



# **DENIS CHEM LAB LIMITED**

MANUFACTURERS OF PARENTERAL PRODUCTS  
[CIN:L24230GJ1980PLC003843]



ADDRESS: 401 – ABHISHREE, OPP. OM TOWER, SATELLITE ROAD, AHMEDABAD – 380 015 GUJARAT, INDIA  
TEL.: +91 (79) 26925716, 26925719 FAX: +91 (79) 26925710 Email: [denischem401@gmail.com](mailto:denischem401@gmail.com)

12<sup>th</sup> August, 2021

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Company Code No. 537536**

Dear Sirs;

**Sub: Submission of Notice of 40<sup>th</sup> Annual General Meeting and Annual Report 2020-21**

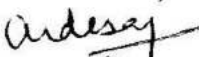
Pursuant to Regulation 30 and 34(1)(a) of SEBI (LODR) Regulations, 2015, we are enclosing herewith:

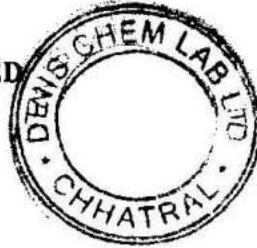
1. Notice of 40<sup>th</sup> Annual General Meeting of the members of the Company.
2. Annual Report 2020-21.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
for DENIS CHEM LAB LIMITED

  
**ANAL R. DESAI**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**



Encl: As above.

annual  
report  
2020-21



**DENIS CHEM LAB LIMITED**  
(MFG. of I.V. Fluids in Glass & P.P.Plastic Bottles)

**Aqua  
pulse**





## Our Vision

to be a leading pharmaceutical company recognized by the society and its stake holders for its best business practices and for its contribution in...

Saving **Lives**

## Our Mission

to deliver high quality medical products in multiple therapy segments by ensuring quality in every drop, to ensure shareholder returns by constantly innovating, transforming and delivering to make someone else's...

Life **Better**

Aqua  
 pulse





**DENIS CHEM LAB LIMITED**

[CIN: L24230GJ1980PLC003843]

**40<sup>TH</sup> ANNUAL REPORT 2020-21**

<b>BOARD OF DIRECTORS</b>	:	Mr. Dinesh B. Patel Dr. Himanshu C. Patel Ms. Anar H. Patel Dr. Gaurang K. Dalal Dr. Gauri S. Trivedi Mr. Hemendrakumar C. Shah	Chairman Managing Director Director Independent Director Independent Director Independent Director
<b>MANAGEMENT TEAM</b>	:	Mr. Nirmal H. Patel Mr. Vikram Joshi Ms. Anal R. Desai	Chief Executive Officer Chief Finance Officer Company Secretary
<b>REGISTERED OFFICE &amp; FACTORY</b>	:	Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729	
<b>STATUTORY AUDITORS</b>	:	M/s. H.K. Shah & Co., Chartered Accountants, Ahmedabad	
<b>SECRETARIAL AUDITORS</b>	:	M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad	
<b>COST AUDITORS</b>	:	M/s. Kiran J. Mehta & Co., Cost Auditors, Ahmedabad	
<b>BANKERS</b>	:	Axis Bank Limited Bank of India	
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	:	Link Intime India Private Limited 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C. G. Road, Ahmedabad - 380006	
<b>WEBSITE</b>	:	<a href="http://www.denischemlab.com">www.denischemlab.com</a>	

<b>CONTENTS</b>	<b>PAGE NO.</b>
Notice	3-13
Directors' Report including Corporate Governance Report and Secretarial Audit Report	14-42
Independent Auditors' Report	43-49
Balance Sheet	50
Statement of Profit & Loss	51
Cash Flow Statement	52-53
Notes Forming Part of Financial Statement	54-83

***Important Communication to Members***

*The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Compliances and has issued circulars stating that service of notice/ documents including Annual Report can be sent by email to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses. In respect of electronic holding with the Depository through concerned Depository Participant.*



## NOTICE

**NOTICE** is hereby given that the **40<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **DENIS CHEM LAB LIMITED** will be held on Tuesday, the 28<sup>th</sup> September, 2021 at 12:00 noon IST through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of Rs. 0.75 per Equity Share as recommended by the Board of Directors for the financial year ended on 31<sup>st</sup> March, 2021.
3. To appoint a Director in place of Mr. Dinesh B. Patel (DIN – 00171089), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re appointment.

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad (Firm Registration No. 000025), appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2020-21, be paid a remuneration of Rs.1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus taxes as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations”), other applicable provisions if any, of the Companies Act, 2013 and rules made there under including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard, the consent of the members of the Company be and is hereby accorded for continuation of directorship of Mr. Dinesh B. Patel (DIN: 00171089) as the Non-Executive Director of the Company, who has attained age of 75 years and is aged 87 years at present, from the conclusion of this AGM till as long as he continues in the office of the Director of the Company on the existing terms and conditions, subject to the provisions, rules and regulations of Companies Act 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities, as may be applicable, and as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary incidental or ancillary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.”

