October 2024

RESOLVED FURTHER THAT the Board of Directors (including its committee(s) thereof) be and are hereby

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severally authorized to do all such acts deeds, matters and things to finalise the terms and conditions of the transactions with the related party and to execute or authorize any person to execute all such documents, instruments and writings as may be necessary, relevant, usual ,customary, proper and /or expedient for giving effect to the resolution.

6. RATIFICATION OF COST AUDITOR'S REMUNERATION

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 the Company do and hereby ratifies the remuneration of ₹ 1,15,000(₹ One lakhs Fifteen Thousand Only) exclusive of GST and TDS, payable to M/s. Shekhar Joshi & Co, Cost Accountants appointed by the Board of Directors as Cost Auditors of the Company to conduct Cost Audits relating to Cost records of the Company for the year ending 31st March, 2024.”

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

7. APPOINTMENT OF ADVOCATE SHRI AJIT RAJARAM KANTAK (DIN:10269866) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as an Special resolution:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160 of schedule IV and other applicable provisions, if any of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereto for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) (as amended) and pursuant to recommendation of the Nomination and Remuneration Committee and the board of directors Adv. Shri. Ajit Rajaram Kantak, a Director of the Company who meets the criteria for independence

as stipulated in the aforesaid legislations and who has submitted a declaration to that effect, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14.08.2023 to 13.08.2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to take such steps and do all such acts, deeds, matters and things including filings as may be considered necessary, proper and expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

8. APPOINTMENT OF CA SHRI BALRAM VISHWANATHAN (DIN: 10245195) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152, 160 Schedule IV and other applicable provisions, if any of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereto for the time being in force) read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) (as amended) and pursuant to recommendation of the Nomination and Remuneration Committee and the board of directors, CA Shri Balram Vishwanathan a Director of the Company who meets the criteria for independence as stipulated in the aforesaid legislations and who has submitted a declaration to that effect, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14.08.2023 to 13.08.2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to take such steps and do all such acts, deeds, matters and things including filings as may be considered necessary, proper and expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

9. REAPPOINTMENT OF MANAGING DIRECTOR

To consider, and if thought fit, to pass the following resolution as a Special resolution.

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 , 203 and other applicable provisions, if any, of the Companies Act, 2013,

(hereinafter referred to as the 'Act') read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015(Listing Regulation') and provisions of the Article of Association of the Company the Consent of Members be and is hereby accorded for reappointment of Shri Umesh Sandu(DIN:01132141) as Managing Director of the Company for a period of 3(Three) years commencing from 01st April 2024 on the following terms and conditions as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective Meetings held on 14th August 2023 .

Terms of appointment:

Term: The tenure of appointment of Managing Director shall be for a period of 3(Three Year) commencing from 01st April 2024.

Remuneration: The remuneration given below shall be for a period of 03(three) years commencing from 01st April 2024 shall be subjected to approval of Shareholders.

- A. Salary ₹ 117.80 (lakhs) per year for the year 2024-25
Salary ₹ 128.89 (lakhs) per year for the year 2025-26
Salary ₹ 141.84 (lakhs) per year for the year 2026-27
- B. Perquisites: In addition to the Salary, the Managing Director shall also be entitled to the following interchangeable perquisites.

Furnished accommodation, as House Rent Allowance(HRA) ,gas, electricity ,water, furnishings, medicals reimbursement, Leave Travel Allowance for self and family, club fees, medical insurance, etc in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the ceiling ,perquisite shall be evaluated as per Income Tax Rules whenever applicable.

- C. Company's contribution to Provident Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling on remuneration or perquisites
- D. Gratuity payable shall not exceed half a month's salary for each completed year of service. The Whole Time Director is entitled to encashment of leave at the end of tenure which shall be not be included in the computation of the ceiling on remuneration or perquisite
- E. During his tenure he shall not be liable to retire by rotation.
- F. In the event of loss or inadequacy of Profits in any financial year in compliance with Schedule V of the Act, compensation/perquisites as mentioned above from point (A) to (E) shall be paid as minimum remuneration.
- G. Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

**By order of Board of Directors
For. Sandu Pharmaceuticals Limited**
sd/-
Pratika Mhambray
Company Secretary
M No:A36512

Dated: Pilerne
Place: 14.08.2023

Registered Office:
Sandu Pharmaceuticals Limited
Plot No.25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez, Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 832 6715017
Email: corp.sec@sandu.in

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) with respect to the special business(es) as set out in the Notice is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023 permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The same has been acknowledged by the Securities and Exchange Board of India vide its relevant Circulars issued during the years 2020, 2021, 2022 and 2023. The deemed venue for the AGM shall be the Corporate Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA Circulars and SEBI Circulars, 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 AGM 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 / SEBI 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sandu.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Book Closure and Dividend:
 - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 20th September 2023 to Saturday, 30th September 2023 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.
 - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General

Meeting, the payment of such dividend will be made on or before 25th October 2023 as under:

- (i) To all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose as at the end of valid transfer, transmission or transposition requests lodged with the Company on or Tuesday 19th September 2023.
- (ii) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company as on Tuesday 19th September 2023.

Members are requested to intimate changes, if any pertaining to their names, Postal Address, Email Address, Telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc, to their Depository Participant in case the shares are held in electronic form and to M/s. Link in time Private Limited, in case the shares are held in physical form.

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

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

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules. It is in the Member's interest to claim any un-encashed dividends

and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

11. Payment of Dividend through electronic means:

- (a) To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number and original cancelled cheque leaf bearing the name of the first-named shareholder as account holder, to the Company's Registrar and Share Transfer Agent -M/s. Link In time India Private Limited on or before Thursday 20th September 2023.
- (b) Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants on or before Thursday 20th September 2023.
- (c) Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

12. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
13. Members who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary, so as to reach him the Company on or before Wednesday 20th September 2023 on or before 05:00 pm. Such Queries will be replied to by the course of the AGM or through separate email after AGM.

14. Updation of Members' Details:

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

15. Nomination Facility:

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

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

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to dividend.tds@sandu.in latest by 11:59 P.M. (IST) on or before Saturday, September 30th, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Format of Form 15G/Form 15H are available on the website of the Company www.sandu.in.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required

to avail the tax treaty benefits by sending an email to dividend.tds@sandu.in. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Saturday, September 30th, 2023.

17. A. Securities and Exchange Board of India ("SEBI") had earlier mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrar and Share Transfer Agents with effect from 1st April 2019.

- B. Further, SEBI had mandated the listed entities to issue shares only in dematerialised mode, with effect from 25th January 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode as against their service requests including for transmission or transposition of shares

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

- C. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and thereafter credited to the bank account of the Shareholder electronically. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company.

- D. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholder's holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked

have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

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

The remote e-voting period begins on Wednesday, 27th September 2023, at 10:00 A.M. and ends on Friday, 29th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear, in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 19th September 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company

as on the cut-off date, being Tuesday, 19th September 2023.

How do i vote electronically using NSDL Evoting system?

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




Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="427 784 1282 1088">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="427 1088 1282 1190">If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ol style="list-style-type: none"> <li data-bbox="427 1190 1282 1519">Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user 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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sjdixit@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corp.sec@sandu.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corp.sec@sandu.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID

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and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name Demat account number/folio number, email id, mobile number at corp.sec@sandu.in. The same will be replied by the company suitably.
6. Any Shareholder who intends to be added as Registered Speaker at the Annual General Meeting is requested to inform the Company in writing latest by 26th September 2023 by 05:00 p.m.
7. Other Instructions

The Company has appointed CS Swapnil Dixit, Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the Meeting unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.

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

- b) Subjected to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Annual General Meeting i.e 30/09/2023.

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

Sd/-

**Pratika Mhambray
Company Secretary**

Dated: Pilerne
Place: 14/08/2023

Registered Office:

Sandu Pharmaceuticals Limited
Plot No 25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 832 6715017 Fax:+ 022-25282403
Email: corp.sec@sandu.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

RESOLUTION NO 5: TO APPROVE/PLACE, RELATED PARTY TRANSACTIONS BETWEEN SANDU PHARMACEUTICALS LIMITED AND SANDU BROTHERS PRIVATE LIMITED.

Pursuant to the provisions of Regulation 23 (1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower and as per Regulation 23(1A) a transaction involving payments made to a related party with

respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed {five} percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Subsequent to Shareholders approval your Company has entered into Related Party transactions with Sandu Brothers Private Limited which are in Ordinary course of business and are on arm length basis which is valid for the period upto 30th September 2024. Approval of members is further sought/required for extension of the term of Agreement /contract to 05 years i.e from 1st October 2024 to 30th September 2029.

The contracts mentioned below are material in nature requiring approval of the unrelated shareholders of the Company vide Ordinary Resolution.

Sr No	Name of the Related Party	Maximum value of the transactions per annum	Nature of material terms/particulars of the contract or arrangements.
1.	Sandu Brothers Private Limited	100 crores	1. Purchase/sale of finished goods 2. Royalty Payment to Sandu Brothers Pvt Ltd. 3. Any other availing or rendering of services
2.	Sandu Brothers Private Limited	5 crores	Royalty payment to Sandu Brothers Private Limited for brand usage.

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

Particulars	Information
Name of the related party	Sandu Brothers Private Limited
Nature of relationship	Directors /Relative of Directors are Member
Name of the Director or Key Managerial Personnel who is related, if any.	Shri. Shashank B. Sandu Shri. Umesh B. Sandu Dr. Mrs. Shubhada P. Sandu
Nature of Related Party Transactions with Sandu Brothers Private Limited	The transaction below mentioned is in the ordinary course of business and on the arm length basis. 1. Purchase/Sale of Finished Goods 2. Availing or Rendering of services 3. Royalty payment to Sandu Brothers Private Limited for Brand usage.
Material terms of the Contract/arrangements/transactions/ Duration of these RPT’s	The Agreement between Sandu Pharmaceuticals Ltd and Sandu Brothers Pvt Ltd duly approved by Shareholders are valid upto the period 30 th September 2024 for Availing and Rendering of service and also for Royalty. the Agreement is to be extended for further period of 05 years w.e.f 01 st October 2024

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The Board of Directors accordingly recommends the resolution as mentioned in item no 05 of this notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives, except, Shri. Shashank B. Sandu, Shri. Umesh B. Sandu, Dr. Mrs. Shubhada P. Sandu is concerned or interested, financially or otherwise, in the resolution as set out at Item No. 05 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Resolution set out at Item No. 05 of the Notice for approval of the Members.

RESOLUTION NO 6: RATIFICATION OF COST AUDITOR'S REMUNERATION

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30th May 2023, has appointed Shekhar Joshi & Co, as Cost Auditor for conducting the Cost Audit for the financial year April 2023 to March 2024, on a remuneration of 1,15,000/- (Rupees One Lakhs Fifteen Thousand only) exclusive of applicable taxes and reimbursement of out-of-pocket expenses at actual.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor has to be ratified by the Members. Hence, The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution as set out at Item No. 6 of the accompanying Notice be ratified by the Members.

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

RESOLUTION NO 7 APPOINTMENT OF ADVOCATE AJIT RAJARAM KANTAK (DIN:10269866) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

Advocate Shri. Ajit Rajaram Kantak was appointed as an Additional Non Executive Independent Director of the Company by the Board of Directors vide Resolution dated 14th August 2023. Pursuant to the provisions of Section 161(1), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Advocate Ajit Rajaram Kantak, as a candidate for the office of a Independent Director.

The brief profile of Advocate Ajit Rajaram Kantak is given below

Shri Ajit Kantak is a Practising Advocate having completed LLB degree from the University of Bombay in the year 1981 and LLM from university of pune in the year 1986.

He is into Practise since August 1982 i.e for more then 40 years. He has practiced in different courts all over Goa including Revenue courts such as Mamlatdar, Deputy Collector, Collector, Administrative Tribunal, Co-operative Tribunal Director of Panchayat, GCZMA etc and also in different Civil courts and District Courts in Goa and High Court of Bombay at Goa.

He has dealt with number of cases, Civil and Criminal and also conducted matters under the Revenue Laws, Motor Accident Claims Tribunal, Land Acquisition, Consumer Protection Act Taxation matters and also represented a number of Companies before different courts.

he is an standing Advocate for State Transport Undertaking Companies ,Semi Government Corporations and dealing with conveyancing matters.

He is Chairman of Vikas Co-operative Housing Society Limited for the last more than 20 years.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Advocate Ajit Rajaram Kantak has given a declaration to the Board that He meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Advocate Shri Ajit Rajaram kantak as Independent Director was placed before the Nomination and Remuneration Committee, which recommended His appointment as an Independent Director up to 14th August 2028

In the opinion of the Board Advocate Shri Ajit Rajaram Kantak fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management.

The Board has formed an opinion that Advocate Shri Ajit Rajaram Kantak possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Advocate Shri Ajit Rajaram Kantak, as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the

Act, Appointment of Advocate Ajit Rajaram Kantak as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. Advocate Shri Ajit Rajaram Kantak is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 7 of the Notice.

The Directors recommend the resolutions for approval by the Members.

RESOLUTION NO 8: APPOINTMENT OF CA BALRAM VISWANATHAN (DIN: 10245195) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

CA Balram Vishwanathan was appointed as an Additional Non Executive Independent Director of the Company by the Board of Directors vide Resolution dated 14th August 2023 Pursuant to the provisions of Section 161(1), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing CA Balram Vishwanathan, as a candidate for the office of a Independent Director.

The brief profile of CA Balram Vishwanathan is given below

CA Balram Vishwanathan is B.com, FCA, CPA(USA), with over 30 years of experience in financial service industry.

An ex banker, his area of expertise is in Audit, Tax, M&A Advisory, Due Diligence, Compliance and Valuation services along with financial control, planning & analysis, regulatory reporting, business strategy, treasury and risk management experience gained in large International Banks.

He has previously worked in senior roles viz. CFO International Banking Group at National Bank of Kuwait, Chief Finance and Operating officer at Gulf Finance Dubai, UAE, Country Head of Finance at Al Ahli Bank of Kuwait in Dubai, UAE, Vice President Financial reporting and Group Risk control at Deutsche Bank in India and as a Senior Auditor at Ernst & Young in India.

He has a vast and varied experience having engaged in audit of clients in manufacturing, trading, health, Hotels and food & beverages, real estate, contracting and construction companies, oil and gas, holding companies, telecommunications, banking and other sectors.

Having dealt with regulators across the GCC, Federal Reserve, FSA and MAS, he is well experienced in the areas of Corporate Governance and Risk Management, International Auditing Standards (IASSs) and International Financial Reporting Standards (IFRS)

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. CA Balram Vishwanathan has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of CA Balram Vishwanathan as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 14th August 2028.

In opinion of the Board of Directors CA Balram Vishwanathan fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management.

The board of directors has formed an opinion that CA Balram Vishwanathan possesses requisite skills and knowledge and it would be in the interests of the Company to appoint CA Balram Vishwanathan Director as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of CA Balram Vishwanathan as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company. No other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 8 of the Notice.

The Directors recommend the resolutions for approval by the Members.

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RESOLUTION NO 9: REAPPOINTMENT OF MANAGING DIRECTOR

Shri. Umesh B Sandu (DIN:01132141) was reappointed as the Managing Director by the Shareholders at its 35TH Annual General Meeting of the Company for the term of 3 years commencing from 01st April 2021 upto 31st March 2024 considering past performance of Shri Umesh B Sandu and as per recommendation made by Nomination and Remuneration Committee and Board of Directors it is further proposed to reappoint Shri Umesh B Sandu as Managing Director subject to the approval of the Shareholders in the Forthcoming Annual General Meeting. Shri Umesh B Sandu is B.com, L.L.B., FCS. Prior to his joining the Company since 1994, he was associated with a finance Company in their Merchant Banking Division.

As Shri. Umesh B. Sandu is associated with the Ayurvedic Industry for the last more than 25 years, he has hands on knowledge and experience in the following areas.

- i) Ayurvedic Extraction, Formulations and Manufacturing.
- ii) Sales, Marketing and Distribution.
- iii) Accounts, Finance and Taxation.
- iv) Legal, overall General Administration.

Briefly, the terms and conditions of the reappointment and remuneration are as follows:-

1. He shall carry out such duties as may be entrusted to him subject to the supervision of the Board of Directors.

2. The Re-appointment will be for the term of 3 years w.e.f from 01st April 2024.

3. Remuneration:

For the Financial Year 2024-25 ₹ 117.80 (lakhs) p.a

For the Financial Year 2025-26 ₹ 128.89 (lakhs) p.a

For the Financial Year 2026-27 ₹ 141.84(lakhs) p.a

The Proposed Remuneration will be over and above limit of the schedule V of the Companies Act 2013 Shri Umesh B Sandu will not be liable to retire by rotation and will not be eligible for sitting fees.

4. Comparative Remuneration profile with respect to Industry

As Shri. Umesh B. Sandu is professionally qualified even on the merits of his qualification and experience he will stand to earn more than what is proposed in the present contract.

2. Pecuniary Relationship directly or indirectly with the Company or Managerial person if any,

Shri Shashank B Sandu, Dr. Mrs. Shubhada P Sandu who are also the promoters of the Company to the extent of their relationship with Shri. Umesh B. Sandu they are interested.

3. Shri. Umesh B. Sandu is also holding 13,88,693 Nos of Equity shares of the Company, constituting 14.37% of the paid up share capital of the Company.

ANNEXURE TO THE NOTICE

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

Particulars	Resolution No 3	Resolution No 7	Resolution No 8	Resolution No 10
Name of the Director	Dr Mrs Shubhada Sandu	Adv. Shri. Ajit Rajaram Kantak	CA Shri Balaram Vishwanathan	Shri Umesh B Sandu
Date of Birth	21 st September 1945	29/08/1957	12/04/1968	17/02/1967
Nationality	Indian	Indian	Indian	Indian
Date of appointment/ Re-appointment on the Board	01 st April 2015	14/08/2023	14/08/2023	29/08/2020
Qualifications	B.A.M.S	B.Sc, LLB,LLM	B.Com. FCA, CPA(USA)	B.com, LLB, CS
Expertise in specific functional area	Dr Mrs Shubhada P Sandu As per Securities and Exchange Board of India(Listing Obligation and Disclosure Requirement) (Amendment) Regulations 2018 a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed Five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. (DIN: 07148834) is a practicing Ayurvedic Doctor and has obtained B.A.M.S Degree from the University of Mumbai. She has vast and rich experience in Ayurvedic Practise, Ayurvedic Formulation and Manufacturing.	Shri Ajit Kantak is a Practising Advocate having completed LLB degree from the University of Bombay in the year 1981 and LLM from University of Pune in the year 1986.	Audit, Tax, M&A Advisory, Due Diligence, Compliance and Valuation services along with financial control, planning & analysis, regulatory reporting, business strategy, treasury and risk management experience gained in large International Banks.	Shri Umesh B Sandu (01132141) is a Commerce and Law Graduate from Mumbai University and also qualified Company Secretary from ICSI.
Number of shares held in the company	10,000	NIL	NIL	1388693
List of the directorship held in other Companies.	NIL	NIL	NIL	NIL
Chairman/Member in the Committee of the Boards of Companies in which he is Director (including Pvt Company)	NIL	NIL	NIL	1. Member of Audit Committee and Stakeholders Relationship Committee.

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<p>Relationship between directors in terse and relationships with other Key Managerial Personnel of the Company</p>	<p>Dr Mrs Shubhada P Sandu is not related to any other Director and/or Key Managerial Personnel of the Company Except Shri. Shashank B. Sandu and Shri. Umesh B. Sandu</p>	<p>Adv. Shri. Ajit Rajaram Kantak is not related to any other Director and/or Key Managerial Personnel of the Company</p>	<p>CA Shri. Balram Vishwanathan is not related to any other Director and/or Key Managerial Personnel of the Company</p>	<p>Shri Umesh B Sandu is not related to any other Director and/or Key Managerial Personnel of the Company other than Shri Shashank Sandu and Dr Shubhada Sandu</p>
<p>Terms & conditions of appointment/ reappointments</p>	<p>Dr Mrs Shubhada P Sandu is a Non-Executive Non-Independent Director. she is liable to retire by rotation and being eligible has offered herself for re-appointment</p>	<p>Shri Ajit Rajaram Kantak is a Non-Executive Independent Director. he is not liable to retire by rotation</p>	<p>CA Shri. Balram Vishwanathan is a Non-Executive Independent Director. He is not liable to retire by rotation .</p>	<p>Shri Umesh B Sandu is a Executive Director. he is not liable to retire by rotation.</p>

DIRECTOR'S REPORT**TO THE MEMBERS,**

The Directors have pleasure in presenting before you the **THIRTY EIGHT** Annual Report of **SANDU PHARMACEUTICALS LIMITED** together with Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2023.

1. FINANCIAL RESULTS:-

The Company's financial performance, for the year ended March 31, 2023 is summarized below:

(in Lakhs)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations (Gross)	6534.9	6550.05	6534.9	6550.05
Other Income	32.72	8.28	32.72	8.28
Total Income	6567.62	6558.33	6567.62	6558.33
Total Expenses	6345.62	6326.66	6345.95	6326.66
Profit/(loss) before exceptional items and tax	222	231.67	221.67	231.68
Exceptional Items / Prior Period Adjustment	0	0	0	0
Profit/Loss Before Tax	222	231.67	221.67	231.68
Tax Expenses				
Current Tax	62.85	69.59	62.85	69.6
Deferred Tax	3.38	3.13	3.42	3.13
Short/(excess) tax provision	3.39	0	3.39	0
Total Tax Expenses	69.62	72.72	69.66	72.73
Profit/(Loss) for the Period	152.38	158.95	152.01	158.95
Total Other Comprehensive Income (Net of Tax)	56.96	36.75	56.96	36.75
Total Comprehensive Income for the period (Net of Tax)	209.35	195.7	208.98	195.7
Earnings per equity shares				
Basic	1.62	1.99	1.62	1.99
Diluted	1.62	1.87	1.62	1.87

2. REVIEW OF OPERATIONS (in lakhs)**Standalone**

In the financial year 2022-23, the company achieved an Income from operations of ₹ 6567.62 as compared to ₹ 6558.33- in the previous year.