### Registered Office :

Block No. 457, Village: Chhatral,  
Tal: Kalol (N.G.),  
Dist: Gandhinagar - 382 729  
Date : 26<sup>th</sup> July, 2021

By Order of the Board,

**Anal R. Desai**  
Company Secretary

## DENIS CHEM LAB LIMITED

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### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the 40<sup>th</sup> Annual General Meeting (AGM) will be held on Tuesday, 28<sup>th</sup> September, 2021 at 12.00 noon IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, MCA General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, MCA General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020 and MCA General Circular No. 02/2021 dated 13<sup>th</sup> January 2021 and also SEBI circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 40<sup>th</sup> AGM shall be the Registered Office of the Company.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and since this AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the 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, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on email [Id-denischem401@gmail.com](mailto:Id-denischem401@gmail.com), a certified copy of the Board Resolution/authorization letter authorising their representative to attend and vote on their behalf at AGM through E-voting.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/ HO/CFD/ CMD1/ CIR/ P/ 2020/ 79 dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at [www.denischemlab.com](http://www.denischemlab.com), website of stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing remote e-voting facility) at [www.evotingindia.com](http://www.evotingindia.com). **Annual Report will not be sent in physical form.**
6. Members of the Company holding shares, either in physical form or in Dematerialised form, as on 6<sup>th</sup> August, 2021 will receive Annual Report for the financial year 2020-21 through electronic mode only.
7. The Register of Members and Share Transfer Books will remain closed from **22<sup>nd</sup> September, 2021 to 28<sup>th</sup> September, 2021** (both days inclusive) for the purpose of the above referred 40<sup>th</sup> Annual General Meeting and to determine Members eligible for payment of Final Dividend of Rs. 0.75 per Equity Share i.e. (7.5%) on the Equity Shares of Rs. 10/- each (face value) for the year ended 31<sup>st</sup> March, 2021, if declared at the said Annual General Meeting.
8. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address:

Link Intime India Pvt. Ltd., 506-508, Amarnath Business Centre-1(ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006  
Email id: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)



## ANNUAL REPORT 2020-21

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9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized.
12. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
13. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF. Please note that pursuant to provisions of Section 124, 125 of the Companies Act, 2013 all unclaimed/unpaid dividends up to 2012-13 have been transferred to the IEPF. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
15. As the AGM is to be held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of AGM through email on [denischem401@gmail.com](mailto:denischem401@gmail.com). The same will be replied / made available by the Company suitably.
16. The business set out in the Notice of AGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given at Note No. 21 of this Notice.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
19. 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. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice under Note No. 22.
20. **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**



## DENIS CHEM LAB LIMITED

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- a) For Physical & Demat shareholders- please provide necessary details like Folio No. / DP Id-Client Id, 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 our RTA, Link Intime India Private Limited on their Email id: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) ; [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
- b) The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

### 21. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

- a) 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 MCA Circulars 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 set out in the Notice to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21<sup>st</sup> September, 2021.
- c) Mr. Kashyap R. Mehta, Proprietor, M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the remote e-voting & e-voting process in a fair and transparent manner.
- d) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. BSE Limited.

#### **The instructions for members for remote e-voting are as under:**

1. The remote e-voting period begins on **at 9.00 a.m. on Saturday, the 25<sup>th</sup> September, 2021 and ends at 5:00 p.m. on Monday, the 27<sup>th</sup> September, 2021**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **21<sup>st</sup> September, 2021** may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



Pursuant to said SEBI Circular, **login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li></ol>
Individual Members holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Members (holding securities in demat mode) login through their <b>Depository Participants</b></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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

**f) Login method of e-Voting for Members other than individual Members & physical Members:**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholders" module.



3. Now, fill up the following details in the appropriate boxes:

User ID	a. For CDSL: 16 digits Beneficiary ID
	b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form should enter Folio Number registered with the Company

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- 4. Next enter the Image Verification as displayed and Click on Login.
- 5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / communicated by mail indicated in the PAN field.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for **DENIS CHEM LAB LIMITED**.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

## DENIS CHEM LAB LIMITED

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- m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) **Note for Non – Individual Members and Custodians:**
  - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the ‘Corporates’ module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address- [denischem401@gmail.com](mailto:denischem401@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **The instructions for members for e-voting during the AGM are as under:**

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) 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 available during the AGM.
- (iii) If any Votes are cast by the members/shareholders through the e-voting available during the AGM and if the same members/shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such members/shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (iv) Members/Shareholders 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. In case any Member who had voted through Remote E-voting, casts his vote again at the E- Voting provided during the AGM, then the Votes cast during the AGM through E-voting shall be considered as Invalid.



If you have any queries or issues regarding attending AGM & e-Voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL officials viz. Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

- a) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Members/Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Company's email id- [denischem401@gmail.com](mailto:denischem401@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [denischem401@gmail.com](mailto:denischem401@gmail.com). These queries will be replied by the Company suitably by email.
- f) Those members/shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- g) Members may attend the AGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting.
- h) Members who are desirous of attending the AGM through VC/OAVM and whose email IDs are not registered with the RTA of the Company/DP, may get their email IDs registered as per the instructions provided in point No. 20 of this Notice.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 40<sup>TH</sup> ANNUAL GENERAL MEETING DATED 26<sup>TH</sup> JULY, 2021.**

**In respect of Item No. 4:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, appointed M/s. Kiran J. Mehta & Co., Cost Accountants, as Cost Auditors for the financial year 2021-22.

As per Section 148 of Companies Act, 2013 and applicable rules there under, the remuneration payable to the cost auditors is to be ratified by the members of the Company.

The Board considers the remuneration payable to the cost auditors as fair and recommends the resolution contained in item no. 4 of the notice for approval of the members.

The Board recommends the resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company or any relatives of such Director or KMPs are in any way concerned or interested or deemed to be concern or interested, financially or otherwise, in the proposed resolution.

**In respect of Item No. 3 & 5:**

Pursuant to Regulation 17(1A) of SEBI (LODR) Regulations, 2015 made effective w.e.f. 1<sup>st</sup> April, 2019 as introduced by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed by the Company to that effect.

Mr. Dinesh B. Patel (DIN: 00171089) aged 87 years, was appointed as a Non-Executive Director of the Company w.e.f. 25<sup>th</sup> April, 2007 (reappointed time to time and lastly on Annual General Meeting held on 26<sup>th</sup> September, 2019). Mr. Dinesh B. Patel is Bachelor of Science (Chem.). He is an Industrialist with rich business experience in general of more than 60 years. He has vast experience of more than 6 decades in various fields including pharmaceutical industry.

Details of Mr. Dinesh B. Patel is provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

In the opinion of the Board, Mr. Dinesh B. Patel fulfils the conditions specified in the Act and rules made there under for his appointment/continuation as a Director of the Company.

The Board of Directors of the Company, considering the need for providing advice, guidance and mentorship to the Company's management, is of opinion that Mr. Dinesh B. Patel possesses relevant expertise and vast experience. His continued association as non-executive director will be beneficial and in the best interest of the Company.

In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for continuation of appointment of Mr. Dinesh B. Patel as Non-Executive Director of the Company from the conclusion of this AGM, on basis of his skills, extensive and enriched experience in diverse areas and suitability to the Company, the said Resolutions No. 3 & 5 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of Special Resolutions.

Mr. Dinesh B. Patel, Ms. Anar H. Patel and Mr. Himanshu C. Patel, are concerned or interested in the Resolution mentioned at Items No. 3 & 5 of the Notice. Other than these Directors, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos. 3 & 5 of the Notice.

**Registered Office :**

Block No. 457, Village: Chhatral,

Tal: Kalol (N.G.),

Dist: Gandhinagar - 382 729

Date : 26<sup>th</sup> July, 2021

**By Order of the Board,**

**Anal R. Desai**  
**Company Secretary**

**ANNUAL REPORT 2020-21****BRIEF PARTICULARS/PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 26(4) & 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI:**

<b>Name of Directors</b>	<b>Dinesh B. Patel</b>
Age (in years)	87
Date of Birth	04-07-1934
Date of Appointment	25-04-2007
Qualifications	B. Sc. (Chem.)
Experience / Expertise	Industrialist with rich business experience in general of more than 62 years
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per the resolution at item nos. 3 & 5 of the Notice convening this Annual General Meeting read with Explanatory Statement thereto
Remuneration last drawn by such person, if any.	Nil
Shareholding in the Company	62,656 Equity Shares
Relationship with other Directors, Manager and other KMP of the Company	Dinesh B. Patel, Anar H. Patel & Himanshu C. Patel are related to each other
Number of Meetings of the Board attended during the year	7
List of other Companies in which Directorships held	NIL
List of Private Limited Companies in which Directorships held	NIL
Chairman/Member of the Committees of Directors of other Companies	Nil
Justification for choosing the appointee for appointment as Independent Directors	N.A.

**Registered Office :**

Block No. 457, Village: Chhatral,  
Tal: Kalol (N.G.),  
Dist: Gandhinagar - 382 729  
Date : 26<sup>th</sup> July, 2021

**By Order of the Board,**

**Anal R. Desai**  
**Company Secretary**



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**DIRECTORS' REPORT**

Dear Members,

Your Directors are pleased to present the 40<sup>th</sup> ANNUAL REPORT together with the Audited Financial Statements for the Financial Year 2020-21 ended 31<sup>st</sup> March, 2021.

**1. FINANCIAL RESULTS :**

(Rs. in Lakh)

Particulars	2020-21	2019-20
Operating Profit (Before Interest & Depreciation)	<b>1059.93</b>	1528.28
Less : Interest/Finance Cost	<b>155.35</b>	289.18
Profit before Depreciation	<b>904.58</b>	1239.10
Less: Depreciation and amortization expenses	<b>595.86</b>	666.45
Profit before Tax	<b>308.72</b>	572.65
Less: Current Tax	<b>110.50</b>	122.00
Less / (Add): Deferred Tax Liability / (Asset)	<b>(34.32)</b>	28.83
Less: Short provision of earlier years	<b>6.10</b>	0.42
Profit after Tax	<b>226.44</b>	421.40

There are no material changes and commitment affecting the financial position of the Company which have occurred between 1<sup>st</sup> April, 2021 and date of this report.