Profit before tax was ₹ 222.00 for the year ending 31st March, 2023 as compared to Profit of 231.67 in the previous year.

Profit after tax was 152.38 for the year ended 31st March, 2023 as compared to a Profit of ₹ 158.95 in the previous year.

Consolidated

In the financial year 2022-23, the company achieved an Income from operations of ₹ 6567.62 as compared to ₹ 6558.33 in the previous year.

Profit before tax was ₹ 221.67 for the year ending 31st March, 2023 as compared to Profit of 231.68 in the previous year.

Profit after tax was 152.01 for the year ended 31st March, 2023 as compared to a Profit of ₹ 158.95 in the previous year.

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

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3. SHARE CAPITAL:

As on 31st March 2023, the authorised, issued, subscribed and paid-up Share Capital is as follows :

Authorised Capital	₹ 10,00,00,000 (Ten Crores Only)
Issued, Subscribed and Paid-up Share Capital	₹ 9,66,09,900 (Nine Crore Sixty Six Lakhs Nine Thousand and Nine Hundred Only)

4. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company has incorporated its wholly owned Subsidiary Company named Sandu Phytoceuticals Private Limited on 27th July 2022.

In accordance with Section 136 of the Companies Act 2013, The audited financials statements, including consolidated financials statements will be available on our website www.sandu.in. The Company would provide the Annual Accounts of the Subsidiaries and the related detailed information to the Shareholders of the Company on specific request made to it in this regard. The same will also be available at the Registered Office of the Company for inspection during the office hours.

The financial statements of the Company are prepared in accordance with Section 129(3) of the Companies Act, 2013. Further, a statement containing salient features of the financial statements of our subsidiaries in prescribed format AOC-1 is appended as Annexure I. The statement also provides the details of performance and financial position of each subsidiary.

Sandu Phytoceuticals Private Limited is unlisted / Not Material Subsidiary to Sandu Pharmaceuticals Limited but still Company has formulated Policy on Material Subsidiary and has been uploaded on Company's Website at <https://sandu.in/wp-content/uploads/2023/07/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARIES.pdf>

5. RISK MANAGEMENT:

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

6. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

7. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

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

Your Company hereby affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. Whistleblower Policy approved and adopted by the Board of Directors which can be accessed in our website <https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf>

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:-

Shubhada Sandu holding DIN: 07148834 (Non Executive Director) retires by rotation and, being eligible offer himself for Re appointment.

The Board of Directors at its held on 14th August 2023 has appointed Shri Balram Viswanathan (DIN: 10245195) and Shri Ajit Katak (DIN: 10269866) as Non Executive Independent Director for the term of 05 years w.e.f 14th August 2023 and who have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

Reappointment of Shri Umesh B Sandu (DIN:01132141) as Managing Director has been recommended by Nomination and Remuneration committee/Audit Committee /Board and has been further placed before the Shareholder for approval for the term of 03 years commencing from 01st April 2024

All independent Directors have given declarations that they meet the criteria of independence as laid down

under section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015.

During the year under review, the Non Executive Directors of the Company had no pecuniary relationship or transactions with the Company other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

Declaration by Independent Director

Pursuant to sub section (7) of Section 149 of the Companies Act 2013 read with rules made thereunder, all the Independent Directors of the Company have given the declaration that they meet criteria of Independence as laid down in subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

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

8.1 BOARD EVALUATION

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

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

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/Committee Meetings and guidance/ support to the

Management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board Members and motivating and providing guidance to the Managing Director/Executive Director.

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

8.2 NOMINATION AND REMUNERATION POLICY

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

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

8.3 MEETINGS

During the year 5(Five) Board Meetings and 5(Five) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act 2013.

8.4 AUDIT COMMITTEE

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

8.5 POLICIES

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

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

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Name of the Policy	Brief Description	Web link
Whistleblower Policy	The Company has adopted the whistleblower mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected frauds, or violation of the Company's code of conduct and ethics. There has been no change to the Whistleblower Policy adopted by the Company during the fiscal 2016	https://sandu.in/image/catalog/info-pages/Announcement/policies/Whistle-Blower-Policy.pdf
Nomination and Remuneration Policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a Director (Executive/ Non Executive) and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other employees.	https://sandu.in/image/catalog/info-pages/Announcement/policies/Nomination-and-Remuneration-Policy.pdf
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Materiality_and_%20Dealing_with_Related_Party_Transactions.pdf
Insider Trading Policy	The Policy provides framework in dealing with securities of the Company	https://sandu.in/image/catalog/info-pages/Announcement/policies/Insider-Trading-Policy.pdf
Policy for determining Materiality of event or Information	This Policy for Determination of Materiality of Events or Information is aimed at providing guidelines to the Management of Sandu Pharmaceuticals Limited, to determine the materiality of events or information, which could affect investment decisions and ensure timely and adequate dissemination of information to the Stock Exchange(s) (as hereinafter defined).	https://www.sandu.in/image/catalog/info-pages/Announcement/policies/Policy_on_Materiality_and_%20Dealing_with_Related_Party_Transactions.pdf
Archival Policy	The Policy deals archival of corporate records of Sandu Pharmaceuticals Limited	https://sandu.in/image/catalog/info-pages/Announcement/policies/Archival_Policy.pdf
Board Diversity Policy	This policy aims to set out the approach to achieve diversity on the Board of Directors ("Board") of Sandu Pharmaceuticals Limited	https://sandu.in/image/catalog/info-pages/Announcement/policies/Policy-on-Board-Diversity.pdf
Risk Management Policy	The Risk management policy of Sandu Pharmaceuticals Limited will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.	https://sandu.in/image/catalog/info-pages/Announcement/policies/Risk-Management-Policy.pdf

9. DIRECTORS RESPONSIBILITY STATEMENT:-

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

- a) In the preparation of annual accounts, for the year ended 31st March 2023, the applicable accounting standards read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same.

- b) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2023 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The annual accounts have been prepared on a 'Going Concern Basis'.
- e) Internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and are operating effectively and
- f) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. CORPORATE SOCIAL RESPONSIBILITY POLICY:

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

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

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

12 RELATED PARTY TRANSACTIONS:

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

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

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

There were no significant material orders passed by the Regulators/Courts which could impact the going concern status of the Company and its future operations. All orders received by the Company during the year are routine in nature which have no significant /material impact

14. AUDITORS

14.1 STATUTORY AUDITORS

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

14.2 SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Shri. Swapnil Dixit, Company Secretary in practice to undertake the Secretarial Audit of the Company for the Financial Year 2022-23. The Secretarial Audit report for the financial year 2022-23 is annexed herewith as "ANNEXURE B".

14.3 COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (as amended), the Directors, on the recommendation of the Audit Committee have appointed Shekhhar Joshi & Company, Practicing Cost Accountant, Mumbai, as the Cost Auditor of the Company for the Financial Year 2023-24. The remuneration payable to the Cost Auditor is subject to ratification of Shareholders at the ensuing Annual General Meeting.

15. INTERNAL COMPLAINTS COMMITTEE

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

16. DISCLOSURE REQUIREMENTS

Your Company has complied with all the mandatory requirements of SEBI (Listing Obligations and

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Disclosure Requirements) Regulations 2015.

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

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

A) CONSERVATION OF ENERGY:

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

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
1. ELECTRICITY		
Purchased (units)	2,96,924	298,054
Total Amount ₹	26,01,373	21,33,008
Rate/Units in ₹	8.76	7.16
2. FUEL CONSUMED		
Quantity-Furnace Oil	38,840	58,240
LDO	24000	24000
Diesel	4570	4300

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Total amount-		
Furnace Oil	17,94,966	25,25,533
LDO	20,88,480	14,86,080
Diesel	4,12,976	389481
Rate per Ltr-		
Furnace Oil	46.21	43.36
LDO	87.02	61.92
Diesel	90.37	90.58

B) TECHNOLOGY ABSORPTION:

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

C) FOREIGN EXCHANGE EARNINGS AND OUT-GO:

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

18. EXTRACT OF ANNUAL RETURN

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

As per the requirement of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management & Administrative) Rule, 2014 .The Annual Return in the prescribed form is available on the Companies Site <https://sandu.in/wp-content/uploads/2023/09/Annual-return-for-FY-2022-23..pdf>

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

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

20. FIXED DEPOSITS:-

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014 during the financial year 2022-23.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:-

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the Investments made by the Company are given in the notes to the Financial Statements.

22. PARTICULARS OF CONTRACT OR ARRANGMENTS WITH RELATED PARTY

The Company has Related Party Transactions with Sandu Brother Private Limited Which in the ordinary course of Business and At Arm Length Basis

23. CODE OF CONDUCT:

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

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

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

24. PREVENTION OF INSIDER TRADING:

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

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

25. PARTICULARS OF EMPLOYEES:

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

26. AUDITORS REPORT SECRETARIAL AUDIT REPORT AND COST AUDIT REPORT

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

27. REPORTING OF FRAUDS

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

28. ACKNOWLEDGEMENTS:

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

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

Sd/-

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

Dated: 14/08/2023
Place: Mumbai

Sd/-

**Shashank B Sandu
DIN:00678098
Director**

ANNEXURE-A

MANAGEMENT DISCUSSION AND ANALYSIS:-

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

i. Industry Structure & Development:

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

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

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

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

ii. Opportunities and Threats :

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

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

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

of Ayurveda as a viable healthcare product.

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

iii. Segment wise performance:

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

iv. Outlook:

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

v. GST (Goods and Service Tax)

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

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

vi. Bio-Diversity Act

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

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

vii. Risk and concerns:

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

viii. Internal Control Systems and their adequacy:

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

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

The financial performance with respect to the operational performance during the year under review was satisfactory. Your Company was successful in maintaining the profit level only because of the

higher volumes and higher sales realization in spite of increased raw material prices.

x. Material Development in Human Resource / Industrial Relations:

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

xi. Material Financial and Commercial Transaction:

There are no material significant financial and commercial transactions with related parties viz. Promoters, Directors or the Management, their companies / firms or relatives conflicting with the interest of your Company. The promoters and the Directors are not dealing in the shares of your Company.

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

Debtors turnover	Current Year 14.88 % as compared to Previous Year 14.03%
Inventory turnover	Current year 2.44 % as compared to Previous year 3.19%
Interest Coverage Ratio	NIL
Current Ratio	Current Year 1.84% as compared to Previous Year 1.99%
Debt Equity Ratio	NA
Profit Ratio	Current Year 2.33% as compared to Previous Year 2.43%

xiii Return on Net Worth CY 5 % as compared to LY 5.78 %.

ANNEXURE – B

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

[Pursuant to section 204(1) of the Companies Act, 2013
And Rule No.9 of the Companies (Appointment and
Remuneration of Managerial Personnel) Rules, 2014]
Issued Under ICSI UDIN:A034739E000424788

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 (hereinafter referred as to the "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the applicable provisions of:

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

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (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 & Sweat Equity) Regulations, 2021;

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

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

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client –

Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the Audit Period;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021) –

Provisions not applicable to the Company as there was no reportable event during the Audit Period;

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – Provisions not applicable to the Company as there was no reportable event during the Audit Period;and

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The following Laws and Regulations applicable specifically to the Company (as per the representations made by the Company) Viz.,
 - Drugs and Cosmetics Act, 1940
 - Drugs (Prices Control Order 2013)
 - The Narcotic Drugs and Psychotropic Substances Act, 1985 and the rules made thereunder;
 - Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954
 - Food Safety and Standards Act, 2006 and the rules made thereunder.
 - The Medicinal and Toilet Preparations (Excise Duties) Act, 1955

Other Laws covered in the Scope of Audit

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

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

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

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

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

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the Audit period.

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

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

CS Swapnil Jayant Dixit
Proprietor
 M. No. A 34739 / C. P. No. 12942
 ICSI Peer Review Cert. No.: 1499/2021

Place: Bicholim - Goa
 Date: 30th Day of May, 2023
 Issued Under UDIN: A034739E000424788

Note: Our report of even date Issued Under ICSI UDIN: A034739E000424788 is to be read along with the letter in Annexure A – forming part and parcel of this report.

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Annexure Forming Part of Secretarial Audit Report for year ended 31st March 2023

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

Our report of even date Issued under ICSI UDIN: A034739E000424788 is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

CS Swapnil Jayant Dixit
Proprietor

M. No. A34739 / C. P. No. 12942

Place: Bicholim - Goa

Date: 30th Day of May, 2023.

ANNEXURE-C

CORPORATE GOVERNANCE REPORT

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

1. Company's Philosophy on Corporate Governance:

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

2. Board of Directors

A. Composition and Category of Directors

As on 31st March 2023, Board had comprised of 7 Members consisting of 1 Executive Director and 6 Non Executive Directors out of which 4 are Independent Directors. The name and category of each Director are given below.

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

B. Board Training and Induction

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

C. Board Meetings, Board Committee Meetings and Procedure

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

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

a) Board Agenda

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

b) Scheduling and selection of agenda items for Board Meeting

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

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

During the year ended on 31st March, 2023, the Board of Directors had 5(FIVE) meetings 30/06/2022,07/07/2022,12/08/2022,14/11/2022,14/02/2023.The last Annual General Meeting (AGM) was held on 30/09/2022. The attendance record of the Directors at the Board Meetings during the year ended on 31/03/2023, and at the last AGM is as under:-

Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and Number of other Directorship and Chairmanships/Memberships of Committees of each Director in various Companies (upto 31st March 2023)

Name of the Director	Category	Attendance of Directors in the Company		Shareholding of Directors in the Company
		Board	AGM	
Dilip R. Salgaocar	Non Executive Independent Director	6	Yes	NIL
Dr. Krishna B. Deshpande	Non Executive Independent Director	3	Yes	NIL
Dr. Madan L. Kapre	Non Executive Independent Director	5	Yes	NIL
K. Vinaykumar	Non Executive Independent Director	5	Yes	NIL
Shashank B. Sandu	Non Executive Non Independent Director	5	Yes	13,68,755
Umesh B. Sandu	Executive Director	5	Yes	13,88,693
Dr. Shubhada Sandu	Non Executive, Non Independent women Director	3	Yes	10,000

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

c) Other Directorship

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

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

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(d) Key Board Qualifications, expertise and attributes

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

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

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

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

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

(d) Number of Board Meeting held with dates

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

The details of Board Meetings are given below:

Date	Board Strength	No. of Directors Present
30/06/2022	7	7
07/07/2022	7	5
12/08/2022	7	6
14/11/2022	7	5
14/02/2023	7	6

D. Independent Directors

I. INDEPENDENT DIRECTORS MEETING:

During the Financial year under review, the Independent Directors met once in the financial year i.e 14th February 2023 inter alia, to discuss:

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

II. BOARD AND DIRECTORS EVALUATION AND CRITERIA FOR EVALUATION

The Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees for the FY 2022-23.

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

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

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

II. Selection of Independent Director

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

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

III. Independent Directors' Familiarization Programme

The Company has familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs. The Company has adopted the familiarization program for Independent Directors and the details of which are uploaded on the website of the company <https://sandu.in/image/catalog/info-pages/Announcement/policies/Familiarisation-Programme-for-Independent-Director.pdf>

Information provided to the Board

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

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

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

E. BOARD COMMITTEES

Details of Board Committees and other related information are provided hereunder

a) Composition of Board Committee

Composition of Board Committees

Audit Committee:

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

Stakeholders Relationship Committee:

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

Nomination and Remuneration Committee

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

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

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

c) Terms of Reference and other details of Board Committees

Audit Committee

Composition of the Committee

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

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

Terms of reference as per the Companies Act 2013

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

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

Powers of the Audit Committee

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

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

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

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

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

Review of information by Audit Committee

The Audit Committee shall mandatory review the following information

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

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

Meeting Details

05(Five) Meetings of the Audit Committee were held during the year. The details of meetings and attendance are given on page no.39 of this Report.

2. Nomination and Remuneration Committee

Composition of the Committee

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

1. Terms of Reference

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

2. Nomination and Remuneration Committee shall perform the following role

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

Meeting details

4 (Four) meetings of the Nomination and Remuneration Committee were held during the year. The Details of meeting and attendance are given on page no.39 of this Report.

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

Nomination and Remuneration Policy

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

3. Stakeholders Relationship Committee

Composition of the Committee

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

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

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

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

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

Meeting Details

04(Four) meetings of the Committee were held during the year. The details of meetings and attendance are given on page no.39 of this Report.

F. Code of Conduct

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

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

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G. Prevention of Insider Trading Code:

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

H. Means of Communication

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

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

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

I. General Shareholders Information.

(a) Location and time, where last three AGM were held:

Location	Date	Time
Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez, Goa 403511	Wednesday, 30 th September 2020 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m
	Thursday, 30 th September 2021 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m
	Friday, 30 th September 2022 through Video Conferencing /other Audio Visual Means QAVM)	4.30 p.m

(b) Special Resolution passed

Particulars	Yes/No
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2022	No
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2021. 1. Authorisation under Section 186 of the Companies Act 2013.	Yes
Whether Special Resolution passed at the last Annual General Meeting held on 30 th September 2020. a) Approval for continuation of Dilip R Salgaocar (DIN:00044240) as Non Executive Independent Director b) Re appointment of Shri Umesh B Sandu (DIN:01132141) as Managing Director of the Company for a period of Three Year with effect from 01 st April 2021 c) Issuance of Equity Shares to Promoters and NonPromoters on a Preferential Basis.	Yes

(c) Postal Ballot:

For the year ended March 31, 2023 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

(d) Investor Grievance Redressal

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

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

J. Means of Communication

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

K. General Shareholders Information.**(1) Annual General Meeting**

Date	Satutday, 30 th September 2023
Time	04:30 pm
Venue	Plot No 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Bardez Goa-403511

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

June 30, 2023 – Second Week of August 2023

September 30, 2023 - Second week of November, 2023

December 31, 2023 - Second week of February, 2024

March 31, 2024– Fourth week of May, 2024

(3) Dividend Payment date

The dividend will paid on or before Wednesday, 25th October 2023.

(4) Date of Book closure

Wednesday,20th September 2023 to Saturday, 30th September 2023 (both days inclusive)

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(5) Listing on Stock Exchange (Equity Shares)

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

a) Payment of Listing Fees

Annual listing fee for the year 2023-24 has been paid by the Company to BSE

b) Payment of Depository Fees

Annual Custody/Issuer fee for the year 2023-24 has been paid to NSDL and CDSL.

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

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

Month	BSE Index		BSE Price	
	High	Low	High	Low
April 2022	60845.1	56009.07	86	68.7
May 2022	57184.21	52632.48	77	66.2
June 2022	56432.65	50921.22	72.75	54.1
July 2022	57619.27	52094.25	75.6	62.3
August 2022	60411.2	57367.47	74.25	55.2
September 2022	60676.12	56147.23	73	65
October 2022	60786.7	56683.4	70.55	64
November 2022	63303.01	60425.47	73.7	53
December 2022	63583.07	59754.1	78.35	61.1
January 2023	61343.96	58699.2	69	62
February 2023	61682.25	58795.97	67.5	52
March 2023	60498.48	57084.91	69	50.25

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

(B) PERFORMANCE IN COMPARISON WITH SENSEX IS GIVEN BELOW

Month	Closing Sensex	% Movement of Sensex Month to Month	Closing Price	% Movement of Share Price Month to Month
April 2022	57060.87	(2.57)	76	8.03
May 2022	55566.41	(2.62)	73.4	(3.42)
June 2022	53018.94	(4.58)	64.4	(12.26)
July 2022	57570.25	8.58	71.9	11.65
August 2022	59537.07	3.42	67.95	(5.49)
September 2022	57426.92	(3.54)	65.8	(3.16)
October 2022	60746.59	5.78	65.85	0.08
November 2022	63099.65	3.87	61.5	(6.61)
December 2022	60840.74	(3.58)	66.9	8.78
January 2023	59549.9	(2.12)	64.95	(2.91)
February 2023	58962.12	(0.99)	57.15	(12.01)
March 2023	58991.52	0.05	52.2	(8.66)

(7) Distributing of Shareholding as on 31st March 2023.

Size of Holdings	No. of Shareholders	Percentage % Holders	No. of Shares	Percentage of Shareholding
1 -5000	10089	99.1158	2318154	23.9950
5001-10000	39	0.3831	284130	2.9410
10001-20000	23	0.226	348600	3.6083
20001-30000	4	0.0393	97727	1.0116
30001-40000	6	0.0589	216270	2.2386
40001-50000	2	0.0196	92188	0.9542
50001-100000	5	0.0491	312946	3.2393
100001-*****	11	0.1081	5990975	62.0120
Total	10179	100	9660990	100

(8) Registrars and Transfer Agents

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

(9) Compliance Officer

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

(10) Shares held in physical and dematerialized form:

87,89,040 number of shares amounting to 90.97 % of the total paid up capital are held in dematerialized form and 8,71,950 number of shares amounting to 09.03% in physical form as on March 31, 2023.