**2. DIVIDEND:**

The Board of Directors is pleased to recommend for your approval a final dividend of Rs. 0.75 per equity share on the face value of Rs.10/- each for the year ended 31<sup>st</sup> March, 2021. The total final dividend amounts to Rs. 104.08 Lakhs. You are requested to approve the same. The final dividend, if declared, shall be payable subject to deduction of tax at source, as applicable.

**3. OPERATIONS:**

The revenue from operations i.e. transfusion solution in Bottles and Plastic Bottles stood at Rs. 109.32 Crores during the financial year 2020-21 under review compared to Rs. 136.14 Crores of previous year 2019-20. The Company's manufacturing license is valid till December 2022.

During the year under review, the export market was explored in more detail and I.V. products in plastic bottles were exported to new destinations. Further efforts are underway for increasing exports to various countries. The Company is also actively enhancing its product baskets in the Injectable space via 3<sup>rd</sup> Party Manufacturing so that the company's existing distribution infrastructure can be utilized more optimally.

**4. NEW PROJECTS:**

During FY 2021, the company initiated an expansion in 100 ML Eurohead "Aquapulse". The same was completed in June 2021, adding a capacity of 12,00,000 bottles per month.

Due to the continuous COVID Pandemic certain growth plans of the company were kept on hold. However once normalcy is restored the company intends to pursue its growth plans and also increase its focus on cost cutting measures.

**5. COVID-19 PANDEMIC:**

Due to outbreak of Covid-19 globally and in India, the Company's management has made initial assessment of likely adverse impact on business and financial risks on account of Covid-19. There is slow down in the business of the Company due to lockdown which had impact on operations. However, the management does not see any medium to long term risks in the Company's ability to continue as a going concern and meeting its liabilities and compliance with the debt covenants, applicable, if any.



## ANNUAL REPORT 2020-21

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### 6. LISTING:

The Equity Shares of the Company are listed on BSE Limited. The Company is regular in payment of Annual Listing Fees. The Company has paid Listing fees up to the year 2021-22.

### 7. SHARE CAPITAL:

The paid up Share Capital of the Company as on 31<sup>st</sup> March, 2021 was Rs. 1387.67 Lakhs. As on 31<sup>st</sup> March, 2021, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity and none of the Directors of the Company hold any convertible instruments.

### 8. RESERVES:

Your Company does not propose to transfer any amount to general reserve.

### 9. DIRECTORS:

9.1 The Shareholders at the 39<sup>th</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2020, have appointed Mr. Hemendrakumar C. Shah as Independent Director for a term of five consecutive years w.e.f. 24<sup>th</sup> February, 2020 to 23<sup>rd</sup> February, 2025.

9.2 The Shareholders at the 39<sup>th</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2020, have re-appointed Dr. Himanshu C. Patel as Managing Director of the Company for a period of three years w.e.f. 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2023.

9.3 Mr. Dinesh B. Patel retires by rotation in terms of the Articles of Association of the Company. However, being eligible offers himself for re-appointment.

9.4 The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (the Act) that they meet with the criteria of their independence laid down in Section 149(6) of the Act.

9.5 In terms of provisions of Section 150 of the Companies Act, 2013 read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Amendment Rules, 2019 the Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs, Manesar ('IICA').

9.6 Brief profile of the Directors being appointed /re-appointed as required under Regulations 36(3) of Listing Regulations, 2015 and Secretarial Standard on General Meetings are provided in the Notice for the forthcoming AGM of the Company.

9.7 The Board of Directors duly met 7 times during the financial year under review. The details of Board Meeting convened and held, are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and circulars and regulations issued under SEBI (LODR) Regulations, 2015 as amended from time to time.

9.8 Formal Annual Evaluation:

The Nomination and Remuneration Committee adopted a formal mechanism for evaluating the performance of the Board of Directors as well as that of its Committees and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc. The exercise was carried out through an evaluation process covering aspects such as composition of the Board, experience, competencies, governance issues etc.

9.9 DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 of the Companies Act, 2013, it is hereby confirmed:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March, 2021 being end of the financial year 2020-21 and of the profit of the Company for the year;

## DENIS CHEM LAB LIMITED

- (iii) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors had prepared the annual accounts on a going concern basis.
- (v) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 10. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

### 11. MANAGERIAL REMUNERATION:

Sr. No.	Name of the Director & Designation	Remuneration for the year 2020-21	% increase over last year	Parameters	Median of Employees Remuneration	Ratio	Commission received from Holding/ Subsidiary
1.	Dr. Himanshu C. Patel - Managing Director	84.97 lakh	-	Higher responsibility and time involvement due to current expansion & modernisation	2,73,060/-	29.83	N.A.

The Board of Directors has framed a Remuneration Policy that assures the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and Senior Management to enhance the quality required to run the Company successfully. All the Board Members and Senior Management personnel have affirmed time to time implementation of the said Remuneration policy.

The Nomination and Remuneration Policy are available on the Company's website [www.denischemlab.com](http://www.denischemlab.com)

### 12. KEY MANAGERIAL PERSONNEL:

#### % INCREASE IN REMUNERATION OF DIRECTORS AND KMP:

Sr. No.	Name of the Director & KMP	Designation	Percentage Increase (If any)
1.	Dr. Himanshu C. Patel	Managing Director	-
2.	Mr. Nirmal Patel	CEO	-
3.	Mr. Vikram Joshi	CFO	-
4.	Ms. Anal R. Desai	Company Secretary	-

### 13. PERSONNEL AND H. R. D.:

#### 13.1 INDUSTRIAL RELATIONS

The industrial relations continued to remain cordial and peaceful and your Company continued to give ever increasing importance to training at all levels and other aspects of H. R. D.

The number of Employees of the Company are 191. The relationship between average increase in remuneration and Company's performance is as per the appropriate performance benchmarks and reflects short and long term performance objectives appropriate to the working of the Company and its goals.



## ANNUAL REPORT 2020-21

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### 13.2 PARTICULARS OF EMPLOYEES:

There is no Employee drawing remuneration requiring disclosure under Rule 5(2) of Companies Appointment & Remuneration of Managerial personnel) Rules, 2014.

### 14. RELATED PARTY TRANSACTION AND DETAILS OF LOANS, GUARANTEES, INVESTMENT & SECURITIES PROVIDED:

Details of Related Party Transactions and Details of Loans, Guarantees and Investments covered under the provisions of Section 188 and 186 of the Companies Act, 2013 respectively are given in the notes to the Financial Statements attached to the Directors' Report.

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any transactions with related parties which could be considered as material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at [www.denischemlab.com](http://www.denischemlab.com)

### 15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of Companies (Accounts) Rules, 2014, relating to the conservation of Energy and Technology Absorption forms part of this report and is given by way of **Annexure- A**.

### 16. CORPORATE GOVERNANCE AND MDA:

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance, Management Discussion and Analysis (MDA) and a certificate regarding compliance with the conditions of Corporate Governance are appended to the Annual Report as **Annexure - B**.

### 17. SECRETARIAL AUDIT REPORT:

Your Company has obtained Secretarial Audit Report as required under Section 204(1) of the Companies Act, 2013 from M/s. Kashyap R. Mehta & Associates, Company Secretaries, Ahmedabad. The said Report is attached with this Report as **Annexure – D**. The remarks of Auditor are self explanatory.

### 18. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has constituted a Corporate Social Responsibility ("CSR") Committee in terms of the provisions of Section 135 of the Companies Act, 2013 consisting of three Directors viz. Mr. Gaurang Dalal (as Chairman), Ms. Anar H. Patel and Dr. Himanshu C. Patel, as members and has laid down a Corporate Social Responsibility Policy (CSR Policy). The CSR Policy is available on the Company's website at [www.denischemlab.com](http://www.denischemlab.com).

Some of the core areas identified by the Committee are Education, Health, Environment, women empowerment, Animal Welfare, Hunger etc. The Company spent Rs. 8.75 lakh towards CSR for the year 2020-21.

As per Rule 8(1) of Companies (Corporate Social Responsibility Policy) Rules, 2014 the Annual Report on CSR Activities has been attached herewith as **Annexure – E**.

### 19. ANNUAL RETURN:

The Annual Return as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company and can be accessed at [www.denischemlab.com](http://www.denischemlab.com).

### 20. AUDIT COMMITTEE/ NOMINATION AND REMUNERATION COMMITTEE/ STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The details of various committees and their functions are part of Corporate Governance Report.

**21. INSIDER TRADING POLICY:**

As required under the Insider Trading Policy Regulations of SEBI, your Directors have framed and approved Insider Trading Policy for the Company i.e. 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for Regulating Monitoring and Reporting of Trading by Designated Persons/Insiders'. The Policy is available on the company's website.

**22. AUDITORS:**

STATUTORY AUDITORS:

At the 36<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2017, M/s. H. K. Shah & Co., Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company to hold office for the period of 5 years i.e. for the financial years 2017-18 to 2021-22.

The remarks of Auditor are self explanatory and have been explained in Notes on Accounts.

COST AUDITORS:

As per the requirement of Central Government and pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company has been carrying out audit of cost records every year.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s. Kiran J. Mehta & Co., Cost Accountants, (Firm Registration Number 000025) as Cost Auditor to audit the cost accounts of the Company for the financial year 2021-22.

As required under the Companies Act, 2013, a resolution seeking Shareholders' approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting for their ratification.

**23. GENERAL:**

23.1. INSURANCE:

The movable and immovable properties of the Company including plant and Machinery and stocks wherever necessary and to the extent required have been adequately insured against the risks of fire, riot, strike, malicious damage etc. as per the consistent policy of the Company.