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(11) Share Transfer System

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

(12) SEBI Complaints Redressal System (SCORES)

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

(13) General Shareholder Information

Distribution of Shareholding as on March 31, 2023

Category code	Category of Shareholder	Number of Shareholders	Total number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	10	50,63,633	52.41
(2)	Foreign	0	0	0
	Total Shareholding of Promoter and Promoters Group			
(B)	Public Shareholding	0	0	0
1)	Institution	1	500	0.01
(2)	Non Institution	10130	4596857	47.58
	Total Public Shareholding	10131	4597357	47.59
(C)	Shares held by Custodian and against which Depository Receipt have been issued	0	0	0
(1)	Promoter and Promoters Group	0	0	0
(2)	Public	0	0	0
	Total(A)+(B)+(C)	10141	9660990	100

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

N.A

(15) Dematerialization of Shares and Liquidity

The total number of shares in dematerialized form as on 31st March, 2023 is 87,89,040 representing 90.97 % of the total number of shares of the Company. The equity shares of the Company are actively traded on BSE.

(16) Reconciliation of Share Capital

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

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

(17) Unclaimed /Undelivered Share Certificates

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

Thereafter, in case of non receipt of response to the reminder, unclaimed physical shares will be dematerialized and will be held in "Unclaimed Suspense Account", with details of shareholding of each individual allottee whose shares are credited to such unclaimed suspense account. All corporate benefits shall also be credited to such suspense account for a period of 7 years and thereafter shall be transferred to IEPF. There were no unclaimed / undelivered Share Certificate during the financial year ended 31st March 2023.

(18) Plant Location

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

(19) Address for correspondence

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

(a) Related Party Transactions

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

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

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

Sr No	Name of the Company	Relationship	Nature of Transaction	Amount
1.	Sandu Brothers Private Limited	Relative of Directors are members	Sales of goods	34,43,023
			Purchases	24,90,81,754
			Royalty Paid	1,06,62,239
			Directors Remuneration	89,27,520

(b) Strictures and Penalties

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

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

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

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations. The Company has partially adopted the non-mandatory requirements. Disclosures of the extent to which the discretionary requirements have been adopted are given in Item No. 20 of this report

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

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

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

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

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

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

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

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

The unutilized amounts of the issue as at 31st March 2023 have been temporary deployed in fixed deposit/ current deposit with bank.

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

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

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

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

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

The Details of the total fees paid to M/s Dileep and Prithvi, Chartered Accountant, Statutory Auditors of the Company during the Financial Year ended 31st March 2023 is given below:

Sr No	Description of fees paid to Statutory Auditor	Total Fees (in lakhs)
1.	Quarterly, Statutory Audit & Limited Review, Final Audit, Tax Audit & Filing and uploading of Tax Return Including tax	10,03,000

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

A	Number of complaints held during the period.	NIL
B	Number of complaints disposed of during the period 1 st April 2022 to 31 st March 2023.	NIL
C	Number of complaints pending as on 01 st April 2022 to 31 st March 2023	NIL

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

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

(29) Details of compliance with Corporate Governance requirements

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

(30) Certificate on Corporate Governance

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

(31) None of the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been adopted.**(32) Credit Rating.**

The Company has not obtained any Credit Rating during the Financial Year 2022-23 pertaining to debt instruments or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad

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

Sd/-

Sd/-

Umesh B Sandu

Shashank B Sandu

DIN:01132141

DIN:00678098

Managing Director

Director

Dated: 14/08/2023

Place: Mumbai

ANNEXURE - D
INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Sandu Pharmaceuticals Limited,

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

Management’s Responsibility

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

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

Auditor’s Responsibility

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

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

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

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

Opinion

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

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

Restriction on Use

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

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

For Dileep and Prithvi
Chartered Accountants
FRN : 122290W

Place: Mumbai
Date: 12th August, 2022
UDIN- 22183378AQWDYI2522

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

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

To,
The Board of Directors of
Sandu Pharmaceuticals Limited

- A. I have reviewed financial statements and the cash flow statement for the year ended 31st March 2023 and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present a true and fair view and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of my knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. I accept the responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls if any, of which they are aware and the steps have taken or propose to take to rectify the deficiencies if any.
- D. I have indicated to the Auditors and the Audit committee
- Significant changes in internal control over financial reporting during the year;
- Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which i have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Sandu Pharmaceuticals Limited

Sd/-
Rakesh Parekh
Chief Financial Officer

Place: Mumbai
Date: 31/03/2023

ANNEXURE - F
DECLARATION OF MANAGING DIRECTOR

As provided under Schedule V of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. I, Shri Umesh B Sandu, Managing Director (DIN: 01132141) affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the financial year ended 31st March 2023.

For Sandu Pharmaceuticals Limited

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

Place: Mumbai
Date: 31/03/2023

ANNEXURE - G

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

Issued under UDIN: A034739E000755327

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

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

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 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, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

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

Cs Swapnil Jayant Dixit
Proprietor

M. NO. ACS 34739

C. P. NO. 12942

Issued under UDIN: A034739E000755327

Place: Bicholim - Goa
Date: 2nd Day of August, 2023

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

Extract of Annual Return

As on the financial year ended on 31st March, 2023

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

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

Thirty Eight Annual Report 2022-23

ATTACHMENT A

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

ATTACHMENT B

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

Sr. No	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
1	Sandu Phytoceuticals Private Limited	U24230GA2022PTC015422	Subsidiary	100%	2(87) of Companies Act 2013.

ATTACHMENT C

IV. SHAREHOLDING PATTERN

i) Category-wise Share Holding

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2022				Shareholding at the End of the year - 2023				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	2704548	0	2704548	30.6963	3565548	0	3565548	36.9067	6.2104
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	1099422	0	1099422	12.4783	1413085	0	1413085	14.6267	2.1484
	Sub Total (A)(1)	3803970	0	3803970	43.1746	4978633	0	4978633	51.5334	8.3588
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	3803970	0	3803970	43.1746	4978633	0	4978633	51.5334	8.3588
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions / Banks	0	500	500	0.0057	0	500	500	0.0052	-0.0005
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	500	500	0.0057	0	500	500	0.0052	-0.0005

Thirty Eight Annual Report 2022-23

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2022				Shareholding at the End of the year - 2023				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	1728125	894650	2622775	29.7682	1636477	862250	2498727	25.8641	-3.9041
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	892069	889667	1781736	20.2225	1036988	0	1036988	10.7338	-9.4887
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Any Other (Specify)									
	Trusts	1000	0	1000	0.0113	1100	0	1100	0.0114	0.0001
	Hindu Undivided Family	161725	300	162025	1.8390	171225	300	171525	1.7754	-0.0636
	Non Resident Indians (Non Repat)	47195	0	47195	0.5357	97133	0	97133	1.0054	0.4697
	Non Resident Indians (Repat)	19485	0	19485	0.2212	64731	0	64731	0.6700	0.4488
	Body Corp-Ltd Liability Partnership	7531	0	7531	0.0855	19600	0	19600	0.2029	0.1174
	Clearing Member	25442	0	25442	0.2888	667	0	667	0.0069	-0.2819
	Bodies Corporate	330005	9000	339005	3.8477	782486	8900	791386	8.1916	4.3439
	Sub Total (B)(3)	3212577	1793617	5006194	56.8197	3810407	871450	4681857	48.4615	-8.3582
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	3212577	1794117	5006694	56.8254	3810407	871950	4682357	48.4666	-8.3588
	Total (A)+(B)	7016547	1794117	8810664	100.0000	8789040	871950	9660990	100.0000	0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	7016547	1794117	8810664	100.0000	8789040	871950	9660990	100.0000	

ATTACHMENT D

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

Shareholding Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2022			Shareholding at the End of the year - 2023			% change in share-holding during the year
		No of Shares Held	% of the Total of the Company	%of Shares Pledged / encum-bered to total shares	No of Shares Held	% of the Total of the Company	% of Shares Pledged / encum-bered to total shares	
1	UMESH B SANDU	1152193	13.08	0.0000	1388693	14.3742	0.0000	3.9812
2	SHASHANK BHASKAR SANDU	1132255	12.85	0.0000	1368755	14.1679	0.0000	4.0012
3	BHASKAR GOVIND SANDU	737000	8.3649	0.0000	0	0.0000	0.0000	-8.3649
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	6.1735	0.0000	543930	5.6302	0.0000	-0.5433
5	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	2.4857	0.0000	219010	2.2670	0.0000	-0.2187
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	347186	3.94	0.0000	494182	5.1152	0.0000	3.0663
7	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	1.7702	0.0000	155963	1.6144	0.0000	-0.1558
8	GEETA U SANDU	85000	0.9647	0.0000	85000	0.9647	0.0000	0
9	MINAL SHASHANK SANDU	61100	0.6935	0.0000	61100	0.6324	0.0000	-0.0611
10	SHUBHADA PRABHAKAR SANDU	10000	0.1135	0.0000	10000	0.1035	0.0000	-0.0100
11	JAYSHREE BHASKAR SANDU	0	0.0000	0.0000	737000	7.6286	0.0000	7.6286
	Total	3803970	43.1746	0.0000	4978633	51.5334	0.0000	8.3588

ATTACHMENT E

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

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

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2022		Transactions during the year		Cumulative Shareholding at the end of the year - 2023	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	UMESH B SANDU	915693	9.4783			915693	9.4783
	Transfer			15 Apr 2022	236500	1152193	11.9262
	Transfer			24 Feb 2023	236500	1388693	14.3742
	AT THE END OF THE YEAR					1388693	14.3742
2	SHASHANK BHASKAR SANDU	895755	9.2719			895755	9.2719
	Transfer			15 Apr 2022	236500	1132255	11.7199
	Transfer			24 Feb 2023	236500	1368755	14.1679
	AT THE END OF THE YEAR					1368755	14.1679
3	JAYSHREE BHASKAR SANDU	0	0.0000			0	0.0000
	Transfer			23 Sep 2022	737000	737000	7.6286
	AT THE END OF THE YEAR					737000	7.6286
4	SANMARK REALTY AND FINANCE PRIVATE LIMITED	543930	5.6302			543930	5.6302
	AT THE END OF THE YEAR					543930	5.6302
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	180519	1.8685			180519	1.8685
	Transfer			15 Apr 2022	166667	347186	3.5937
	Transfer			24 Feb 2023	146996	494182	5.1152
	AT THE END OF THE YEAR					494182	5.1152
6	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	219010	2.2670			219010	2.2670
	AT THE END OF THE YEAR					219010	2.2670
7	PHYBRICHEM ENGINEERS PRIVATE LIMITED	155963	1.6144			155963	1.6144
	AT THE END OF THE YEAR					155963	1.6144
8	GEETA U SANDU	85000	0.8798			85000	0.8798
	AT THE END OF THE YEAR					85000	0.8798
9	MINAL SHASHANK SANDU	61100	0.6324			61100	0.6324
	AT THE END OF THE YEAR					61100	0.6324
10	SHUBHADA PRABHAKAR SANDU	10000	0.1035			10000	0.1035
	AT THE END OF THE YEAR					10000	0.1035
11	BHASKAR GOVIND SANDU	737000	7.6286			737000	7.6286
	Transfer			16 Sep 2022	(737000)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 9660990 Shares.
 2. The details of holding has been clubbed based on PAN
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	AAACN9120B	219010	31/03/2022
2	NOUMURA REALTY AND CONSTRUCTIONS PRIVATE LIMITED	IN30133019073221	AAACN9120B	219010	31/03/2023
3	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	AAACP3898E	155963	31/03/2022
4	PHYBRICHEM ENGINEERS PRIVATE LIMITED	IN30133019075300	AAACP3898E	155963	31/03/2023
5	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	AABCA2004Q	180519	31/03/2022
6	AKSHATH FINVEST AND PROPERTIES PRIVATE LIMITED	IN30133020603964	AABCA2004Q	494182	31/03/2023
7	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	AABCS6077P	543930	31/03/2022
8	SANMARK REALTY AND FINANCE PRIVATE LIMITED	IN30133020610457	AABCS6077P	543930	31/03/2023
9	SHUBHADA PRABHAKAR SANDU	IN30051319693845	AAYPS6366F	10000	31/03/2022
10	SHUBHADA PRABHAKAR SANDU	IN30051319693845	AAYPS6366F	10000	31/03/2023
11	UMESH B SANDU	IN30133018748151	ABWPS9336G	913600	31/03/2022
12	UMESH B SANDU	IN30133018748151	ABWPS9336G	1386600	31/03/2023
13	UMESH BHASKAR SANDU	IN30154957543660	ABWPS9336G	2093	31/03/2022
14	UMESH BHASKAR SANDU	IN30154957543660	ABWPS9336G	2093	31/03/2023
15	SHASHANK BHASKAR SANDU	IN30133017696833	ABWPS9337H	894400	31/03/2022
16	SHASHANK BHASKAR SANDU	IN30133017696833	ABWPS9337H	1367400	31/03/2023
17	SHASHANK BHASKAR SANDU	IN30154957542396	ABWPS9337H	1355	31/03/2022
18	SHASHANK BHASKAR SANDU	IN30154957542396	ABWPS9337H	1355	31/03/2023
19	BHASKAR GOVIND SANDU	IN30429514150106	ABXPS2274E	737000	31/03/2022
20	MINAL SHASHANK SANDU	IN30429514165680	ABYPS5971R	61100	31/03/2022
21	MINAL SHASHANK SANDU	IN30429514165680	ABYPS5971R	61100	31/03/2023
22	JAYSHREE BHASKAR SANDU	IN30133041178071	AGPPS8790L	737000	31/03/2023
23	GEETA U SANDU	IN30133018748134	AGPPS8792J	85000	31/03/2022
24	GEETA U SANDU	IN30133018748134	AGPPS8792J	85000	31/03/2023

ATTACHMENT F

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

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

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2022		Transactions during the year		Cumulative Shareholding at the end of the year - 2023	
		No. Of shares held	% Of total shares of the company	Date of transaction	No. Of shares	No of shares held	% Of total shares of the company
1	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	141832	1.4681			141832	1.4681
	Transfer			15 Apr 2022	166667	308499	3.1932
	Transfer			24 Feb 2023	146996	455495	4.7148
	AT THE END OF THE YEAR					455495	4.7148
	TANVI JIGNESH MEHTA	298388	3.0886			298388	3.0886
	Transfer			08 Apr 2022	(621)	297767	3.0822
	Transfer			22 Apr 2022	(500)	297267	3.0770
	Transfer			29 Apr 2022	(196)	297071	3.0750
	Transfer			03 Jun 2022	(2000)	295071	3.0543
	Transfer			24 Jun 2022	(2344)	292727	3.0300
	Transfer			30 Jun 2022	(500)	292227	3.0248
	Transfer			08 Jul 2022	(187)	292040	3.0229
	Transfer			15 Jul 2022	(594)	291446	3.0167
	Transfer			22 Jul 2022	(600)	290846	3.0105
	Transfer			29 Jul 2022	(1733)	289113	2.9926
	Transfer			19 Aug 2022	(1563)	287550	2.9764
	Transfer			26 Aug 2022	(1754)	285796	2.9582
	Transfer			11 Nov 2022	(1200)	284596	2.9458
	Transfer			18 Nov 2022	(4000)	280596	2.9044
	Transfer			25 Nov 2022	(1000)	279596	2.8941
	Transfer			02 Dec 2022	(3748)	275848	2.8553
	Transfer			09 Dec 2022	(1000)	274848	2.8449
	Transfer			13 Jan 2023	651	275499	2.8517
	Transfer			24 Feb 2023	(1939)	273560	2.8316
	Transfer			03 Mar 2023	(779)	272781	2.8235
	AT THE END OF THE YEAR					272781	2.8235
	SANBRO MARKETING SERVICES PVT LTD	83333	0.8626			83333	0.8626
	Transfer			15 Apr 2022	83333	166666	1.7251
	Transfer			24 Feb 2023	83334	250000	2.5877

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2022		Transactions during the year		Cumulative Shareholding at the end of the year - 2023	
	AT THE END OF THE YEAR					250000	2.5877
	HITESH KUVELKAR	121784	1.2606			121784	1.2606
	Transfer			29 Jul 2022	(357)	121427	1.2569
	AT THE END OF THE YEAR					121427	1.2569
	YOGISH SHETTY	15600	0.1615			15600	0.1615
	Transfer			15 Apr 2022	1000	16600	0.1718
	Transfer			22 Apr 2022	5400	22000	0.2277
	Transfer			29 Apr 2022	2100	24100	0.2495
	Transfer			06 May 2022	3700	27800	0.2878
	Transfer			03 Jun 2022	7300	35100	0.3633
	Transfer			10 Jun 2022	1000	36100	0.3737
	Transfer			17 Jun 2022	2473	38573	0.3993
	Transfer			24 Jun 2022	4400	42973	0.4448
	Transfer			30 Jun 2022	2200	45173	0.4676
	Transfer			01 Jul 2022	1000	46173	0.4779
	Transfer			08 Jul 2022	4274	50447	0.5222
	Transfer			15 Jul 2022	4400	54847	0.5677
	Transfer			22 Jul 2022	2597	57444	0.5946
	Transfer			29 Jul 2022	4850	62294	0.6448
	Transfer			05 Aug 2022	3000	65294	0.6759
	Transfer			19 Aug 2022	3560	68854	0.7127
	Transfer			26 Aug 2022	4950	73804	0.7639
	Transfer			16 Sep 2022	2500	76304	0.7898
	Transfer			23 Sep 2022	4400	80704	0.8354
	Transfer			21 Oct 2022	1856	82560	0.8546
	Transfer			28 Oct 2022	675	83235	0.8616
	Transfer			04 Nov 2022	2	83237	0.8616
	Transfer			25 Nov 2022	5079	88316	0.9142
	Transfer			02 Dec 2022	4200	92516	0.9576
	Transfer			09 Dec 2022	9567	102083	1.0567
	Transfer			20 Jan 2023	1746	103829	1.0747
	Transfer			27 Jan 2023	200	104029	1.0768
	Transfer			03 Feb 2023	1023	105052	1.0874
	Transfer			10 Feb 2023	1025	106077	1.0980
	AT THE END OF THE YEAR					106077	1.0980
	GEETA U SANDU	85000	0.8798			85000	0.8798
	AT THE END OF THE YEAR					85000	0.8798

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Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2022		Transactions during the year		Cumulative Shareholding at the end of the year - 2023	
	AMIT KUMAR SARAOGI	34544	0.3576			34544	0.3576
	Transfer			06 May 2022	2956	37500	0.3882
	Transfer			13 May 2022	3000	40500	0.4192
	Transfer			12 Aug 2022	449	40949	0.4239
	Transfer			19 Aug 2022	4882	45831	0.4744
	Transfer			26 Aug 2022	4169	50000	0.5175
	Transfer			09 Dec 2022	3500	53500	0.5538
	Transfer			17 Feb 2023	(500)	53000	0.5486
	Transfer			03 Mar 2023	1000	54000	0.5589
	AT THE END OF THE YEAR					54000	0.5589
	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	52000	0.5382			52000	0.5382
	AT THE END OF THE YEAR					52000	0.5382
	RITESH KUMAR BAGARIA	43005	0.4451			43005	0.4451
	Transfer			03 Jun 2022	3952	46957	0.4860
	AT THE END OF THE YEAR					46957	0.4860
	YOGESH KUMAR BAGARIA	25370	0.2626			25370	0.2626
	Transfer			24 Jun 2022	174	25544	0.2644
	Transfer			30 Jun 2022	19	25563	0.2646
	Transfer			01 Jul 2022	207	25770	0.2667
	Transfer			02 Sep 2022	1400	27170	0.2812
	Transfer			03 Feb 2023	1965	29135	0.3016
	Transfer			10 Feb 2023	7935	37070	0.3837
	Transfer			17 Feb 2023	610	37680	0.3900
	Transfer			03 Mar 2023	2331	40011	0.4142
	AT THE END OF THE YEAR					40011	0.4142
	AMIT DATTATRAY KHANDEKAR	39231	0.4061			39231	0.4061
	AT THE END OF THE YEAR					39231	0.4061
	RAVINDRA VINAYAK BHATAVADEKAR	37908	0.3924			37908	0.3924
	AT THE END OF THE YEAR					37908	0.3924

- Notes :
1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 9660990 Shares.
 2. The details of holding has been clubbed based on PAN.
 3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