23.2 FIXED DEPOSITS:

The Company has not accepted any fixed deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

23.3 SUBSIDIARIES/ ASSOCIATES/ JVS:

The Company does not have any Subsidiaries/ Associates Companies / Joint Venture Company.

23.4 RISK MANAGEMENT POLICY:

The Company has a risk management policy, which from time to time, is reviewed by the Audit Committee of Directors as well as by the Board of Directors. The Policy is reviewed quarterly by assessing the threats and opportunities that will impact the objectives set for the Company as a whole. The Policy is designed to provide the categorization of risk into threat and its cause, impact, treatment and control measures. As part of the Risk Management policy, the relevant parameters for protection of environment, safety of operations and health of people at work and monitored regularly with reference to statutory regulations and guidelines defined by the Company.

23.5 CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct applicable to the Board of Directors and Senior Management. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct.



## ANNUAL REPORT 2020-21

### 23.6 SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There has been no significant and material order passed by any regulators or courts or tribunals, impacting the going concern status of the Company and its future operations.

### 23.7 ENVIRONMENT AND SAFETY:

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

### 23.8 DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy, in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company did not receive any complaint.

### 23.9 GRATUITY:

The Company has entered in to an agreement with Life Insurance Corporation of India for covering its Gratuity Liability and has thus provided for the same. A Gratuity Trust Fund has been created with Life Insurance Corporation of India.

### 23.10 INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Companies Act, 2013.

### 23.11 SECRETARIAL STANDARDS:

The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company.

## 24. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

## 25. DEMATERIALISATION OF EQUITY SHARES:

Shareholders have an option to dematerialise their shares with either of the depositories viz NSDL and CDSL. The ISIN No. allotted is INE051G01012.

## 26. FINANCE:

26.1 The Company's Income-tax Assessment has been completed up to the Assessment Year 2020-21 and Sales tax Assessment is completed up to the Financial Year 2017-18.

26.2 The Company is enjoying Working Capital facilities, Corporate Loan and Term Loan from Axis Bank Limited and Bank of India. The Company is generally regular in payment of interest and principal.

## 27. ACKNOWLEDGMENT:

Your Directors express their sincere thanks and appreciation to Promoters and Shareholders for their constant support and co operation. Your Directors also place on record their grateful appreciation and co operation received from Bankers, Financial Institutions, Government Agencies and employees of the Company.

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

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021

**Dinesh B. Patel**  
**Chairman**  
**DIN-00171089**

## FORM – A

## Disclosure of particulars with respect to Conservation of Energy

<b>(A)</b>	<b>CONSERVATION OF ENERGY:</b>		
	Steps taken or impact on conservation of energy	In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption.	
	Steps taken by the Company for utilising alternate sources of energy	-	
	Capital investment on energy conservation equipments	N.A.	
<b>(B)</b>	<b>TECHNOLOGY ABSORPTION:</b>		
	Efforts made in Research and Development and Technology Absorption as per Form B prescribed in the Rules is as under:		
	1.	Research & Development (R & D)	
	(a)	Specific areas in which R&D carried out by the Company.	: New product development and improvement in Quality.
	(b)	Benefits derived as a result of the above R&D	: Increase in the range of products in its volume of contribution in increased sales turnover.
	(c)	Future plan of action	: To maintain improved quality of products through quality control.
	(d)	Expenditure on R&D	: Marginal
2.	Technology absorption, adoption and innovation	: The Company does not envisage any technology absorption.	
<b>(C)</b>	<b>FOREIGN EXCHANGE EARNINGS &amp; OUTGO:</b>		
	<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>
	Total Foreign exchange earnings	Rs. 4,98,44,128/-	Rs. 3,36,03,890/-
	Total Foreign Exchange used	US\$ 55,420/-	US\$ 2,08,596.80 € 20,009.60

For and on behalf of the Board,

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021Dinesh B. Patel  
Chairman  
DIN-00171089

**REPORT ON CORPORATE GOVERNANCE****INTRODUCTION:**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The Directors, hereunder, present the Company's Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2021.

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability.

Effective Corporate Governance is the key element ensuring investor's protection; providing finest work environment leading to highest standards of management and maximization of everlasting long-term values. Your Company believes in the philosophy on practicing Code of Corporate Governance that provides a structure by which the rights and responsibility of different constituents such as the board, employees and shareholders are carved out.

A Report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (Listing Regulation) is given below:

**2. BOARD OF DIRECTORS:****a) Composition and Category of Directors as on 31<sup>st</sup> March, 2021:**

Name of Directors	Category of Directorship in the Company	No. of other Directorships@	No. of Committee position in other Companies**		No. of Board Meetings attended during 2020-21	Attendance at the AGM held on 28-09-2021 Yes(Y)/No(N)
			Member	Chairman		
Mr. Dinesh B. Patel	Non-Executive Chairman	-	-	-	7	Y
Dr. Himanshu C. Patel	Promoter – Executive	-	-	-	7	Y
Dr. Gaurang K. Dalal	Non-Executive Independent	2	2	1	7	Y
Ms. Anar H. Patel	Promoter - Non-Executive	-	-	-	7	Y
Dr. Gauri S. Trivedi	Non-Executive Independent	5	3	2	7	Y
Mr. Hemendra C. Shah	Non-Executive Independent	5	5	3	7	Y

@ Private Companies, foreign companies and companies under Section 8 of the Companies Act, 2013 are excluded

\*\* for the purpose of reckoning the limit of committees, only chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee has been considered.