SR NO	SHAREHOLDER NAME	DPID/Folio	PAN	SHARES	BENPOS_DATE
1	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	IN30133020610449	AAACN5066E	141832	31/03/2022
2	NEELAMBER LEASING AND FINVEST PRIVATE LIMITED	IN30133020610449	AAACN5066E	455495	31/03/2023
3	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	IN30047642758425	AAACU6796Q	52000	31/03/2022
4	UNIVED CORPORATE RESEARCH PRIVATE LIMITED.	IN30047642758425	AAACU6796Q	52000	31/03/2023
5	RAVINDRA VINAYAK BHATAVADEKAR	1201260000014061	AABHB9295B	37908	31/03/2022
6	RAVINDRA VINAYAK BHATAVADEKAR	1201260000014061	AABHB9295B	37908	31/03/2023
7	SANBRO MARKETING SERVICES PVT LTD	IN30133040537677	AACCS1796A	83333	31/03/2022
8	SANBRO MARKETING SERVICES PVT LTD	IN30133040537677	AACCS1796A	250000	31/03/2023
9	TANVI JIGNESH MEHTA	1204200000178481	AAFFD1519C	298388	31/03/2022
10	TANVI JIGNESH MEHTA	1204200000178481	AAFFD1519C	272781	31/03/2023
11	YOGESH KUMAR BAGARIA	1208160060605532	ADUPB1342B	12841	31/03/2023
12	YOGESH KUMAR BAGARIA	IN30302851550436	ADUPB1342B	25370	31/03/2022
13	YOGESH KUMAR BAGARIA	IN30302851550436	ADUPB1342B	27170	31/03/2023
14	RITESH KUMAR BAGARIA	1201260000214120	AEEP6572L	43005	31/03/2022
15	RITESH KUMAR BAGARIA	1201260000214120	AEEP6572L	46957	31/03/2023
16	YOGISH SHETTY	IN30307710737536	AEUPS7935Q	15600	31/03/2022
17	YOGISH SHETTY	IN30307710737536	AEUPS7935Q	60846	31/03/2023
18	YOGISH SHETTY	IN30307710806237	AEUPS7935Q	45231	31/03/2023
19	AMIT DATATRAY KHANDEKAR	1201260000011263	AGAPK1381J	39231	31/03/2022
20	AMIT DATATRAY KHANDEKAR	1201260000011263	AGAPK1381J	39231	31/03/2023
21	GEETA U SANDU	IN30133018748134	AGPPS8792J	85000	31/03/2022
22	GEETA U SANDU	IN30133018748134	AGPPS8792J	85000	31/03/2023
23	HITESH ANAND KUVELKAR	1204470003659700	AISPK2510P	13170	31/03/2022
24	HITESH ANAND KUVELKAR	1204470003659700	AISPK2510P	12813	31/03/2023
25	HITESH KUVELKAR	IN30018310586179	AISPK2510P	108614	31/03/2022
26	HITESH KUVELKAR	IN30018310586179	AISPK2510P	108614	31/03/2023
27	AMIT KUMAR SARAOGI	IN30210510784244	DXXPS8701M	34544	31/03/2022
28	AMIT KUMAR SARAOGI	IN30210510784244	DXXPS8701M	54000	31/03/2023

ATTACHMENT G

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

Shareholding of Directors and Key Managerial Personneel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year - 2023		Shareholding at the end of the year - 2022		% change in shareholding during the year
		NO. OF SHARES HELD	% of total Shares of the company	NO. OF SHARES HELD	% of total Shares of the company	
1	Shashank B Sandu	1132255	12.851	1368755	14.17	Private Placement
2	Umesh B Sandu	1152193	13.074	1388693	14.37	Private Placement
3	Shubhada Sandu	10000	0.141	10000	0.10	NA
4	Dilip R Salgaocar	NIL	NIL	NIL	NIL	NA
5	Dr Krishna Deshpande	NIL	NIL	NIL	NIL	NA
6	Dr Madan Kapre	NIL	NIL	NIL	NIL	NA
7	K Vinaykumar	NIL	NIL	NIL	NIL	NA
8	Pratika Mhambray (KMP)	NIL	NIL	NIL	NIL	NA
9	Rakesh Parekh (KMP)	NIL	NIL	NIL	NIL	NA

ATTACHMENT H

IX. INDEBTEDNESS

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

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

ATTACHMENT I

X. REMUNERATION TO MANAGING DIRECTOR/WHOLETIME DIRECTOR/MANAGER

Sr. No	Particulars of Remuneration	(In ₹)
		Shri. Umesh Sandu Managing Director
1.	Gross Salary	
	(a) Salary as per provisions in section 17(1) of the Income Tax Act.	84,48,000
	(b) Value of perquisites u/s 17(2) Income Tax, 1961.	NIL
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	NIL
2.	Stock option	NIL
3.	Sweat Equity	NIL
4.	Commission	NIL
	- As % of profit	
	- Others, specify	
5.	Others, please specify	
	Provident Fund & other fund	4,79,520
	Total (A)	**89,27,520
	Ceiling as per the Act	84,00,000

**The Remuneration payable to Managing has been approved by the Shareholders at 35th Annual General Meeting, held on 30th September 2020 by passing special resolution

ATTACHMENT J

XI. REMUNERATION OF DIRECTOR

(a) Independent Directors:-

Particulars of Remuneration	Name of Directors				Total Amount (In ₹)
	Dilip R. Salgaocar	Krishna B. Deshpande	Madan L. Kapre	K. Vinay Kumar	
Fees for attending Board /Committee Meetings	43500	15000	51000	61000	170500
Commission	NIL	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL	NIL
Total	43500	15000	51000	61000	170500

(b) Other Non-Executive Directors:-

Other Non Executive Director	Shashank B Sandu	Shubhada P Sandu	Total Amount (In ₹)
Fees for attending Board /Committee Meetings	51000	30000	81000
Commission	NIL	NIL	NIL
Others	NIL	NIL	NIL
Total	51000	30000	81000

ATTACHMENT K

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

Sr. No	Particulars of Remuneration	Key Managerial Personnel		(In ₹)
		Chief Financial Officer	Company Secretary	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	1425034	743884	2168918
	(b) Value of perquisites u/s 17(2) Income Tax Act	NIL	NIL	NIL
	(c) Profit in lieu of salary under section 17(3) Income Tax Act	NIL	NIL	NIL
2.	Stock option	NIL	NIL	NIL
3.	Sweat Equity Shares	NIL	NIL	NIL
4.	Commission -As % of profit -others, specify	NIL	NIL	NIL
5.	Others, please specify contribution to PF	NIL	29120	29120
6.	Performance Bonus	NIL	NIL	NIL
	Total	1425034	773004	2198038

ATTACHMENT L

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

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

ANNEXURE - H

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

- (i) The Ratio of the Remuneration of each Director to the Median Remuneration of the employees of the Company for the Financial Year 2022-23.

Sr No	Directors	Ratio to Median Remuneration
1.	K.Vinaykumar Non Executive Independent Director	-
2.	Dilip R. Salgaocar-Non Executive/Independent Director	-
3.	Krishna B. Deshpande Non Executive/Independent Director	-
4.	Dr Madan L. Kapre Non Executive/Independent Director	-
5.	Shashank B. Sandu- Non Executive Director	-
6.	Shubhada P Sandu Non Executive Director	-
7.	Umesh B Sandu Managing Director	35.41%

The Median remuneration of all employees of the Company for the Financial year 2022-23 was ₹ 252120

- (ii) The percentage increase in Remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2022-23.

Sr No	Director, Chief Financial Officer, Company Secretary	% Increase /(Decrease) of remuneration in the Financial Year.
1.	Dilip R Salgaocar-Non Executive Independent Director	-
2.	Krishna B Deshpande Non Executive Independent Director	-
3.	Dr Madan L Kapre Non Executive Independent Director	-
4.	K Vinaykumar Non Executive Independent Director	-
5.	Shashank B Sandu- Non Executive	-
6.	Shubhada P Sandu Non Executive	-
7.	Umesh B Sandu Managing Director	21.41%
8.	Rakesh Parekh Chief Financial Officer	7.02%
9.	Pratika Mhambray Company Secretary	6.21%

- (iii) The percentage increase in the median remuneration of employees in the Financial Year: (17.5)%
- (iv) The Number of permanent employees on roll of the Company: 323
- (v) The explanation on the relationship between average increase in remuneration and company Performance Average Increase in remuneration of all employees was (11.60)%
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

	(In ₹)
Aggregate of Remuneration paid to Key Managerial Personnel (KMP)	10646038
Total Revenue	656762000
Remuneration of KMP's as a % of total revenue	1.62%
Profit Before Tax (PBT)	22167000
Remuneration of KMP's as a % PBT	50.19%

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

Particulars	As on 31.03.2023	As on 31.03.2022	% Increase
Share Price			
BSE	52.2	70.35	(34.77)
Market Capitalization	504303678	619830212.4	(22.91)
BSE			
Price Earning Ratio	32.42	35.35	(9.04)
Net worth	303,988,000	268,050,333	11.82

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

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

Average salary increase of Non Managerial Employees is (15.45)%

Average Salary increase of Managerial employees is (14.18)%

There is no exceptional circumstances in increase in Managerial Remuneration.

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

KMPs	Remuneration in FY 2022-23	Total Revenue	Remuneration a % of Revenue	Profit Before Tax(PBT)	Remuneration of KMPs as a % of PBT
Umesh B. Sandu Managing Director	89,27,520	65,67,62,000	1.36%	2,21,67,000	40.27
Rakesh Parekh Chief Financial Officer	14,25,034		0.22		6.43
Pratika Mhambray Company Secretary	7,73,004		0.12		3.49

- x) The Key parameter for any variable component of remuneration availed by the Director
There are no variable payment is made to the Whole Time Director based on the performance during the year.
- xi) The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the Year
Managing Director is highest paid Director. No employee received remuneration higher than the Managing Director.
- xii) Affirmation that the remuneration is as per the remuneration policy of the Company
Remuneration paid during the year ended 31.03.2023 is as per remuneration policy of the Company

Thirty Eight Annual Report 2022-23**ANNEXURE - I
FORM NO. AOC- 1**

(Pursuant to first proviso to sub-section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Venture

S L . No.	Particulars	Details
1	Name of the Subsidiary	Sandu Phytoceuticals Private Limited
2.	The date since when Subsidiary was acquired/incorporated	27 th July 2022
3.	Reporting period for the subsidiary concerned ,if different from the holding company's reporting period	NA
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	NA
5.	Share Capital	1,00,000
6.	Reserve and Surplus	-33324.50
7.	Total Assets	99675.50
8.	Total Liabilities	99675.50
9.	Investments	0
10.	Turnover	0
11.	Profit/Loss before Taxation	-33324.50
12.	Provision for Taxation	0
13.	Profit/Loss after Taxation	-33324.50
14.	Other Comprehensive Income	0
15.	Total Comprehensive Income for the year	-33324.50
16.	Proposed Dividend	0
17.	Extent of shareholding (in percentage)	100

Note: 1) There are no other subsidiaries of the Company

2) Part B" Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act 2013 related to Associates Companies and Joint Ventures-NOT APPLICABLE

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

Sd/-

Sd/-

Shri Umesh B Sandu
Managing Director
DIN:01132141

Shri Shashank B Sandu
Director
DIN:00678098

Dated: 14/08/2023
Place: Mumbai

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

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

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

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

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

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

Note 1:

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

Note 2:

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

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

For and on behalf of Board of Directors

Sd/-

Sd/-

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

**Shashank B Sandu
Director
DIN:00678098**

Dated: 14.082023
Place: Mumbai

FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

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

Opinion

1. We have audited the accompanying Standalone financial statements of **Sandu Pharmaceuticals Limited** (“the Company”) which comprise the Standalone Balance Sheet as at 31st March, 2023, the Standalone Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended and notes to the Standalone financial statements, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone financial statements”).
2. 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 Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, and its profit including other comprehensive income, its cash flows and the changes in equity and for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Standalone Financial Statements’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics.
4. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements for the financial year ended on 31st March, 2023. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

Thirty Eight Annual Report 2022-23

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

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

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

6. The Company’s Board of Directors is responsible for the preparation of the other information. The other Information comprises the information included in the Management Discussion and Analysis, Director’s Report including Annexure to Director’s Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon, which we obtained prior to the date of this Auditors’ Report, and the remaining sections of Annual Report, which are expected to be made available to us after that date.
7. Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we have to conclude that there is a material misstatement of this other Information; we are required to report that fact. We have nothing to report in this regard.
9. When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Standalone Financial Statements

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

11. 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.
12. 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 controls relevant to the audit in order to design audit Procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also Responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

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- 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.

Communication with those charged with governance

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

13. 1) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Government of India -Ministry of Corporate Affairs, in terms of sub-section (11) of section 143 of the Act, we enclose in the "**Annexure-A**", a statement on the matters specified in paragraphs 3 and 4 of the said Order to the extent applicable.
- 2) As required by Section 143 (3) of the Act, based on our audit, we report, to the extent applicable that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance sheet, the Standalone statement of Profit and Loss including other comprehensive income, the Standalone Statement Cash Flow and Standalone statement of changes in equity 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 Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure-B**"; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanation given to us:

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

The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- VI. The Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March 31, 2023.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-23183378BGYPFR4616

Place: Mumbai

Date: 30th May, 2023

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Annexure -A to the Independent Auditor's Report

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our Report of even date on the Standalone financial statements for the year ended on 31st March, 2023 of **Sandu Pharmaceuticals Limited**)

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

- (i) (a) (i.) The Company has maintained proper records showing full particulars including quantitative details and situation of plant, property and equipment, (Capital work-in-progress and relevant details of right-of-use assets).
- (ii.) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us, the plant, property and equipment have been physically verified by the management in a phased manner at regular intervals based on program designed to cover all the material items. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed by the management on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. In case of leasehold land, that has been taken on lease and disclosed as right to use assets in the Ind AS Standalone financial statements, the lease agreement is in the name of the company, where the company is the lessee in the agreement.
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii) (b) of the Order is not applicable to the Company.
- (iii) With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:
- (a) According to the information and explanations given to us, at the beginning and during the year, the Company has not provided any loans, guarantees and securities to companies and other parties. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanation provided to us, during the year, the Company has made investments in its subsidiary but has not provided any guarantees, security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.

Particulars	Investment(₹)
Aggregate amount of investment made during the year	1,00,000/-
Balance Outstanding as at balance sheet date in respect of Investment made	1,00,000/-

- (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 & 186 of the Companies Act, 2013 in respect of loans, investments, guarantees or securities, as applicable. Further, the Company has not entered into any transaction covered under section 185.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits, hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the accounts and records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment under Section 148 of the Act, and are of the opinion that prima facie, the prescribed Cost records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion, and according to the information and explanations given to us, The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service tax, Sales Tax, Custom Duty, Excise Duty, Goods and Service Tax and other material statutory dues, as applicable. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March, 2023, for a period of more than six months from the date they became payable, except dues of Tax Deducted at source aggregating to ₹13,853/- (P.Y. ₹ 1,3675/-) on account of defaults pertains to prior years.
- (b) According to the information and explanation given to us and examination of records of the Company, details referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 statutory dues on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount Demanded ₹ in Lakh	Amount Paid ₹ in Lakh	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Goods and Service Tax Act, 2017	Demand on account of difference in Taxes/ITC in various GST returns.	54.22 lakh (Includes Interest & penalty amount)	2.77 Lakh	2018-19	Commissioner of State Tax(Appeal)	

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) (a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us including confirmations received from banks (if any) and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix) (c) of the Order is not applicable to the Company.

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

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

Further, in previous years, the company has realised Amount of ₹ 4,01,85,061/-, which was not utilized during the previous years and during the current financial year, the company has further realised amount of ₹ 1,31,94,934/- . Out of total realisation of ₹ 5,33,79,934/- from conversion of all share warrants, the company has utilised to the extent of ₹ 2,31,51,108/- (up to March 2023) for the purposes for which the funds were raised and balance amount of ₹ 3,02,28,826/- was kept in Fixed deposits for the time being and same amount will be used as and when required by the company.

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, there are no whistle blower complaints received by the company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable.
Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a), (b) and (c) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Since the Company doesn't satisfy any of the criteria prescribed under Section 135(1) of the Companies Act, 2013 during the immediately preceding financial year, thus there was no requirement for the Company to spend any amount on CSR activities during the year ended 31st March, 2023. Accordingly, the requirement to report on clause 3(xx) (a) and (b) of the Order is not applicable to the Company.
- (xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said Clause has been included in the report.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-23183378BGYPFR4616

Place: Mumbai

Date: 30th May, 2023

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Annexure-B to Auditors report

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

1. We have audited the internal financial controls of **Sandu Pharmaceuticals Limited** ("the Company") as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal financial Controls

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

Auditors' Responsibility

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

Meaning of internal financial controls over Financial Reporting

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

Inherent Limitations of Internal Financial Control over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 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 Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-23183378BGYPFR4616

Place: Mumbai

Date: 30th May, 2023

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Standalone Balance Sheet as at 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

PARTICULARS	Note No.	As at	As at
		31 st March, 2023 Amount (₹)	31 st March, 2022 Amount (₹)
ASSETS			
Non-current assets			
Property, Plant and Equipment	3(a)	721.84	647.42
Right of use assets	3(b)	934.79	949.38
Capital Work in Progress	3(c)	41.96	48.18
Other Intangible Assets	4	5.05	3.46
Financial Assets			
Investments	5	965.61	910.68
Other Financial Asset	6	193.87	4.62
		2,863.12	2,563.75
Current assets			
Inventories	7	1,432.56	1,127.22
Financial Assets			
Trade Receivables	8	479.22	399.14
Cash and Cash Equivalents	9 (a)	226.56	93.86
Bank Balances other than 9(a) above	9 (b)	2.00	323.26
Other Current Assets	10	413.17	421.22
		2,553.51	2,364.70
		5,416.63	4,928.45
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	966.10	881.07
Other Equity	12	2,958.34	2,766.40
Total equity		3,924.44	3,647.45
Non-current liabilities			
Financial Liabilities			
Deferred Tax Liabilities (Net)	13	104.20	93.65
		104.20	93.65
Current liabilities			
Financial Liabilities			
Trade payables Due to :	14		
Micro and Small Enterprises		118.14	8.15
Other than Micro and Small Enterprises		721.64	673.65
Other Financial Liabilities	15	9.26	3.71
Other Current Liabilities	16	131.64	104.17
Provisions	17	407.32	397.67
		1,388.00	1,187.35
		5,416.63	4,928.45

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Rakesh Parekh

Chief Financial Officer

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

Standalone Statement of Profit and Loss for the Period Ended 31st March, 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	Period ended 31 st March, 2023 Amount (₹)	Period ended 31 st March, 2022 Amount (₹)
INCOME			
Revenue From Operations	18	6,534.90	6,550.05
Other Income	19	32.72	8.28
Total Income		6,567.62	6,558.33
EXPENSES			
Cost of materials consumed	20	1,113.24	1,419.58
Purchases of Stock-in-Trade	21	2,313.46	2,200.14
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	(307.62)	(45.43)
Employee benefits expense	23	1,109.53	891.21
Finance costs	24	7.96	11.00
Depreciation and amortization expense	3	51.68	53.03
Other expenses	25	2,057.35	1,797.15
Total expenses		6,345.61	6,326.68
Profit before exceptional items and tax		222.01	231.65
Exceptional Items / Prior Period Adjustment		-	-
PROFIT BEFORE TAX		222.01	231.65
Tax expense:	26		
Current tax		62.85	69.59
Deferred tax		3.38	3.13
Short/(Excess) Tax Provision pertaining to earlier years		3.39	-
Total tax expense		69.62	72.72
PROFIT FOR THE PERIOD		152.39	158.93
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified to profit or loss in Subsequent Periods :			
Remeasurement gains/(losses) on post employment defined benefit plans		0.20	3.62
Fair value changes of investments		63.93	28.38
Income tax relating to items that will not be reclassified to profit or loss		(7.17)	4.75
TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		56.96	36.75
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		209.35	195.68
EARNINGS PER EQUITY SHARE [Nominal value of ₹ 10 each]:	27		
Basic (₹)		1.62	1.99
Diluted (₹)		1.62	1.87

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

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

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Rakesh Parekh

Chief Financial Officer

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika MhambrayCompany Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

Thirty Eight Annual Report 2022-23

Standalone Statement of changes in equity for the Year ended 31st March 2023

A. Equity Share Capital

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number of shares	Amount (₹)	Number of shares	Amount (₹)
Opening Balance	88.10	881.07	79.21	792.10
Add: Shares Issued during the year	8.50	85.03	8.89	88.97
Closing Balance	96.60	966.10	88.10	881.07

B. Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Share Application Pending Allotment/ Money received against share warrants	Reserves and Surplus				Other Comprehensive Income		Total(₹)
		General Reserve	Retained Earnings	Securities Premium reserve account	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other Comprehensive Income -Employee Benefits	
Balance as at 1 st April 2021	90.00	950.28	497.35	89.80	8.28	911.78	9.53	2,557.02
Profit for the Year	-	-	158.93	-	-	-	-	158.93
Other Comprehensive Income (Net of tax)	-	-	-	-	34.13	-	2.61	36.75
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	-
Dividend Paid	-	-	(35.41)	-	-	-	-	(35.41)
Allotment under preferential allotments scheme	(46.02)	-	-	95.11	-	-	-	49.09
Transfer to retained earnings on disposal of Equity Instruments	-	-	28.38	-	(28.38)	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	-	-	4.64	-	(4.64)	-	-	-
Balance as at 31st March 2022	43.98	950.28	667.70	184.91	9.40	897.99	12.14	2,766.40
Profit for the Year	-	-	152.39	-	-	-	-	152.39
Other Comprehensive Income (Net of tax)	-	-	-	-	58.51	-	0.20	58.71
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	-
Dividend Paid	-	-	(66.08)	-	-	-	-	(66.08)
Allotment under preferential allotments scheme	(43.98)	-	-	90.90	-	-	-	46.92
Transfer to retained earnings on disposal of Equity Instruments	-	-	1.75	-	(1.75)	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	0	-	-	-	-	-	-	-
Balance as at 31st March 2023	(0.00)	950.28	769.56	275.81	66.16	884.19	12.34	2,958.34

Significant Accounting policies and notes form integral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

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Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023		Year ended 31 st March, 2022	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
A. Cash flow from operating activities				
Net Profit before extraordinary items and tax		222.01		231.67
Adjustments for:				
Depreciation and amortisation expenses	51.68		53.01	
Finance costs	7.96		11.00	
Interest income	(15.80)		(7.63)	
Dividend income from equity instruments designated at FVTOCI	-		(0.60)	
Allowance for doubtful debts / expected credit losses - trade receivable	3.76		3.96	
Re-Measurement gains/ Losses on Employee Defined Benefit Plans	0.20	47.80	3.62	63.36
Operating profit before changes in operating assets & liabilities		269.81		295.04
Changes in operating assets				
(increase) / decrease in inventories	(305.34)		(13.43)	
(increase) / decrease in Trade receivables	(83.84)		131.68	
(increase) / decrease in other operating assets	(9.59)		(94.79)	
Changes in operating liabilities				
increase / (decrease) in trade payables	157.98		14.76	
increase / (decrease) in other operating liabilities	63.04	(177.77)	(150.72)	(112.52)
Cash Generated from operation		92.06		182.52
Income Tax Paid (net of refunds)		(69.95)		(87.65)
Net Cash flow from Operating activities		22.12		94.87
B. Cash flow from investing activities				
Purchases of Property, Plant and Equipment	(106.88)		(84.10)	
Net Proceeds from Maturity of Bank Deposits other than cash and cash equivalents	133.00		386.79	
Interest received	15.80		7.63	
Dividend income from equity instruments designated at FVTOCI	-		0.60	
Repatriation of funds / (Investments in subsidiaries)	(1.00)		-	
Purchases of Mutual funds	(40.00)		(1,051.41)	
Proceeds from Sales of Mutual Funds /Shares	51.74		193.28	
Net cash flow from / (used in) investing activities (B)		52.66		(547.20)

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(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023		Year ended 31 st March, 2022	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
	C. Cash flow from financing activities			
Repayment of Short-term borrowings	-		(1.93)	
Finance cost	(7.96)		(11.00)	
Proceeds from issuance of Equity Shares	131.95		138.05	
Dividend Paid	(66.08)		(31.69)	
Net cash flow from / (used in) financing activities (C)		57.91		93.43
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		132.69		(358.90)
Cash and cash equivalents at the beginning of the year		93.86		452.76
Cash and cash equivalents at the end of the year		226.56		93.86

Notes:

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

Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	31 st March, 2023	31 st March, 2022
As per Balance Sheet -note 9(a)	226.56	93.86
Balance as per statement of cash flows	226.56	93.86

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

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Chief Financial Officer

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DIN:00678098

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Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

NOTES FORMING INTEGRAL PART OF STANDALONE FINANCIAL STATEMENTS STATEMENTS OF SANDU PHARMACEUTICALS LIMITED FOR THE YEAR ENDED MARCH 31, 2023**NOTE 1. Corporate Information**

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

The Company is mainly engaged in the business of manufacturing and trading of

Ayurvedic medicines under the brand name SANDU. The company has its manufacturing plant in Goa.

NOTE 2. Significant Accounting Policies

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

a. Basis of Accounting and preparation of financial statements:

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

b. Presentation of financial statements:

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

c. Functional and Presentation Currency:

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

d. Current versus Non-current classification :

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

An assets is treated as current when it is :

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

All Other assets are classified as non-current.

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A liability is treated as current when it is :

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

All Other liabilities are classified as non-current.

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

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

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

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

- **Recoverability of advances / receivables:**

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

- **Provisions:**

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against

the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

- **Fair value measurements:**

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

- **Inventories:**

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

- **Classification of financial assets:**

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

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

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

- **Income taxes:**

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

f. Recognition and Measurement :

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

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

Subsequent Measurement

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

Depreciation on property, plant and equipment :

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

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

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

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

Capital work- in- progress

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

De-recognition

An item of property, plant and equipment is de recognized upon disposal or when no future benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property,

plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the assets and it recognized in the statement of profit and loss.

g. Intangible Assets and amortization :

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

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

Computer Software

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

h. Non-Current assets held for sale:

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

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

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

i. Impairment of Assets :

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

An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's ('CGU') fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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

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

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

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its

Recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

j. Financial Instruments:

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

Financial Assets

Initial recognition and measurement

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

Subsequent measurement

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

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

Debt instruments at amortized cost

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

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

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

Debt instrument and equity instrument at FVTPL

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

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

Equity investments

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

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

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

Derecognition

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

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

Impairment of financial assets

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

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

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

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

Derecognition

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

k. Inventories:

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

l. Revenue Recognition:

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

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

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

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

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

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

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

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

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

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

m. Foreign Currency Transactions:**Initial recognition**

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

Conversion

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

Exchange differences

Exchange differences, if any, arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

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

n. Employee Benefits:

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

Short-term employee benefits

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

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

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

Defined contribution plan

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

Defined benefit plan

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

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

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

o. Taxation:

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

CURRENT TAX:

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

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised

in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

DEFERRED TAX :

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

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

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

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

p. Borrowing Costs:

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

q. Leases:

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

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

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

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

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

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

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

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

r. **Provisions, Contingent Liabilities and Contingent Assets**

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

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

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

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

s. **Cash and cash equivalents**

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

t. **Segment reporting**

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

u. **Mesurement of fair value**

Financial instrument

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

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

Derivatives

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

v. **Government subsidy / grants:**

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

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

w. **Cash Dividend:**

The Company recognizes a liability to make cash distributions to the equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the provisions of the Act, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in reduction in other equity.

x. **Standards (including amendments) issued but not yet effective:**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2023.

Notes To Standalone Financial Statements For The Year Ended 31 March, 2023

Note 3 (a) PROPERTY, PLANT AND EQUIPMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Electric Installation	Tools & Dyes	Total Tangible Assets
Gross Carrying Amount								
At 1 st April 2021	813.11	412.11	51.26	45.83	148.35	58.25	2.50	1,531.41
Additions	-	27.90	4.13	-	3.80	0.09	-	35.92
Adjustments								
Disposals								
At 31st March 2022	813.11	440.01	55.39	45.83	152.15	58.34	2.50	1,567.33
Additions	45.29	42.00	8.58	-	4.24	9.67	-	109.78
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31st March 2023	858.40	482.01	63.97	45.83	156.39	68.01	2.50	1,677.11
Depreciation/Amortization								
At 1 st April 2021	306.27	331.67	40.61	20.32	139.19	44.38	2.38	884.82
Additions	10.35	9.53	3.68	5.44	2.50	3.58	-	35.08
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31st March 2022	316.62	341.20	44.29	25.76	141.69	47.96	2.38	919.90
Additions	10.41	9.21	4.08	5.44	2.65	3.57	-	35.36
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31st March 2023	327.03	350.41	48.37	31.20	144.34	51.53	2.38	955.26
Net Carrying Amount								
At 1 st April 2021	506.83	80.45	10.64	25.51	9.16	13.86	0.12	646.57
At 31 st March 2022	496.49	98.82	11.09	20.07	10.46	10.37	0.12	647.42
At 31 st March 2023	531.37	131.60	15.60	14.63	12.05	16.47	0.12	721.84

Notes to Standalone Financial Statements for the Year Ended 31 March, 2023

Note 3 (b) RIGHT OF USE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Right of Use Assets	Total Right of use Assets
Gross Carrying Amount		
At 1 st April 2021	1,037.00	1,037.00
Additions	-	-
Disposals	-	-
At 31 st March 2022	1,037.00	1,037.00
Additions	-	-
Disposals	-	-
At 31 st March 2023	1,037	1,037
Depreciation/Amortization:		
At 1 st April 2021	73.02	73.02
Additions	14.60	14.60
Disposals	-	-
At 31 st March 2022	87.62	87.62
Additions	14.59	14.59
Disposals	-	-
At 31 st March 2023	102.21	102.21
Net Carrying Amount		
At 1 st April 2021	963.98	963.98
At 31 st March 2022	949.38	949.38
At 31 st March 2023	934.79	934.79

Note 3 (c) CAPITAL WORK IN PROGRESS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Capital WIP	Capital WIP
Gross Carrying Amount		
At 1 st April 2021	48.18	48.18
Additions	-	-
Disposals	-	-
At 31 st March 2022	48.18	48.18
Additions	13.24	13.24
Transferred to PPE	(19.46)	(19.46)
Disposals	-	-
At 31 st March 2023	41.96	41.96

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Capital WIP	Capital WIP
Depreciation/Amortization:		
At 1 st April 2021	-	-
Additions	-	-
Disposals	-	-
At 31 st March 2022	-	-
Additions	-	-
Disposals	-	-
At 31 st March, 2023	-	-
Net Carrying Amount		
At 1 st April 2021	-	-
At 31 st March 2022	48.18	48.18
At 31 st March 2023	41.96	41.96

The table below provides details regarding the CWIP ageing schedule as of 31st March, 2023:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Captial work in Progress	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	-	41.96	-	-	41.96
Total	-	41.96	-	-	41.96

The table below provides details regarding the CWIP ageing schedule as of 31st March, 2022:

(All amounts are in ₹ Lakhs, unless otherwise stated)

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

Notes to Standalone Financial Statements (Contd...)

Note 4 INTANGIBLE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Softwares	Total Intangible Assets
Gross Carrying Amount		
At 1st April 2021	33.26	33.26
Additions	-	-
Adjustments	-	-
Disposals	-	-
At 31st March 2022	33.26	33.26
Additions	3.31	3.31
Disposals	-	-
At 31st March 2023	36.57	36.57
Depreciation/Amortization:		
At 1st April 2021	26.45	26.45
Additions	3.35	3.35
Adjustments	-	-
Disposals	-	-
At 31st March 2022	29.80	29.80
Additions	1.72	1.72
Disposals	-	-
At 31st March 2023	31.52	31.52
		-
Net Carrying Amount		
At 1st April 2021	6.81	6.81
At 31st March 2022	3.46	3.46
At 31st March 2023	5.05	5.05

Note 5 INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos.	Amount (₹)	Nos.	Amount (₹)
Investments in equity instruments				
Carried at Fair Value Through Other Comprehensive Income :				
<u>Quoted</u>				
Nagarjuna Oil Refinery (Share of ₹ 1 each Fully Paid)	0.01	0.01	0.01	0.01
	0.01	0.01	0.01	0.01

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2023		As at 31 st March, 2022	
	Nos.	Amount (₹)	Nos.	Amount (₹)
<u>Unquoted</u>				
Carried at Cost				
The Shamrao Vithal Co-op.Bank Ltd. (Share of ₹ 25 each Fully Paid)	0.004	0.10	0.004	0.10
Investments in Subsidiary Companies				
Investments in Equity Instruments				
(i) Sandu Phytoceutical P Ltd (Share of ₹ 10 each Fully Paid)	0.10	1.00	-	-
Total Investment in Equity Instruments	0.11	1.11	0.01	0.11
Units of Schemes of Various Funds: (Quoted)				
Carried at Fair Value Through Other Comprehensive Income :				
Aditya Birla Sun Life Arbitrage Fund - Growth-Direct Plan	22.65	544.60	22.65	499.98
Edelweiss Arbitrage Fund - Regular Plan Growth	3.27	54.01	3.27	51.38
ICICI Prudential Equity Arbitrage Fund - Growth	1.84	53.91	1.84	51.31
Tata Arbitrage Fund - Regular Plan-Growth	4.38	53.76	4.38	51.22
UTI Arbitrage Fund - Regular Growth Plan Growth	1.80	53.82	1.80	51.30
IDFC Arbitrage Fund-Growth-(Regular Plan)	-	-	3.88	102.50
Bandhan Arbitrage Fund-Growth-(Regular Plan)	1.94	53.79	-	-
Invesco India Arbitrage Fund - Growth	0.78	21.14	-	-
Kotak Equity Arbitrage Fund - Growth (Regular Plan)	2.36	75.18	1.70	51.39
SBI Arbitrage Opportunities Fund - Regular Plan - Growth	1.89	54.29	1.89	51.49
Total of Investment in Mutual Funds	40.92	964.50	41.41	910.57
Total Non Current Investments	41.03	965.61	41.42	910.68

Notes:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
Aggregate amount of quoted Investments	964.51	910.58
Aggregate Market value of quoted Investments	964.51	910.58
Aggregate amount of unquoted Investments -at Cost	1.10	0.10
Aggregate amount of Impairment in value of investments	-	-

Notes to Standalone Financial Statements (Contd...)

Note 6 Other Non Current Financial Assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Bank balance in deposit accounts (with maturity period exceeding 12 months from the reporting date)	191.48	3.21
Excess Contribution to Gratuity Fund	2.39	1.41
Total	193.87	4.62

Note 7 Inventories

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Closing Stock of Inventories: (Valued at lower of cost and net realisable value)		
(a) Raw materials	131.98	134.27
(b) Work-in-progress	135.97	57.19
(c) Finished goods	412.67	360.06
(d) Stock in Trade	751.92	575.70
Total	1,432.56	1,127.22

Notes:

1. Mode of valuation of inventories is stated in Note 2 point no K of significant accounting policies.
2. Amount of writedown of inventories recognised as an expense - ₹ Nil (PY ₹ Nil).
3. Amount of reversal of any writedown - ₹ Nil (PY ₹ Nil).

Note 8 Trade receivables

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	479.22	399
Balance having significant increase in credit risk	5.97	6.17
Credit impaired	-	-
Less: Allowances for expected credit loss/impaired	-5.97	-6.17
Total	479.22	399.14

1. Trade Receivables are non-interest bearing and generally on credit terms ranging from 15-45 days.
2. The Company's exposure to credit and currency risk and loss allowances related to Trade Receivables are disclosed in Note 30.

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Notes to Standalone Financial Statements (Contd...)

Trade Receivables Ageing as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2023					Total
		Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	246.90	100.88	11.67	119.78	-	-	479.22
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	3.76	2.20	-	5.96
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	246.90	100.88	11.67	123.54	2.20	-	485.18
Less: Allowance for credit impaired	-	-	-	-	3.76	2.20	5.96
Total	246.90	100.88	11.67	123.54	(1.56)	(2.20)	479.22

Trade Receivables Ageing as on 31st March 2022

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2022					Total
		Upto 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	192.80	162.01	7.51	36.82	-	-	399.14
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	-	1.01	5.16	6.17
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	192.80	162.01	7.51	36.82	1.01	5.16	405.31
Less: Allowance for credit impaired	-	-	-	-	1.01	5.16	6.17
Total	192.80	162.01	7.51	36.82	-	-	399.14

Notes to Standalone Financial Statements (Contd...)

Note 9 (a) Cash and Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Balances with banks:		
In current accounts	91.96	85.23
Deposits with original maturity of less than 3 months	131.00	-
Cash on hand	3.60	8.63
Total	226.56	93.86

(b) Other Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Balances with banks:		
Deposits with original maturity of more than 3 months but less than 12 months	2.00	323.26
Total	2.00	323.26

Note 10 Other Current Assets

(Unsecured, considered good unless otherwise stated)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Security deposits	8.27	5.51
Capital Advance to GIDC(Plot Allotment)	3.00	3.00
Loans and advances to employees	10.35	8.91
Balances with government authorities	272.43	328.79
Advances paid to Suppliers	79.80	8.40
Prepaid expenses	7.61	8.74
Accrued Interest on Bank deposits	14.01	3.43
Amount Paid for Acquisition of GIDC Plot 114/5	17.69	15.05
Amount Receivable against sales of Shares	-	39.39
Total	413.17	421.22

Break-up of Security details

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Other Current Assets considered Good -Secured	-	-
Other Current Assets considered Good - Unsecured	413.17	421.22
Other Current Assets which have significant increase in credit risk	-	-
Other Current Assets -credit impaired	-	-
Less:Allowance for Doubtful advance/Debts	-	-
Total	413.17	421.22

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Notes to Standalone Financial Statements (Contd...)

Note 11 Share Capital

a. The Authorised, Issued, Subscribed and fully paid up share capital are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Authorised Share Capital		
1,00,00,000 Equity Shares of ₹ 10/- Each (P.Y. 1,00,00,000)	1,000	1,000
	1,000	1,000
Issued, Subscribed & Paid up Share Capital		
96,60,990 Equity Shares of ₹ 10/- Each (31 st March 2022, 88,10,664 Equity shares of ₹ 10 Each)	966.10	881.07
Total	966.10	881.07

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	88.11	881.07	79.21	792.10
Add: Shares Issued during the year *	8.50	85.03	8.90	88.97
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	96.61	966.10	88.11	881.07

* The Company through preferential basis allotted 8,50,326 equity shares to the eligible Allottees at an issue price of ₹ 20.69/- per equity share (including a premium of ₹ 10.69 per equity share) aggregating to approximately ₹ 175.93 lakhs on 8th July, 2022. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations"), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the "Issue"). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

c. Terms / Rights attached to equity shares

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

Notes to Standalone Financial Statements (Contd...)

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

Particulars	As at 31 st March, 2023		As at 31 st March, 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares of ₹ 10/- each fully paid				
Jayshree Bhaskar Sandu	7.37	7.63	-	0.00
Late Bhaskar Govind Sandu	-	0.00	7.37	8.36
Shashank Bhaskar Sandu	13.69	14.17	11.32	12.85
Umesh Bhaskar Sandu	13.89	14.37	11.52	13.08
Sanmark Realty And Finance Private Ltd.	5.44	5.63	5.44	6.17

Details of shares held by promoters in the Company:

Name of Promoters	As at 31 st March, 2023		% Change during the year March 31, 2023	As at 31 st March, 2022		% Change during the year March 31, 2022
	No. of shares	% of holding		No. of shares	% of holding	
Jayshree Bhaskar Sandu	7.37	7.63	100.00	-	-	7.63
Late Bhaskar Govind Sandu	-	-	(100.00)	7.37	8.36	(8.36)
Umesh B Sandu	13.89	14.37	20.53	11.52	13.08	1.30
Shashank Bhaskar Sandu	13.69	14.17	20.91	11.32	12.85	1.32
Geeta U Sandu	0.85	0.88	-	0.85	0.96	(0.08)
Minal Shashank Sandu	0.61	0.63	-	0.61	0.69	(0.06)
Shubhada Prabhakar Sandu	0.10	0.10	-	0.10	0.11	(0.01)
Total	36.50	37.79		31.77	36.06	

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

Note 12 Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
General Reserve	950.28	950.28
Retained Earnings (Net Surplus in The Statement of Profit & Loss)	769.56	667.70
Security Premium	275.81	184.91
Share Application Money Pending Allotment	-	43.98
OCI -		
Equity Instruments through Other Comprehensive Income	66.16	9.40
Revaluation Surplus	884.19	897.99
Other Comprehensive Income - Employee Benefits	12.34	12.14
Total	2,958.34	2,766.40

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Notes to Standalone Financial Statements (Contd...)

Notes :- Nature and Purpose of reserves:

1. General Reserve

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

2. Equity Instrument through Other Comprehensive Income

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

3. Revaluation Surplus

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

4. Other Comprehensive Income -Employee Benefits

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

5. Security Premium

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

Note 13 Deferred tax Liabilities (net)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Deferred tax (liability) / asset		
Opening Balance (difference between book balance and tax balance of fixed assets)	93.65	95.27
Add- Deferred Tax recognised during the period in statement of P & L	3.38	3.13
Add- Deferred Tax recognised during the period in OCI	7.17	(4.75)
Net deferred tax Liabilities	104.20	93.65

Movement in Deferred tax Assets/Liabilities

Deferred tax assets and liabilities in relation to the year ended 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	Recognised in	Recognised in	As at
	31 st March, 2022	the statement of	OCI	31 st March, 2023
	Amount (₹)	Profit & Loss	Amount (₹)	Amount (₹)
		Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	0.01	(0.31)	-	(0.30)
Provision for doubtful trade receivables	1.71	(0.06)	-	1.65
Deferred tax liabilities				
Property Plant & Equipment	89.51	3.01	-	92.52
Remeasurement gains/(losses) on post employment defined benefit plans	4.68	-	0.06	4.74
Fair value changes of investments	1.18	-	7.11	8.29
Net deferred tax liabilities	93.65	3.38	7.17	104.20

Notes to Standalone Financial Statements (Contd...)

Deferred tax assets and liabilities in relation to the year ended 31st March 2022

(All amounts are in ₹ Lakhs, unless otherwise stated)

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

Note 14 Trade payable

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
	Amount (₹)	Amount (₹)
Trade payables(refer note below)		
Dues to related Parties	296.96	291.35
Dues to Micro & Small Enterprises	118.14	8.15
Other Than Small & Micro Enterprises	424.68	382.30
Total	839.78	681.80

Note :-

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	As at 31 st March, 2022
	Amount (₹)	Amount (₹)
a) The Principal amount remaining unpaid to any supplier at the end of the year.	114.53	7.36
b) Interest due remaining to any supplier at the end of the year.	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year .		
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006		

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars		As at	As at
		31 st March, 2023	31 st March, 2022
		Amount (₹)	Amount (₹)
e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	3.60	0.79
f)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006		
Total		118.13	8.15

Disclosure of amount payable to vendors as defined under the "Micro Small and Medium Enterprises Development Act, 2006", is based on the information available with the company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the company. The interest accrued and remaining unpaid for ₹ 3,60,139/- (P.Y 78,626/-) for delayed payments to such vendors at the Balance sheet date.

Trade Payables Ageing Schedule as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at					Total
	March 31, 2023					
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	118.14	-	-	-	118.14
Total outstanding dues of creditors other than micro, small & medium enterprises	271.30	402.44	42.16	4.82	0.92	721.64
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
Total	271.30	520.58	42.16	4.82	0.92	839.78

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at					Total
	March 31, 2022					
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	8.15				8.15
Total outstanding dues of creditors other than micro, small & medium enterprises	408.44	243.01	9.40	2.78	10.02	673.65
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
Total	408.44	251.16	9.40	2.78	10.02	681.80

Notes to Standalone Financial Statements (Contd...)