**DENIS CHEM LAB LIMITED**

- b) Directorship in Listed Entities other than Denis Chem Lab Limited and the category of directorship as on 31<sup>st</sup> March, 2021, is as follows:

Name of Director	Name of listed Company	Category of Directorship
Mr. Dinesh B. Patel	-	-
Dr. Himanshu C. Patel	-	-
Dr. Gaurang K. Dalal	Sayaji Industries Limited	Independent Director
Ms. Anar H. Patel	-	-
Dr. Gauri S. Trivedi	Adani Power Limited The Sandesh Limited Adani Total Gas Limited	Independent Director Independent Director Independent Director
Mr. Hemendra C. Shah	Asian Granito India Limited Deep Energy Resources Limited Sakar Healthcare Limited Deep Industries Limited	Independent Director Independent Director Independent Director Independent Director

- c) Relationships between directors inter-se:

Dr. Himanshu C. Patel, Ms. Anar H. Patel and Mr. Dinesh B. Patel are related to each other.

- d) Board Procedures:

The Board of Directors meets once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors for a period from 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021 were held 7 times on 26<sup>th</sup> June, 2020, 25<sup>th</sup> July, 2020, 14<sup>th</sup> August, 2020, 20<sup>th</sup> August, 2020, 17<sup>th</sup> October, 2020, 12<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021.

- e) Shareholding of Non- Executive Directors as on 31<sup>st</sup> March, 2021:

Name of the Non- Executive Director	No. of Shares held	% of Shareholding
Ms. Anar H. Patel	30,11,420	21.70
Mr. Dinesh B. Patel	62,656	0.45
Dr. Gaurang Dalal	1,100	-
<b>Total</b>	<b>30,75,176</b>	<b>22.15</b>

No other Non-Executive Directors hold any Equity Share or convertible securities in the Company.

- f) Familiarisation Program for Independent Directors:

The details of the familiarization program are available on the Company's website – [www.denischemlab.com](http://www.denischemlab.com)

**g) Chart or Matrix setting out the skills/ expertise/ competence of the board of directors specifying the following:**

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

<b>Business Management &amp; Leadership</b>	Leadership experience including in areas of general management, business development, strategic planning and long-term growth.
<b>Industry Domain Knowledge</b>	Knowledge about products & business of the Company and understanding of business environment,
<b>Financial Expertise</b>	Financial and risk management, Internal control, Experience of financial reporting processes, capital allocation, resource utilization, Understanding of Financial policies and accounting statement and assessing economic conditions.
<b>Governance &amp; Compliance</b>	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

In the table below, the specific areas of focus or expertise of individual board members have been highlighted.

<b>Name of Director</b>	<b>Business Leadership</b>	<b>Industry Domain Knowledge</b>	<b>Financial Expertise</b>	<b>Governance &amp; Compliance</b>
Mr. Dinesh B. Patel	Y	Y	Y	Y
Dr. Himanshu C. Patel	Y	Y	Y	Y
Ms. Anar H. Patel	N	N	Y	Y
Dr. Gaurang K. Dalal	Y	Y	N	N
Dr. Gauri S. Trivedi	Y	N	Y	Y
Mr. Hemendra C. Shah	Y	Y	Y	Y

Note - Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

- h)** In accordance with para C of Schedule V of the Listing Regulations, the Board of Directors of the Company hereby confirms that the Independent Directors of the Company fulfill the conditions specified in the Regulations and are independent of the management.
- i)** None of the Independent Directors of the Company resigned during the financial year and hence no disclosure is required with respect to Clause 2(j) of para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**DENIS CHEM LAB LIMITED****3. AUDIT COMMITTEE:**

The Audit Committee consists of the following Directors as on date of the Report:

<b>Name of the Directors</b>	<b>Expertise</b>	<b>Terms of reference &amp; functions of the Committee</b>	<b>No. of Meetings Attended during 2020-21</b>
Dr. Gaurang K. Dalal, Chairman	All members are Non executive. Chairman is Independent Director and majority is independent. One member has thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Regulations prescribed by SEBI which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	4 of 4
Dr. Gauri S. Trivedi			4 of 4
Mr. Dinesh B. Patel			4 of 4

The Audit Committee met 4 times during the Financial Year 2020-21. The maximum gap between two meetings was not more than 120 days. The Committee met on 26<sup>th</sup> June, 2020; 20<sup>th</sup> August, 2020; 12<sup>th</sup> November, 2020 and 12<sup>th</sup> February, 2021. The necessary quorum was present for all Meetings. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company.