Note 15 Other current Financial liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Dividend Payable FY 2020-21	3.71	3.71
Dividend Payable FY 2021-22	5.55	-
Total	9.26	3.71

Note 16 Other current liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Advances Received from Customers/Credits to Customers	39.24	15.48
Other payables :		
Statutory Dues	14.15	22.76
Trade / security deposits received	73.03	60.60
Retention Money of Assets Vendors	3.89	3.89
Gratuity Payable to Employees	1.33	1.44
Total	131.64	104.17

Note 17 Short-term provisions

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
(a) Provision for employee benefits:		
(i) Provision for salaries	146.69	117.91
(ii) Provision for Gratuity (As per Actuarial Report)	-	-
	146.69	117.91
(b) Provision - Others:		
(i) Provision for Tax	132.45	152.81
(ii) Provision for Expenses	128.18	126.95
	260.63	279.76
Total	407.32	397.67

Note 18 Revenue from operations

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
(a) Sale of Ayurvedic Products	6,534.90	6,550.05
Total	6,534.90	6,550.05

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Notes to Standalone Financial Statements (Contd...)

Reconciliation of Revenue from Operation with contract price

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Contract Price	7,543.45	7,491.47
Reduction towards variable considerations components*	1,008.55	941.42
Revenue from Operations	6,534.90	6,550.05

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

Note 19 Other Income

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Interest income:		
Deposit with Banks	15.80	7.63
Dividend income:		
From Financial Instruments	-	0.60
Other Misc. Income	16.92	0.05
Total	32.72	8.28

Note 20 Cost of materials consumed

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Opening stock	134.27	166.27
Add: Purchases	1,110.96	1,387.58
	1,245.23	1,553.85
Less: Closing stock	131.99	134.27
Cost of material consumed	1,113.24	1,419.58

Note 21 Cost of Traded Goods

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Purchases of traded goods	2,313.46	2,200.14
Total	2,313.46	2,200.14

Notes to Standalone Financial Statements (Contd...)

Note 22 Changes in inventories of finished goods and work-in-progress and Stock in Trade

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
<u>Inventories at the end of the year:</u>		
Finished goods	412.67	360.06
Work-in-progress	135.98	57.19
Stock in Trade	751.92	575.70
	1,300.57	992.95
<u>Inventories at the beginning of the year:</u>		
Finished goods	360.06	299.18
Work-in-progress	57.19	29.10
Stock in Trade	575.70	619.24
	992.95	947.52
Net (increase) / decrease	-307.62	-45.43

Note 23 Employee benefits expense

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Salaries and wages	1,058.43	823.60
Contributions to provident and other funds	38.60	33.52
Staff welfare expenses	7.90	29.96
Gratuity Expense (Refer Note 32 (b))	4.60	4.13
Total	1,109.53	891.21

Note 24 Finance costs

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Interest expense on:		
Borrowings	2.36	3.31
Security Deposits	4.85	4.08
	7.21	7.39
Bank Charges	0.75	3.61
Total	7.96	11.00

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Notes to Standalone Financial Statements (Contd...)

Note 25 Other expenses

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Power and fuel	39.02	34.25
R & D Expenses	12.49	16.14
Rent	22.35	21.15
Repairs and maintenance - Buildings	25.56	18.06
Repairs and maintenance - Machinery	40.10	52.06
Repairs and maintenance - Others	143.57	138.65
Rates and taxes	80.44	13.14
Travelling and conveyance	434.21	338.90
Printing and stationery	37.17	18.11
Freight and forwarding	405.75	377.47
Business promotion	565.56	473.91
Royalty Expenses	106.62	138.91
Legal and professional	49.22	53.63
<i>Payments to auditors</i>		
For Statutory Audit	5.50	5.00
For Tax Audit	2.00	2.00
For Other Matters	1.20	1.00
Telephone / Internet Expenses	24.26	22.94
Insurance	6.12	13.19
Security Service Charges	13.19	10.82
Laboratory Expenses	3.87	11.91
Provisions for expected credit loss/impaired	3.76	3.96
Donations and contributions	-	0.20
Postage & Telegram	2.07	2.13
Membership & Subscription	9.04	10.06
Packing Expenses	2.34	2.74
Office Expenses	1.08	1.69
Miscellaneous expenses	20.86	15.13
Total	2,057.35	1,797.15

Notes to Standalone Financial Statements (Contd...)

Note 26 Income Tax Expenses

The Major components of the income tax expenses for the year ended on 31 ST March ,2023 and March 31,2022

Statement of Profit & Loss Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Current Tax :		
Current Income tax Charges	62.85	69.59
Tax reversal of earlier year	3.39	-
Deferred Tax :		
Relating to the origination and reversal of temporary differences	3.38	3.13
Income Tax expenses recognised in Statement of Profit & Loss	69.62	72.72

Other comprehensive income Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Remeasurement gains/(losses) on post employment defined benefit plans	0.06	1.01
Fair value changes of investments	7.11	-5.75
Income Tax charged to OCI	7.17	(4.75)

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Accounting Profit before tax	222.01	231.67
Income tax expense calculated at 27.82%	61.76	64.45
Effect of:		
Expenses that are not deductible in determining taxable profit	1.10	2.89
Depreciation Expenses that are not deductible in determining taxable profit	3.01	3.13
Effect of income that is exempt fom taxation	-	-
Effect of lower tax rates for the long term capital gain		2.25
Others	0.36	-
Tax Reversal of earlier years	3.39	-
Income tax expense recognised in Statement of Profit and Loss	69.62	72.72

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Notes to Standalone Financial Statements (Contd...)

Note 27 Earnings per share (EPS)

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

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

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended	Year ended
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Net profit for the year (after Tax)	152.39	158.93
Weighted average number of equity shares		
Basic outstanding shares	8,810,664	7,920,997
Add: Weighted Average shares issued during the year	622,019	77,998
Weighted average number of equity shares for Diluted EPS	9,432,683	7,998,995
Add: effect of dilution of shares	-	504,105
Weighted average number of equity shares for Diluted EPS	9,432,683	8,503,100
Par value per share (₹)	10.00	10.00
Earnings per share		
Basic (₹)	1.62	1.99
Diluted (₹)	1.62	1.87

Note 28 Contingent liabilities, contingent assets and commitments

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

There are demands of GST aggregating to ₹ 54.22 lakhs, (including Interest & Penalty) against which the company had filed an appeal to Hon'ble commissioner of State Tax (appeal). The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

Note 29 Employee Benefits

a. Disclosures related to defined contribution plan

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended	Year ended
	31 st March, 2023	31 st March, 2022
	Amount (₹)	Amount (₹)
Provident fund contribution recognized as expense in the Statement of Profit and Loss	23.14	18.78

b. Disclosures related to defined benefit plan

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

Notes to Standalone Financial Statements (Contd...)

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
	Amount (₹)	Amount (₹)
Net employee benefit expense (included under employee benefit expenses)		
Current Service Cost	5.00	4.20
Interest on defined benefit obligation	(0.40)	(0.07)
Past Service Cost (vested benefits)	-	-
Net employee benefit expenses	4.60	4.13
Details of the employee benefits obligations and plan assets are as follows:		
Present value of opening funded obligation	41.59	39.11
Fair value of opening plan assets	43.07	39.04
Net defined benefit (assets)/liability at the beginning of the year	(1.48)	0.07
Details of changes in present value of defined benefit obligation are as follows:		
Opening defined benefit obligation	41.59	39.11
Current service cost	5.00	4.20
Interest on defined benefit obligation	2.73	2.63
Past Service Cost (vested benefits)	-	-
Contribution paid	(4.74)	(0.76)
Benefits due but not settled / paid	(1)	-
Remeasurement due to:		
Actuarial (Gain)/Loss arising from changes in experience	0.46	(2.71)
Actuarial (Gain)/Loss arising from changes in financial assumptions	(0.48)	(0.88)
Return on Plan Assets excluding net interest		
Closing defined benefit obligation	43.12	41.59
Details of changes in fair value of plan assets are as follows:		
Opening fair value of plan assets	43.07	39.04
Interest on plan assets	3.13	2.69
Employer contribution	6.76	2.06
Benefits paid	-4.74	(0.76)
Remeasurement due to - actual return on plan assets less interest on plan assets	0.18	0.04
Closing fair value of plan assets	48.39	43.07
Present value of funded obligation	43.11	41.59
Fair value of plan assets	48.38	43.07
Net defined benefit liability/(Assets) at the end of the year	5.27	1.48

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
	Amount (₹)	Amount (₹)
Sensitivity analysis		
Defined benefit obligation	43.12	41.59
Defined benefit obligation, using discount rate plus 100 basis points	40.81	39.00
Defined benefit obligation, using discount rate minus 100 basis points	45.83	44.56
Defined benefit obligation, using salary growth rate plus 100 basis points	45.89	44.16
Defined benefit obligation, using salary growth rate minus 100 basis points	40.73	39.27
The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:		
Funds managed by insurers	100%	100%
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below		
Discount rate (p.a.)	7.29	7.10
Expected salary increase (p.a.)	3.00	3.00
Expected average remaining service	16.16	16.05
Retirement Age	58 years	58 years
Employee Attrition Rate		
Upto Age of 44	2%	2%
Upto Age of 45 and above	1%	1%

The above informations are certified by the independent actuary and same has been taken into consideration for both the years.

Note 30 Financial instruments – Fair values and risk management

1 I.Fair value measurements

A. Accounting Classifications and Fair Values

The carrying amounts and fair values of financial instruments by class are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	Carrying Value/Fair Value			
		As at 31 st March, 2023		As at 31 st March, 2022	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets					
Financial assets measured at fair value					
Investments measured at OCI					
Investments in equity instruments	5				
Investments in mutual fund	5	964.50	964.50	910.68	910.68
Financial Assets measured at amortised cost					
Investments in Equity Instruments	5	1.11	1.11	0.10	0.10
Other Financial Asset					
Non Current	6	193.87	193.87	4.62	4.62

Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	Carrying Value/Fair Value			
		As at 31 st March, 2023		As at 31 st March, 2022	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Current					
Trade receivables	8	479.22	479.22	399.14	399.14
Cash and cash equivalents	9(a)	226.56	226.56	93.86	93.86
Bank balances other than 10(a)	9(b)	2.00	2.00	323.26	323.26
Total		1,867.26	1,867.26	1,731.66	1,731.66
Financial Liabilities					
Trade payables	14				
Dues to Micro & Small Enterprises		118.14	118.14	8.15	8.15
Other Than Micro & Small Enterprises		721.64	721.64	673.65	673.65
Other Financial Liabilities	15	9.26	9.26	3.71	3.71
Total		849.04	849.04	685.51	685.51

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loan receivable, trade receivables, short term borrowing, trade payables, at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

B. Fair Value Hierarchy

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

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded shares, bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

C. Fair Value measurements

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2023					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	1.11		-	1.11	1.11
Investments in mutual fund	964.50	964.50	-	-	964.50

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Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2022					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	0.10	0.10		-	0.10
Investments in mutual fund	910.58	910.58		-	910.58
	910.68	910.68	-	-	910.68

Financial assets and liabilities measured at fair value as at Balance Sheet date:

- The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Other financial assets and liabilities

- Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets (except derivative financial instruments), trade payables and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.
- Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

II. Financial risk management

Financial risk management objectives and policies

The Company's principal financial liabilities, comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, includes investments, loan receivable, trade & other receivables, and cash & cash equivalents derived directly from its operations.

The Company is exposed primarily to credit risk, liquidity risk and market risk (including interest rate risk and other price risk), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

(i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, loans and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

Notes to Standalone Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	As at
	31 st March, 2023	31 st March, 2022
Trade Receivables	479.22	399.14
Allowance for doubtful debts (expected credit loss allowance)	5.97	6.17
Percentage	1.25	1.55

(ii) Liquidity risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(iii) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. It also have impact of Interest rate risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of change in market interest rates because it borrows funds at both fixed and floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Note 31 Leases

The Company's significant leasing arrangements are in respect of premises used for business, are accounted as a short term lease, Less than one year. The aggregate lease rentals payable are charged as rent in the statement of profit and loss (Refer note 27). These lease arrangements are cancellable in nature and can be terminated by giving notice for a period, which vary from one months to three months.

Note 32 Financial Ratios

Explanations have been given where the change in more than 25 %

		Numerator	Denominator	March 31, 2023	March 31, 2022	Variation %
1	Net Profit Ratio	Net Profit After Tax	Revenue from Operations	2.33	2.43	3.90
2	Net Capital Turnover Ratio	Net Sales	Average Working Capital	5.58	4.40	-26.82
	Working Capital has been effectively used to generate more sales in current year as compared to last year and company's short term assets & Liabilities has been used efficiently to support more sales.					
3	Retrun on Capital Employed	Net Profit Before Taxes & Interest	Total Assets -Current Liabilities	5.51	6.19	10.99
4	Return on Equity Ratio	Net Profit After Tax	Net Worth *	5.01	5.78	13.32
	*In Net Worth Revaluation Surplus is not considered.					
5	Debt Equity Ratio	Debt	Shareholders Equity *	0	0	N.A
	*In Shareholders Equity Revaluation Surplus have not been considered.					

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Notes to Standalone Financial Statements (Contd...)

		Numerator	Denominator	March 31, 2023	March 31, 2022	Variation %
6	Current Ratio	Current Assets	Current Liabilities	1.84	1.99	7.54
7	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.44	3.19	23.51
8	Trade Receivable Turnover Ratio	Net Sales	Average Receivables	14.88	14.03	(6.06)
9	Trade Payable Ratio	Net Purchases	Average Payables	4.50	5.32	15.41

Note 33 Other Statutory Information

- i) The Company does not have any Benami Property where any proceedings have been initiated or pending against the Company for holding nay benami property.
- ii) The Company does not have any transaction with struck off company.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner, whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v) To the best of its knowledge and belief, no funds have been received by the Company f'om, any person or entity, including foreign entity ("Funding Parlies"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner r, whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The Company has not been declared a willful defaulter by any bank or financial institution, or other lender.

Note 34 Related party disclosures

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below:

Names of related parties and description of relationship

A. Enterprises over which key management personnel or their relatives exercise significant influence

Sandu Brothers Private Limited

B Key managerial personnel

Umesh .B .Sandu	Managing Director
Rakesh Parekh	Chief Financial Officer
Pratika Mhambray	Company Secretary
Dilip R Salgoacar	Independent Director
Krishna.B . Deshpande	Independent Director
Dr Madan L Kapre	Independent Director
Shri K Vinay Kumar	Independent Director

Notes to Standalone Financial Statements (Contd...)

C Relative to key managerial personnel

Shashank B. Sandu

Relative of key managerial personnel

Transactions with related parties

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023	1 st April, 2021 to 31 st March, 2022	Balance as at 31 st March, 2022
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable	Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
A. Remuneration paid to Key Management Personnel [refer note (1) below]							
1	Umesh B. Sandu	Managing Director	Salary and perquisites <i>Balance (Payable)/ Receivable</i>	84.66	(7.06)	67.39	(3.35)
2	Shashank Sandu	Non Executive Director	Directors Sitting Fees	0.51	-	0.48	-
3	Dilip R Salgoacar	Non Executive Director	<i>Director's Sitting Fees Balance (Payable)/ Receivable</i>	0.44	-	0.42	-
4	Dr Madan L Kapre	Non Executive Director	<i>Director's Sitting Fees Balance (Payable)/ Receivable</i>	0.51	-	0.54	-
5	Shri K Vinay Kumar	Non Executive Director	<i>Director's Sitting Fees Balance (Payable)/ Receivable</i>	0.61	-	0.59	-
6	Shubhada P. Sandu	Non Executive Director	<i>Director's Sitting Fees</i>	0.30	-	0.25	-
7	Rakesh Parekh	Chief Financial Officer	<i>Salary and perquisites</i>	12.63	-(.70)	12.12	(0.66)
8	Pratika Mhambray	Company Secretary	<i>Salary and perquisites Balance (Payable) / Receivable</i>	6.27	-(.52)	3.16	-(.45)
B. Sale/purchase of goods, services and other transactions							
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Sales of goods* Purchases* Royalty Paid* <i>Balance (Payable)/ Receivable</i>	34.46 2,329.74 106.62	 (296.96)	34.74 2,199.78 138.91	 (291.34)

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Notes to Standalone Financial Statements (Contd...)

Note :

1. All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured. The Company has not recorded any impairment of balances relating to amounts owed by related parties during the year ended March 31, 2023 (March 31, 2022 Nil). The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
- 2 * Sales, Purchase & Royalty paid figures mentioned are Net of GST .

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Rakesh Parekh

Chief Financial Officer

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

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CONSOLIDATED INDEPENDENT AUDITORS REPORT

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

Opinion

1. We have audited the accompanying Consolidated financial statements of Sandu Pharmaceuticals Limited (“the Holding Company”) and its subsidiaries (Holding Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March, 2023, the Consolidated Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended and notes to the Consolidated financial statements, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated financial statements”).
2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on separate financial statements/financial information of such subsidiary as were audited by the other auditor, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the group as at 31st March, 2023, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements’ section of our report. We are independent of the group in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics.
4. We believe that the audit evidence obtained by us along with the consideration of report of the other auditor referred to in paragraph (a) of the “Other Matters” section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended on 31st March, 2023. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

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

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

6. The Holding Company's Management and Board of Directors are responsible for the preparation of the other information. The other Information comprises the information included in the Management Discussion and Analysis, Director's Report including Annexure to Director's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon, which we obtained prior to the date of this Auditors' Report, and the remaining sections of Annual Report, which are expected to be made available to us after that date.
7. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we have to conclude that there is a material misstatement of this other Information; we are required to report that fact. We have nothing to report in this regard.
9. When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

10. The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and a joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and 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 each company 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 Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company 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 responsible for overseeing the financial reporting process of each company.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

11. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
12. 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 controls relevant to the audit in order to design audit Procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also Responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
 - Conclude on the appropriateness of management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the 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 statements/financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements/financial information of such entities included in the consolidated financial statements of which we are the independent auditor. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

Communication with those charged with governance

We communicate with those charged with governance of the Holding Company in the consolidated financial statements of which we are the independent auditor regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

We did not audit the financial statements / financial information of one subsidiary, whose financial statements/financial information reflects total assets (before consolidation adjustments) of ` 99,676/- as at 31 March 2023, total revenues (before consolidation adjustments) of ` Nil and net cash inflows (before consolidation adjustments) amounting to ` 99,676/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information have been audited by other auditor whose report has 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 subsidiary and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

Report on Other Legal and Regulatory Requirements

13. 1) With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") ("CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the report issued by the auditor of the subsidiary, included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, provided to us by the Management of the Company, we report that the auditor of such company has not reported any qualifications or adverse remarks in their CARO report.
- 2) As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements / financial information of such subsidiary as were audited by other auditor, as noted in the "Other Matters" paragraph, we report, to the extent applicable that:

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- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
- (c) The Consolidated Balance sheet, the consolidated statement of Profit and Loss including other comprehensive income, the Consolidated Statement Cash Flow and Consolidated statement of changes in equity 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 specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2023 taken on record by the Board of Directors of the holding company and the reports of the statutory auditor of its subsidiary, none of the Directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in “Annexure-A”; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by during the year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company are not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014 as amended, in our opinion and to the best of our information and according to the explanation given to us and based on the consideration of the report of the other auditor on separate financial statements of subsidiary, as noted in the “Other Matters” paragraph:
 - I. The Group does not have any pending litigation which would impact its financial position.
 - II. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. The Group is not liable to make any payments towards Investor Education and Protection Fund.
 - IV.
 - a. The respective management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 33 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The respective management has represented to us that, to the best of its knowledge and belief, as disclosed in the Note 33 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary company from any person(s) or entity(ies),

including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- V. The final dividend proposed in the previous year, declared and paid by the holding Company during the year is in accordance with section 123 of the Act, as applicable.
- The holding company and subsidiary has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- VI. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent and its subsidiaries which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-23183378BGYPFS2628

Place: Mumbai

Date: 30th May, 2023

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Annexure-A to the Independent Auditors' report

(Referred to in paragraph 13 point 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2023, we have audited the internal financial controls with reference to consolidated financial statements of Sandu Pharmaceuticals Limited (hereinafter referred to as "Parent") as of that date. Reporting on the adequacy of internal financial controls with reference to the financial statements of the subsidiary, which is incorporated in India, and the operating effectiveness of such controls, under Section 143(3) (i) of the Act is not applicable in view of the exemption available to the subsidiary company in terms of the notification no. G.S.R. 583(E) dated 13 June 2017 issued by the Ministry of Corporate Affairs, Government of India, read with general circular No. 08/2017 dated 25 July 2017.

Management's Responsibility for Internal financial Controls

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

Auditors' Responsibility

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

Meaning of internal financial controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

Opinion

7. In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31st March, 2023, based on the criteria for internal control with reference to consolidated financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dileep & Prithvi

Chartered Accountants
Firm Reg. No. 122290W

Himmat Mali

(Partner)
M. No. 183378
UDIN-23183378BGYPFS2628

Place: Mumbai

Date: 30th May, 2023

Thirty Eight Annual Report 2022-23

Consolidated Balance Sheet as at 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

PARTICULARS	Note No.	As at 31 st March, 2023 Amount (₹)
ASSETS		
Non-current assets		
Property, Plant and Equipment	3(a)	721.84
Right of use assets	3(b)	934.79
Capital Work in Progress	3(c)	41.96
Other Intangible Assets	4	5.05
Financial Assets		
Investments	5	964.61
Other Financial Asset	6	193.87
		2,862.12
Current assets		
Inventories	7	1,432.56
Financial Assets		
Trade Receivables	8	479.22
Cash and Cash Equivalents	9 (a)	227.56
Bank Balances other than 9(a) above	9 (b)	2.00
Other Current Assets	10	413.17
		2,554.50
		5,416.63
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	11	966.10
Other Equity	12	2,958.01
Total equity		3,924.10
Non-current liabilities		
Financial Liabilities		
Deferred Tax Liabilities (Net)	13	104.20
		104.20
Current liabilities		
Financial Liabilities		
Trade payables Due to :	14	
Micro and Small Enterprises		118.14
Other than Micro and Small Enterprises		721.64
Other Financial Liabilities	15	9.26
Other Current Liabilities	16	131.64
Provisions	17	407.65
		1,388.33
		5,416.63

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Rakesh Parekh

Chief Financial Officer

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

Consolidated Statement of Profit and Loss for the Period Ended 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	Period Ended 31 st March, 2023 Amount (₹)
INCOME		
Revenue From Operations	18	6,534.90
Other Income	19	32.72
Total Income		6,567.62
EXPENSES		
Cost of materials consumed	20	1,113.24
Purchases of Stock-in-Trade	21	2,313.46
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	22	(307.62)
Employee benefits expense	23	1,109.53
Finance costs	24	7.96
Depreciation and amortization expense	3	51.68
Other expenses	25	2,057.68
Total expenses		6,345.95
Profit before exceptional items and tax		221.67
Exceptional Items / Prior Period Adjustment		-
PROFIT BEFORE TAX		221.67
Tax expense:	26	
Current tax		62.85
Deferred tax		3.38
Short/(Excess) Tax Provision pertaining to earlier years		3.39
Total tax expense		69.62
PROFIT FOR THE PERIOD		152.05
OTHER COMPREHENSIVE INCOME		
Items that will not be reclassified to profit or loss in Subsequent Periods :		
Remeasurement gains/(losses) on post employment defined benefit plans		0.20
Fair value changes of investments		63.93
Income tax relating to items that will not be reclassified to profit or loss		(7.17)
TOTAL OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		56.96
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		209.01
EARNINGS PER EQUITY SHARE [Nominal value of ₹ 10 each]:	27	
Basic (₹)		1.62
Diluted (₹)		1.62

Significant Accounting policies and notes form intergal part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

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

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Rakesh Parekh

Chief Financial Officer

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika MhambrayCompany Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

Thirty Eight Annual Report 2022-23

Consolidated Statement of changes in equity for the Year ended 31st March 2023

A. Equity Share Capital

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	
	Number of shares	Amount (₹)
Opening Balance	88.10	881.07
Add: Shares Issued during the year	8.50	85.03
Closing Balance	96.60	966.10

B. Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Share Application Pending Allotment/ Money received against share warrants	Reserves and Surplus				Other Comprehensive Income		Total(₹)
		General Reserve	Retained Earnings	Securities Premium reserve account	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Other Comprehensive Income -Employee Benefits	
Balance as at 31 st March 2022	43.98	950.28	667.70	184.91	9.40	897.99	12.14	2,766.40
Profit for the Year	-	-	152.05	-	-	-	-	152.05
Other Comprehensive Income (Net of tax)	-	-	-	-	58.51	-	0.20	58.71
Transfer to retained earnings	-	-	13.80	-	-	(13.80)	-	-
Dividend Paid	-	-	(66.08)	-	-	-	-	(66.08)
Allotment under preferential allotments scheme	(43.98)	-	-	90.90	-	-	-	46.92
Transfer to retained earnings on disposal of Equity Instruments	-	-	1.75	-	(1.75)	-	-	-
Amount Transferred on account of Deferred Tax on Sale of Investments	0	-	-	-	-	-	-	-
Balance as at 31st March 2023	(0.00)	950.28	769.22	275.81	66.16	884.19	12.34	2,958.01

Significant Accounting policies and notes form intergal part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi
Chartered Accountants
Firm Reg No 122290W
By the hand of

Himmat Mali
(Partner)
M.No:183378

For and on behalf of the Board of Directors
Sandu Pharmaceuticals Limited
CIN : L24233GA1985PLC001587

Sd/-
Umesh B. Sandu
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DIN:00678098
Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai
Dated : 30/05/2023

Place: Mumbai
Dated : 30/05/2023

Consolidated Statement of Cash Flows for the year ended 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023	
	Amount (₹)	Amount (₹)
A. Cash flow from operating activities		
Net Profit before extraordinary items and tax		221.67
Adjustments for:		
Depreciation and amortisation expenses	51.68	
Finance costs	7.96	
Interest income	(15.80)	
Allowance for doubtful debts / expected credit losses - trade receivable	3.76	
Re-Measurement gains/ Losses on Employee Defined Benefit Plans	0.20	47.80
Operating profit before changes in operating assets & liabilities		269.47
Changes in operating assets		
(increase) / decrease in inventories	(305.34)	
(increase) / decrease in Trade receivables	(83.84)	
(increase) / decrease in other operating assets	(9.59)	
Changes in operating liabilities		
increase / (decrease) in trade payables	157.99	
increase / (decrease) in other operating liabilities	63.36	(177.43)
Cash Generated from operation		92.06
Income Tax Paid (net of refunds)		(69.95)
Net Cash flow from Operating activities		22.11
B. Cash flow from investing activities		
Purchases of Property, Plant and Equipment	(106.88)	
Net Proceeds from Maturity of Bank Deposits other than cash and cash equivalents	133.00	
Interest received	15.80	
Purchases of Mutual funds	(40.00)	
Proceeds from Sales of Mutual Funds /Shares	51.74	
Net cash flow from / (used in) investing activities (B)		53.67
C. Cash flow from financing activities		
Finance cost	(7.96)	
Proceeds from issuance of Equity Shares	131.95	
Dividend Paid	(66.08)	
Net cash flow from / (used in) financing activities (C)		57.91
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		133.69
Cash and cash equivalents at the beginning of the year		93.86
Cash and cash equivalents at the end of the year		227.56

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Notes:

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

Reconciliation of cash and cash equivalents with the balance sheet :

Particulars	31 st March, 2023
As per Balance Sheet -note 9(a)	227.56
Balance as per statement of cash flows	227.56

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi
Chartered Accountants
Firm Reg No 122290W
By the hand of

Himmat Mali
(Partner)
M.No:183378

For and on behalf of the Board of Directors
Sandu Pharmaceuticals Limited
CIN : L24233GA1985PLC001587

Sd/-
Umesh B. Sandu
Managing Director
DIN:01132141
Sd/-
Rakesh Parekh
Chief Financial Officer

Sd/-
Shashank B. Sandu
Director
DIN:00678098
Sd/-
Pratika Mhambray
Company Secretary &
Compliance Officer

Place: Mumbai
Dated : 30/05/2023

Place: Mumbai
Dated : 30/05/2023

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**NOTE 1. Corporate Information**

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

The consolidated financial statements comprise the financial statements of the Company and its subsidiary (together referred to as “the Group”).

a) Sandu Phytoceuticals Private Limited

The Company is mainly engaged in the business of manufacturing and trading of

Ayurvedic medicines under the brand name SANDU. The company has its manufacturing plant in Goa.

NOTE 2. Significant Accounting Policies

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

a. Basis of Accounting and preparation of the consolidated financial statements:

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

b. Presentation of the consolidated financial statements:

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

As per Ind AS as it is first occasion for preparation of Consolidated Financials Statements the comparative figures for the previous period are not given.

c. Principles of consolidation:

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 Marc, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

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- a. Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- b. Exposure, or rights, to variable returns from its involvement with the investee; and
- c. The ability to use its power over the investee to affect its returns.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e., year ended on 31 March.

In preparing the consolidated financial statements, the Group has used the following key consolidation procedures:

- a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of assets and liabilities recognized in the consolidated financial statements at the acquisition date.
- b. Offset (eliminate) the carrying amount of the Holding Company's investment in each subsidiary and the Holding Company's portion of equity of each subsidiary.
- c. Eliminate in full intragroup 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 recognized in assets, such as inventory and property, plant and equipment, are eliminated in full. However, intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 - Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Subsidiary is consolidated from the date of control or commences until the date control ceases, if any.

d. Functional and Presentation Currency:

These financial statements are presented in Indian National Rupee ('INR') which is the functional currency of the parent Company as well as of subsidiary Company. The consolidated financial statements are presented in ₹ Lakhs; except when otherwise indicated.

e. Current versus Non-current classification :

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

An assets is treated as current when it is :

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

All Other assets are classified as non-current.

A liability is treated as current when it is :

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;

- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All Other liabilities are classified as non-current.

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

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

f. Use of Judgements and Estimates:

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

- **Recoverability of advances / receivables:**

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

- **Provisions:**

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

- **Fair value measurements:**

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

- **Inventories:**

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

- **Classification of financial assets:**

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

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

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

- **Income taxes:**

The Parent Company's as well as Subsidiary Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for

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

g. Property, Plant and Equipment and Depreciation:

Recognition and Measurement :

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

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

Subsequent Measurement

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

Depreciation on property, plant and equipment :

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

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

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

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

Capital work- in- progress

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

De-recognition

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

h. Intangible Assets and amortization :

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

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

Computer Software

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

i. Non-Current assets held for sale:

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

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

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

j. Impairment of Assets :

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

An asset's recoverable amount is the higher of an asset's or Cash Generating Unit's ('CGU') fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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

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

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

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the

asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its

Recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss.

k. Financial Instruments:

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

Financial Assets

Initial recognition and measurement

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

Subsequent measurement

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

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

Debt instruments at amortized cost

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

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

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

Debt instrument and equity instrument at FVTPL

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

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

Equity investments

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

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

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

Derecognition

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

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

Impairment of financial assets

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

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

Financial liabilities

Initial recognition and measurement

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

Subsequent measurement

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

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

Derecognition

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

1. Inventories:

- I nventories such as Raw Materials, Work in Progress, Finished Goods, Stock in Trade and Stores & Spares are valued at lower of cost and net realizable value. Except scrap /waste which are value at net realizable value. The cost is computed on FIFO basis, finished goods and Process stock include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Materials and other items held for use in the production of inventories are not written down below cost, if finished goods in which they will be incorporated are expected to be

sold at or above cost. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs of completion and to make the sale.

m. Revenue Recognition:

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

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

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

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

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

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

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

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

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

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

n. Foreign Currency Transactions:

Initial recognition

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

Conversion

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

Exchange differences

Exchange differences, if any, arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

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

o. Employee Benefits:

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

Short-term employee benefits

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

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

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

Defined contribution plan

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

Defined benefit plan

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

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

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

p. Taxation:

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

CURRENT TAX:

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

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

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

DEFERRED TAX :

Deferred taxes are recognized for the future tax consequences attributable to timing differences between the carrying amount of assets and liabilities in the company's financial statements and corresponding tax bases used in computation

of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

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

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

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

q. Borrowing Costs:

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

r. Leases:

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

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

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

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

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

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

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

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

s. Provisions, Contingent Liabilities and Contingent Assets

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

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

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

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

t. Cash and cash equivalents

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

u. Segment reporting

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

v. Mesurement of fair value

Financial instrument

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

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

Derivatives

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

w. Government subsidy / grants:

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

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

x. Cash Dividend:

The Company recognizes a liability to make cash distributions to the equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the provisions of the Act, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in reduction in other equity.

y. Standards (including amendments) issued but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2023.

Notes To Consolidated Financial Statements For The Year Ended 31 March, 2023

Note 3 (a) PROPERTY, PLANT AND EQUIPMENT

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Building	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Electric Installation	Tools & Dyes	Total Tangible Assets
Gross Carrying Amount								
At 1 st April 2022	813.11	440.01	55.39	45.83	152.15	58.34	2.50	1,567.33
Additions	45.29	42.00	8.58	-	4.24	9.67	-	109.78
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31st March 2023	858.40	482.01	63.97	45.83	156.39	68.01	2.50	1,677.11
Depreciation/Amortization								
At 1 st April 2022	316.62	341.20	44.29	25.76	141.69	47.96	2.38	919.90
Additions	10.41	9.21	4.08	5.44	2.65	3.57	-	35.36
Adjustments	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At 31st March 2023	327.03	350.41	48.37	31.20	144.34	51.53	2.38	955.26
Net Carrying Amount								
At 1 st April 2022	496.49	98.82	11.09	20.07	10.46	10.37	0.12	647.42
At 31 st March 2023	531.37	131.60	15.60	14.63	12.05	16.47	0.12	721.84

Notes to Consolidated Financial Statements for the Year Ended 31 March, 2023

Note 3 (b) RIGHT OF USE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Right of Use Assets	Total Right of use Assets
Gross Carrying Amount		
At 1 st April 2022	1,037.00	1,037.00
Additions	-	-
Disposals	-	-
At 31st March 2023	1,037	1,037
Depreciation/Amortization:		
At 1 st April 2022	87.62	87.62
Additions	14.59	14.59
Disposals	-	-
At 31st March 2023	102.21	102.21
Net Carrying Amount		
At 1 st April 2022	949.38	949.38
At 31 st March 2023	934.79	934.79

Note 3 (c) CAPITAL WORK IN PROGRESS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Capital WIP	Capital WIP
Gross Carrying Amount		
At 1 st April 2022	48.18	48.18
Additions	13.24	13.24
Transferred to PPE	(19.46)	(19.46)
Disposals	-	-
At 31st March 2023	41.96	41.96
Depreciation/Amortization:		
At 1 st April 2022	-	-
Additions	-	-
Disposals	-	-
At 31st March 2023	-	-
Net Carrying Amount		
At 1 st April 2022	48.18	48.18
At 31 st March 2023	41.96	41.96

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Notes to Consolidated Financial Statements (Contd...)

The table below provides details regarding the CWIP ageing schedule as of 31st March, 2023:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Captial work in Progress	Amount in CWIP for a period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	-	41.96	-	-	41.96
Total	-	41.96	-	-	41.96

Note 4 INTANGIBLE ASSETS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Softwares	Total Intangible Assets
Gross Carrying Amount		
At 1 st April 2022	33.26	33.26
Additions	3.31	3.31
Disposals	-	-
At 31st March 2023	36.57	36.57
Depreciation/Amortization:		
At 1 st April 2022	29.80	29.80
Additions	1.72	1.72
Disposals	-	-
At 31st March 2023	31.52	31.52
Net Carrying Amount		
At 1 st April 2022	3.46	3.46
At 31 st March 2023	5.05	5.05

Note 5 INVESTMENTS

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2023	
	Nos.	Amount (₹)
Investments in equity instruments		
Carried at Fair Value Through Other Comprehensive Income :		
<u>Quoted</u>		
Nagarjuna Oil Refinery (Share of ₹ 1 each Fully Paid)	0.01	0.01
	0.01	0.01
<u>Unquoted</u>		
Carried at Cost		
The Shamrao Vithal Co-op.Bank Ltd. (Share of ₹ 25 each Fully Paid)	0.004	0.10
Total Investment in Equity Instruments	0.01	0.11

Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Description	As at 31 st March, 2023	
	Nos.	Amount (₹)
Units of Schemes of Various Funds: (Quoted)		
Carried at Fair Value Through Other Comprehensive Income :		
Aditya Birla Sun Life Arbitrage Fund - Growth-Direct Plan	22.65	544.60
Edelweiss Arbitrage Fund - Regular Plan Growth	3.27	54.01
ICICI Prudential Equity Arbitrage Fund - Growth	1.84	53.91
Tata Arbitrage Fund - Regular Plan-Growth	4.38	53.76
UTI Arbitrage Fund - Regular Growth Plan Growth	1.80	53.82
Bandhan Arbitrage Fund-Growth-(Regular Plan)	1.94	53.79
Invesco India Arbitrage Fund - Growth	0.78	21.14
Kotak Equity Arbitrage Fund - Growth (Regular Plan)	2.36	75.18
SBI Arbitrage Opportunities Fund - Regular Plan - Growth	1.89	54.29
Total of Investment in Mutual Funds	40.92	964.50
Total Non Current Investments	40.93	964.61

Notes:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
Aggregate amount of quoted Investments	964.51
Aggregate Market value of quoted Investments	964.51
Aggregate amount of unquoted Investments -at Cost	0.10
Aggregate amount of Impairment in value of investments	-

Note 6 Other Non Current Financial Assets

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Bank balance in deposit accounts (with maturity period exceeding 12 months from the reporting date)	191.48
Excess Contribution to Gratuity Fund	2.39
Total	193.87

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Notes to Consolidated Financial Statements (Contd...)

Note 7 Inventories

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Closing Stock of Inventories:	
(Valued at lower of cost and net realisable value)	
(a) Raw materials	131.98
(b) Work-in-progress	135.97
(c) Finished goods	412.67
(d) Stock in Trade	751.92
Total	1,432.56

Notes:

1. Mode of valuation of inventories is stated in Note 2 point no K of significant accounting policies.
2. Amount of writedown of inventories recognised as an expense - ₹ Nil (PY ₹ Nil).
3. Amount of reversal of any writedown - ₹ Nil (PY ₹ Nil).

Note 8 Trade receivables

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Trade receivables	
Secured, considered good	-
Unsecured, considered good	479.22
Balance having significant increase in credit risk	5.97
Credit impaired	-
Less: Allowances for expected credit loss/impaired	-5.97
Total	479.22

1. Trade Receivables are non-interest bearing and generally on credit terms ranging from 15-45 days.
2. The Holding Company's exposure to credit and currency risk and loss allowances related to Trade Receivables are disclosed in Note 30.

Notes to Consolidated Financial Statements (Contd...)

Trade Receivables Ageing as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Not due	Outstanding from due date of payment as at March 31, 2023					Total
		Upto 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	246.90	100.88	11.67	119.78	-	-	479.22
Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables – credit impaired	-	-	-	3.76	2.20	-	5.96
Disputed trade receivables – considered good	-	-	-	-	-	-	-
Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	246.90	100.88	11.67	123.54	2.20	-	485.18
Less: Allowance for credit impaired	-	-	-	-	3.76	2.20	5.96
Total	246.90	100.88	11.67	123.54	(1.56)	(2.20)	479.22

Note 9 (a) Cash and Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Balances with banks:	
In current accounts	92.96
Deposits with original maturity of less than 3 months	131.00
Cash on hand	3.60
Total	227.56

(b) Other Bank Balances

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Balances with banks:	
Deposits with original maturity of more than 3 months but less than 12 months	2.00
Total	2.00

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Notes to Consolidated Financial Statements (Contd...)

Note 10 Other Current Assets

(Unsecured, considered good unless otherwise stated)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Security deposits	8.27
Capital Advance to GIDC(Plot Allotment)	3.00
Loans and advances to employees	10.35
Balances with government authorities	272.43
Advances paid to Suppliers	79.80
Prepaid expenses	7.61
Accrued Interest on Bank deposits	14.01
Amount Paid for Acquisition of GIDC Plot 114/5	17.69
Total	413.17

Break-up of Security details

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Other Current Assets considered Good -Secured	-
Other Current Assets considered Good - Unsecured	413.17
Other Current Assets which have significant increase in credit risk	-
Other Current Assets -credit impaired	-
Less:Allowance for Doubtful advance/Debts	-
Total	413.17

Note 11 Share Capital

a. The Authorised, Issued, Subscribed and fully paid up share capital are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Authorised Share Capital	
1,00,00,000 Equity Shares of ₹ 10/- Each (P.Y. 1,00,00,000)	1,000
	1,000
Issued, Subscribed & Paid up Share Capital	
96,60,990 Equity Shares of ₹ 10/- Each (31 st March 2022, 88,10,664 Equity shares of ₹ 10 Each)	966.10
Total	966.10

Notes to Consolidated Financial Statements (Contd...)

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023	
	Number	₹
Shares outstanding at the beginning of the year	88.11	881.07
Add: Shares Issued during the year *	8.50	85.03
Less: Shares bought back during the year	-	-
Shares outstanding at the end of the year	96.61	966.10

* The Company through preferential basis allotted 8,50,326 equity shares to the eligible Allottees at an issue price of ₹ 20.69/- per equity share (including a premium of ₹ 10.69 per equity share) aggregating to approximately ₹ 175.93 lakhs on 8th July, 2022. The issue was made in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the “SEBI ICDR Regulations”), and the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, as amended, including the rules made thereunder (the “Issue”). Funds received pursuant to Preferential basis are being utilised towards the object stated in the placement document.

c. Terms / Rights attached to equity shares

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

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

Particulars	As at 31 st March, 2023	
	No. of Shares held	% of Holding
Equity Shares of ₹ 10/- each fully paid		
Jayshree Bhaskar Sandu	7.37	7.63
Late Bhaskar Govind Sandu	-	0.00
Shashank Bhaskar Sandu	13.69	14.17
Umesh Bhaskar Sandu	13.89	14.37
Sanmark Realty And Finance Private Ltd.	5.44	5.63

Details of shares held by promoters in the Company:

Name of Promoters	As at 31 st March, 2023		% Change during the year March 31, 2023
	No. of shares	% of holding	
Jayshree Bhaskar Sandu	7.37	7.63	100.00
Late Bhaskar Govind Sandu	-	-	(100.00)
Umesh B Sandu	13.89	14.37	20.53
Shashank Bhaskar Sandu	13.69	14.17	20.91
Geeta U Sandu	0.85	0.88	-
Minal Shashank Sandu	0.61	0.63	-
Shubhada Prabhakar Sandu	0.10	0.10	-
Total	36.50	37.79	

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Notes to Consolidated Financial Statements (Contd...)

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

Note 12 Other Equity

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
General Reserve	950.28
Retained Earnings (Net Surplus in The Statement of Profit & Loss)	769.22
Security Premium	275.81
Share Application Money Pending Allotment	-
OCI -	
Equity Instruments through Other Comprehensive Income	66.16
Revaluation Surplus	884.19
Other Comprehensive Income - Employee Benefits	12.34
Total	2,958.01

Notes :- Nature and Purpose of reserves:

1. General Reserve

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

2. Equity Instrument through Other Comprehensive Income

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

3. Revaluation Surplus

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

4. Other Comprehensive Income -Employee Benefits

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

5. Security Premium

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

Notes to Consolidated Financial Statements (Contd...)

Note 13 Deferred tax Liabilities (net)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Deferred tax (liability) / asset	
Opening Balance (difference between book balance and tax balance of fixed assets)	93.65
Add- Deferred Tax recognised during the period in statement of P & L	3.38
Add- Deferred Tax recognised during the period in OCI	7.17
Net deferred tax Liabilities	104.20

Movement in Deferred tax Assets/Liabilities

Deferred tax assets and liabilities in relation to the year ended 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2022	Recognised in the statement of Profit & Loss	Recognised in OCI	As at 31 st March , 2023
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
Deferred tax asset				
Provision for Gratuity	0.01	(0.31)	-	(0.30)
Provision for doubtful trade receivables	1.71	(0.06)	-	1.65
Deferred tax liabilities				
Property Plant & Equipment	89.51	3.01	-	92.52
Remeasurement gains/(losses) on post employment defined benefit plans	4.68	-	0.06	4.74
Fair value changes of investments	1.18	-	7.11	8.29
Net deferred tax liabilities	93.65	3.38	7.17	104.20

Note 14 Trade payable

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Trade payables(refer note below)	
Dues to related Parties	296.96
Dues to Micro & Small Enterprises	118.14
Other Than Small & Micro Enterprises	424.68
Total	839.78

Note :-

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

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Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars		As at
		31 st March, 2023
		Amount (₹)
a)	The Principal amount remaining unpaid to any supplier at the end of the year.	114.53
b)	Interest due remaining to any supplier at the end of the year.	-
c)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006, along with the amount of the payment made to the supplier beyond the appointed day during the Year .	
d)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	
e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	3.60
f)	The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues above are actually paid to the small enterprises , for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act ,2006	
Total		118.13

Disclosure of amount payable to vendors as defined under the " Micro Small and Medium Enterprises Development Act. 2006 ",is based on the information available with the company regarding the status of registration of such vendors under the said Act ,as per the intimation received from them on requests made by the company .the are interest accrued and remaining unpaid for ₹ 3,60,139/- for delayed payments to such vendors at the Balance sheet date .

Trade Payables Ageing Schedule as on 31st March 2023

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Outstanding from due date of payment as at					Total
	March 31, 2023					
	Not due for payment	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Total outstanding dues of micro, small & medium enterprises	-	118.14	-	-	-	118.14
Total outstanding dues of creditors other than micro, small & medium enterprises	271.30	402.44	42.16	4.82	0.92	721.64
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
Total	271.30	520.58	42.16	4.82	0.92	839.78

Note 15 Other current Financial liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at	
	31 st March, 2023	
		Amount (₹)
Dividend Payable FY 2020-21		3.71
Dividend Payable FY 2021-22		5.55
Total		9.26

Notes to Consolidated Financial Statements (Contd...)

Note 16 Other current liabilities

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Advances Received from Customers/Credits to Customers	39.24
Other payables :	
Statutory Dues	14.15
Trade / security deposits received	73.03
Retention Money of Assets Vendors	3.89
Gratuity Payable to Employees	1.33
Total	131.64

Note 17 Short-term provisions

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
(a) Provision for employee benefits:	
(i) Provision for salaries	146.69
(ii) Provision for Gratuity (As per Actuarial Report)	-
	146.69
(b) Provision - Others:	
(i) Provision for Tax	132.45
(ii) Provision for Expenses	128.51
	260.96
Total	407.65

Note 18 Revenue from operations

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
(a) Sale of Ayurvedic Products	6,534.90
Total	6,534.90

Reconciliation of Revenue from Operation with contract price

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Contract Price	7,543.45
Reduction towards variable considerations components*	1,008.55
Revenue from Operations	6,534.90

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

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Notes to Consolidated Financial Statements (Contd...)

Note 19 Other Income

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Interest income:	
Deposit with Banks	15.80
Dividend income:	
Other Misc. Income	16.92
Total	32.72

Note 20 Cost of materials consumed

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Opening stock	134.27
Add: Purchases	1,110.96
	1,245.23
Less: Closing stock	131.99
Cost of material consumed	1,113.24

Note 21 Cost of Traded Goods

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Purchases of traded goods	2,313.46
Total	2,313.46

Note 22 Changes in inventories of finished goods and work-in-progress and Stock in Trade

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
<u>Inventories at the end of the year:</u>	
Finished goods	412.67
Work-in-progress	135.98
Stock in Trade	751.92
	1,300.57

Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Inventories at the beginning of the year:	
Finished goods	360.06
Work-in-progress	57.19
Stock in Trade	575.70
	992.95
Net (increase) / decrease	-307.62

Note 23 Employee benefits expense

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Salaries and wages	1,058.43
Contributions to provident and other funds	38.60
Staff welfare expenses	7.90
Gratuity Expense (Refer Note 32 (b))	4.60
Total	1,109.53

Note 24 Finance costs

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
	Amount (₹)
Interest expense on:	
Borrowings	2.36
Security Deposits	4.85
	7.21
Bank Charges	0.75
Total	7.96

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Notes to Consolidated Financial Statements (Contd...)

Note 25 Other expenses

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Power and fuel	39.02
R & D Expenses	12.49
Rent	22.35
Repairs and maintenance - Buildings	25.56
Repairs and maintenance - Machinery	40.10
Repairs and maintenance - Others	143.57
Rates and taxes	80.44
Travelling and conveyance	434.21
Printing and stationery	37.17
Freight and forwarding	405.75
Business promotion	565.56
Royalty Expenses	106.62
Legal and professional	49.55
<i>Payments to auditors</i>	
For Statutory Audit	5.50
For Tax Audit	2.00
For Other Matters	1.20
Telephone / Internet Expenses	24.26
Insurance	6.12
Security Service Charges	13.19
Laboratory Expenses	3.87
Provisions for expected credit loss/impaired	3.76
Donations and contributions	-
Postage & Telegram	2.07
Membership & Subscription	9.04
Packing Expenses	2.34
Office Expenses	1.08
Miscellaneous expenses	20.86
Total	2,057.68

Notes to Consolidated Financial Statements (Contd...)

Note 26 Income Tax Expenses

The Major components of the income tax expenses for the year ended on 31 ST March ,2023

Statement of Profit & Loss Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Current Tax :	
Current Income tax Charges	62.85
Tax reversal of earlier year	3.39
Deferred Tax :	
Relating to the origination and reversal of temporary differences	3.38
Income Tax expenses recognised in Statement of Profit & Loss	69.62

Other comprehensive income Section

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Remeasurement gains/(losses) on post employment defined benefit plans	0.06
Fair value changes of investments	7.11
Income Tax charged to OCI	7.17

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at
	31 st March, 2023
	Amount (₹)
Accounting Profit before tax	221.67
Income tax expense calculated at 27.82%	61.67
Effect of:	
Expenses that are not deductible in determining taxable profit	1.10
Depreciation Expenses that are not deductible in determining taxable profit	3.01
Effect of income that is exempt fom taxation	-
Effect of lower tax rates for the long term capital gain	
Tax losses on which no deferred tax has been recognised	0.09
Others	0.36
Tax Reversal of earlier years	3.39
Income tax expense recognised in Statement of Profit and Loss	69.62

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Notes to Consolidated Financial Statements (Contd...)

Note 27 Earnings per share (EPS)

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

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

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended
	31 st March, 2023
	Amount (₹)
Net profit for the year (after Tax)	152.05
Weighted average number of equity shares	
Basic outstanding shares	8,810,664
Add: Weighted Average shares issued during the year	622,019
Weighted average number of equity shares for Diluted EPS	9,432,683
Add: effect of dilution of shares	-
Weighted average number of equity shares for Diluted EPS	9,432,683
Par value per share (₹)	10.00
Earnings per share	
Basic (₹)	1.62
Diluted (₹)	1.62

Note 28 Contingent liabilities, contingent assets and commitments

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

There are demands of GST aggregating to ₹ 54.22 lakhs, (including Interest & Penalty) against which the company had filed an appeal to Hon'ble commissioner of State Tax (appeal). The company has been legally advised that it has a strong case and thus the management is of the view that there is a fair chance that outcome of the appeal would be in favour of the company. In view of this, no provision was required.

Note 29 Employee Benefits

a. Disclosures related to defined contribution plan

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended
	31 st March, 2023
	Amount (₹)
Provident fund contribution recognized as expense in the Statement of Profit and Loss	23.14

b. Disclosures related to defined benefit plan

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

Notes to Consolidated Financial Statements (Contd...)

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

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended
	31 st March, 2023
	Amount (₹)
Net employee benefit expense (included under employee benefit expenses)	
Current Service Cost	5.00
Interest on defined benefit obligation	(0.40)
Past Service Cost (vested benefits)	-
Net employee benefit expenses	4.60
Details of the employee benefits obligations and plan assets are as follows:	
Present value of opening funded obligation	41.59
Fair value of opening plan assets	43.07
Net defined benefit (assets)/liability at the beginning of the year	(1.48)
Details of changes in present value of defined benefit obligation are as follows:	
Opening defined benefit obligation	41.59
Current service cost	5.00
Interest on defined benefit obligation	2.73
Past Service Cost (vested benefits)	-
Contribution paid	(4.74)
Benefits due but not settled / paid	(1)
Remeasurement due to:	
Actuarial (Gain)/Loss arising from changes in experience	0.46
Actuarial (Gain)/Loss arising from changes in financial assumptions	(0.48)
Return on Plan Assets excluding net interest	
Closing defined benefit obligation	43.12
Details of changes in fair value of plan assets are as follows:	
Opening fair value of plan assets	43.07
Interest on plan assets	3.13
Employer contribution	6.76
Benefits paid	-4.74
Remeasurement due to - actual return on plan assets less interest on plan assets	0.18
Closing fair value of plan assets	48.39
Present value of funded obligation	43.11
Fair value of plan assets	48.38
Net defined benefit liability/(Assets) at the end of the year	5.27
Sensitivity analysis	
Defined benefit obligation	43.12
Defined benefit obligation, using discount rate plus 100 basis points	40.81
Defined benefit obligation, using discount rate minus 100 basis points	45.83
Defined benefit obligation, using salary growth rate plus 100 basis points	45.89
Defined benefit obligation, using salary growth rate minus 100 basis points	40.73

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Notes to Consolidated Financial Statements (Contd...)

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 st March, 2023
	Amount (₹)
The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:	
Funds managed by insurers	100%
The principal assumptions used in determining gratuity obligations for the Company's plans are shown below	
Discount rate (p.a.)	7.29
Expected salary increase (p.a.)	3.00
Expected average remaining service	16.16
Retirement Age	58 years
Employee Attrition Rate	
Upto Age of 44	2%
Upto Age of 45 and above	1%

The above informations are certified by the independent actuary and same has been taken into consideration for both the years.

Note 30 Financial instruments – Fair values and risk management

1 I. Fair value measurements

A. Accounting Classifications and Fair Values

The carrying amounts and fair values of financial instruments by class are as follows:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Note	Carrying Value/Fair Value	
		As at 31 st March, 2023	
		Carrying Value	Fair Value
Financial assets			
Financial assets measured at fair value			
Investments measured at OCI			
Investments in equity instruments	5		
Investments in mutual fund	5	964.50	964.50
Financial Assets measured at amortised cost			
Investments in Equity Instruments	5	0.11	0.11
Other Financial Asset	6		
Non Current		193.87	193.87
Current			
Trade receivables	8	479.22	479.22
Cash and cash equivalents	9(a)	227.56	227.56
Bank balances other than 10(a)	9(b)	2.00	2.00
Total		1,867.25	1,867.25
Financial Liabilities			
Trade payables	14		
Dues to Micro & Small Enterprises		118.14	118.14
Other Than Micro & Small Enterprises		721.64	721.64
Other Financial Liabilities	15	9.26	9.26
Total		849.04	849.04

Notes to Consolidated Financial Statements (Contd...)

The Company has disclosed financial instruments such as cash and cash equivalents, other bank balances, loan receivable, trade receivables, short term borrowing, trade payables, at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

B. Fair Value Hierarchy

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

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded shares, bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

C. Fair Value measurements

For assets and liabilities which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarised below:

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	Carrying Value	Level 1	Level 2	Level 3	Total
Fair value measurements as at 31st March, 2023					
Financial assets:					
Investments- Non Current					
Investments in equity instruments	0.11		-	0.11	0.11
Investments in mutual fund	964.50	964.50	-	-	964.50
	964.61	964.50	-	0.11	964.61

Financial assets and liabilities measured at fair value as at Balance Sheet date:

- The fair values of investment in quoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

Other financial assets and liabilities

- Cash and cash equivalents, trade receivables, investments in term deposits, other financial assets (except derivative financial instruments), trade payables and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.
- Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

Notes to Consolidated Financial Statements (Contd...)

II. Financial risk management

Financial risk management objectives and policies

The Company's principal financial liabilities, comprises borrowings, trade and other payable. The main purpose of these financial liabilities is to finance the Company operations. The Company's principal financial assets, includes investments, loan receivable, trade & other receivables, and cash & cash equivalents derived directly from its operations. The Company is exposed primarily to credit risk, liquidity risk and market risk (including interest rate risk and other price risk), which may adversely impact the fair value of its financial instruments. The Company's senior management oversees the management of these risks. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

(i) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, investments, derivative financial instruments, cash and cash equivalents, loans and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

(All amounts are in ₹ Lakhs, unless otherwise stated)

Particulars	As at 31 st March, 2023
Trade Receivables	479.22
Allowance for doubtful debts (expected credit loss allowance)	5.97
Percentage	1.25

(ii) Liquidity risk:

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(iii) Market risk:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. It also have impact of Interest rate risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to risk of change in market interest rates because it borrows funds at both fixed and floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Note 31 Leases

The Company's significant leasing arrangements are in respect of premises used for business, are accounted as a short term lease, Less than one year. The aggregate lease rentals payable are charged as rent in the statement of profit and loss (Refer note 27). These lease arrangements are cancellable in nature and can be terminated by giving notice for a period, which vary from one months to three months.

Notes to Consolidated Financial Statements (Contd...)

Note 32 Financial Ratios

Explanations have been given where the change in more than 25 %

		Numerator	Denominator	March 31, 2023
1	Net Profit Ratio	Net Profit After Tax	Revenue from Operations	2.33
2	Net Capital Turnover Ratio	Net Sales	Average Working Capital	5.58
3	Retrun on Capital Employed	Net Profit Before Taxes & Interest	Total Assets -Current Liabilities	5.51
4	Return on Equity Ratio	Net Profit After Tax	Net Worth *	5.01
*In Net Worth Revaluation Surplus is not considered.				
5	Debt Equity Ratio	Debt	Shareholders Equity *	N.A
*In Shareholders Equity Revaluation Surplus have not been considered.				
6	Current Ratio	Current Assets	Current Liabilities	1.84
7	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.44
8	Trade Receivable Turnover Ratio	Net Sales	Average Receivables	14.88
9	Trade Payable Ratio	Net Purchases	Average Payables	4.50

Note 33 Other Statutory Information

- i) The Company does not have any Benami Property where any proceedings have been initiated or pending against the Company for holding nay benami property.
- ii) The Company does not have any transaction with struck off company.
- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner, whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- v) To the best of its knowledge and belief, no funds have been received by the Company fi'om,any person or entity, including foreign entity ("Funding Parlies"), with the understanding,whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner r,whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The Company has not been declared a willful defaulter by any bank or financial institution,or other lender.

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Notes to Consolidated Financial Statements (Contd...)

Note 34 Related party disclosures

Related parties where control exists and related parties with whom transactions have taken place during the year are listed below:

Names of related parties and description of relationship

A. Enterprises over which key management personnel or their relatives exercise significant influence

Sandu Brothers Private Limited

B Key managerial personnel

Umesh .B .Sandu	Managing Director
Rakesh Parekh	Chief Financial Officer
Pratika Mhambray	Company Secretary
Dilip R Salgoacar	Independent Director
Krishna.B . Deshpande	Independent Director
Dr Madan L Kapre	Independent Director
Shri K Vinay Kumar	Independent Director

C Relative to key managerial personnel

Shashank B. Sandu Relative of key managerial personnel

Transactions with related parties

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
A. Remuneration paid to Key Management Personnel [refer note (1) below]					
1	Umesh B. Sandu	Managing Director	Salary and perquisites <i>Balance (Payable)/Receivable</i>	84.66	(7.06)
2	Shashank Sandu	Non Executive Director	Directors Sitting Fees	0.51	-
3	Dilip R Salgoacar	Non Executive Director	Director's Sitting Fees <i>Balance (Payable)/Receivable</i>	0.44	-
4	Dr Madan L Kapre	Non Executive Director	Director's Sitting Fees <i>Balance (Payable)/Receivable</i>	0.51	-
5	Shri K Vinay Kumar	Non Executive Director	Director's Sitting Fees <i>Balance (Payable)/Receivable</i>	0.61	-

Notes to Consolidated Financial Statements (Contd...)

Sr. No.	Name of the related party	Relationship	Description of transactions	1 st April, 2022 to 31 st March, 2023	Balance as at 31 st March, 2023
				Income/ (Expenses)/ Other transactions	(Payable)/ Receivable
6	Shubhada P. Sandu	Non Executive Director	Director's Sitting Fees	0.30	-
7	Rakesh Parekh	Chief Financial Officer	Salary and perquisites	12.63	
			Balance (Payable)/Receivable		(0.70)
8	Pratika Mhambray	Company Secretary	Salary and perquisites	6.27	
			Balance (Payable)/Receivable		(0.52)
B. Sale/purchase of goods, services and other transactions					
	Sandu Brothers Pvt Ltd	Entities in which KMP are interested	Sales of goods*	34.46	
			Purchases*	2,329.74	
			Royalty Paid*	106.62	
			Balance (Payable)/Receivable		(296.96)

Note :

- All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances for trade receivable, trade payable and other payables are unsecured. The Company has not recorded any impairment of balances relating to amounts owed by related parties during the year ended March 31, 2023 (March 31, 2022 Nil). The assessment is undertaken each financial year through evaluating the financial position of the related party and the market in which the related party operates.
- * Sales, Purchase & Royalty paid figures mentioned are Net of GST .

D. GROUP INFORMATION

List of subsidiary which is included in the consolidation and the Holding Company's effective holding therein is as under:

Name of the subsidiary	Country of incorporation / Principle place of business	Financial year ends on	Holding Company's ultimate holding as at	
			31 March, 2023	31 March, 2022
Sandu Phytoceuticals Private Limited	India	31-Mar	100%	Nil*

*The Subsidiary company is incorporated on 27th July, 2022.

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Notes to Consolidated Financial Statements (Contd...)

Name of the entity in the Group	Net Assets. i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (₹ In Lakhs)	As % of consolidated profit or loss	Amount (₹ In Lakhs)	As % of consolidated other comprehensive income	Amount (₹ In Lakhs)	As % of total comprehensive income	Amount (₹ In Lakhs)
Sandu Pharmaceuticals Limited	100.01	3,924.44	100.22	152.39	100.00	56.96	100.16	209.35
Sandu Phytoceuticals Private Limited	0.02	0.66	(0.22)	(0.34)	-	-	(0.16)	(0.34)
Consolidation elimination and adjustment effect	(0.03)	(1.00)	-	-	-	-	-	-
Total	100.00	3,924.10	100.00	152.05	100.00	56.96	100.00	209.01

Significant Accounting policies and notes form intergral part of Financial Statements

As per our report of even date attached.

For Dileep & Prithvi

Chartered Accountants

Firm Reg No 122290W

By the hand of

Himmat Mali

(Partner)

M.No:183378

For and on behalf of the Board of Directors

Sandu Pharmaceuticals Limited

CIN : L24233GA1985PLC001587

Sd/-

Umesh B. Sandu

Managing Director

DIN:01132141

Sd/-

Rakesh Parekh

Chief Financial Officer

Sd/-

Shashank B. Sandu

Director

DIN:00678098

Sd/-

Pratika Mhambray

Company Secretary &
Compliance Officer

Place: Mumbai

Dated : 30/05/2023

Place: Mumbai

Dated : 30/05/2023

125 years the spirit at SANDU is not only to
sell our products but to spread,

“HEALTH & HAPPINESS” .



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Ayurveda

SANDU
TRUSTED IN AYURVEDA

SQA
Sandu Quality Assured

VASATM

AYURVEDIC
COUGH
SYRUP

An effective
Ayurvedic Cough Syrup for
all Types of
COUGH & COLD



2X POWER
of
ADULSA & TULASI



VASA (ADULSA)
Anti-tussive, Mucolytic,
Expectorant,
Bronchodilator



TULASI
Anti-viral,
Anti-inflammatory



SHUNTHI
Anti-microbial,
Anti-tussive,
Bronchodilator



YASHTIMADHU
Soothens irritated
mucosa,
Liquifies phlegm



PIPPALI
Anti allergic,
Anti-inflammatory,
Bioenhancer



LAVANGA
Reduces
Bronchospasm,
Mucolytic

available at

amazon

TATA
1mg

Filpkart

PharmEasy

b
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SANDU PHARMACEUTICALS LTD

Tel.No.: 022 2528 4402

91375 20500

Email : customercare@sandu.in