**4. NOMINATION & REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee consists of the following Directors as on the date of the Report.

<b>Name of the Directors</b>	<b>Functions of the Committee</b>	<b>No. of Meetings Attended during 2020-21</b>
Dr. Gaurang K. Dalal Chairman	All members are Non executive. The Committee is vested with the responsibilities to function as per SEBI Guidelines and recommends to the Board Compensation Package for the Managing Director. It also reviews from time to time the overall Compensation structure and related policies with a view to attract, motivate and retain employees.	During the year under review, meeting of Nomination & Remuneration Committee was held on 26 <sup>th</sup> June, 2020
Ms. Anar Patel		
Dr. Gauri S. Trivedi		

**Terms of reference and Nomination & Remuneration Policy:**

The Committee identifies and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

The Committee fixes remuneration of the Directors on the basis of their performance and also practice in the industry. The terms of reference of the Nomination & Remuneration Committee include review



and recommendation to the Board of Directors of the remuneration paid to the Directors. The Committee meets as and when required to consider remuneration of Directors.

**Performance Evaluation Criteria for Independent Directors:**

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

**5. REMUNERATION OF DIRECTORS:**

1. Dr. Himanshu C. Patel, Managing Director was paid Rs. 84.97 Lakh as managerial remuneration during the financial year 2020-21.
2. The Directors were paid total Rs. 0.43 Lakh as Sitting Fees during the financial year 2020-21.
3. No Commission or Stock Option has been offered to the Directors.
4. The terms of appointment of Managing Director / Whole-time Director are governed by the resolutions of the members and applicable rules of the Company. None of the Directors are entitled to severance fees.
5. Commission based on performance criteria, if any, as approved by the Board and subject to maximum limit specified in the Act.
6. The Nomination and Remuneration Policy of the Company is given in Directors' Report which specifies the criteria of making payments to Non Executive Directors.
7. Service contract and notice period are as per the terms and conditions mentioned in their Letter of Appointments.
8. There are no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Non-Executive Directors except those disclosed in the financial statements for the financial year ended on 31<sup>st</sup> March, 2021.

**6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Board has constituted a Stakeholders' Relationship Committee for the purpose of effective Redressal of the complaints and concerns of the shareholders and other stakeholders of the Company.

The Committee comprises the following Directors as members as on the date of the Report:

- |                          |          |
|--------------------------|----------|
| 1. Ms. Anar H. Patel     | Chairman |
| 2. Dr. Gaurang Dalal     | Member   |
| 3. Dr. Himanshu C. Patel | Member   |

The Company had received three complaints during the year which were resolved and there is no complaint pending as on date. There was no valid request for transfer of shares pending as on 31<sup>st</sup> March, 2021.

Ms. Anal R. Desai, Company Secretary is the Compliance Officer for the above purpose.

**7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

The Corporate Social Responsibility ("CSR") Committee in terms of the provisions of Section 135 of the Companies Act, 2013 consisting of following three Directors:

- |                          |          |
|--------------------------|----------|
| 1. Dr. Gaurang Dalal     | Chairman |
| 2. Ms. Anar H. Patel     | Member   |
| 3. Dr. Himanshu C. Patel | Member   |

## DENIS CHEM LAB LIMITED

### 8. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2017-18 (37 <sup>th</sup> AGM)	26-09-2018	10.00 a.m.	Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729 <b>Special Resolution:</b> 1. Authority to Board of Directors under Section 186 of the Companies Act, 2013.
2018-19 (38 <sup>th</sup> AGM)	26-09-2019	10:30 a.m.	Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729 <b>Special Resolution for:</b> 1. re-appointment of Mr. Dinesh B. Patel, liable to retire by rotation and being eligible, offers himself for re-appointment. 2. continuation of Mr. Dinesh B. Patel, Non-Executive Director who has attained the age of 75 years. 3. re-appointment of Dr. Gauri Trivedi as Independent Director of the Company for second term of 5 consecutive years. 4. re-appointment of Dr. Gaurang Dalal as Independent Director of the Company for second term of 5 consecutive years. 5. re-appointment of Mr. Janak Nanavati as Independent Director of the Company for second term of 5 consecutive years.
2019-20 (39 <sup>th</sup> AGM)	28 <sup>th</sup> September, 2020	11.00 a.m.	Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729 <b>Special Resolution:</b> 1. Appointment of Mr. Hemendrakumar C. Shah as Independent Director of the Company for a term of 5 consecutive years. 2. Re-Appointment of Mr. Himanshu C. Patel as Managing Director of the Company for a Period of 3 Years with effect from 1 <sup>st</sup> August, 2020 To 31 <sup>st</sup> July, 2023

Pursuant to the relevant provisions of the Companies Act, 2013, there was no matter required to be dealt by the Company to be passed through postal ballot during 2020-21.

### 9. MEANS OF COMMUNICATION:

In compliance with the requirements of SEBI (LODR) Regulations, the Company regularly intimates Unaudited / Audited Financial Results to the Stock Exchanges immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati). Results are also displayed on Company's website [www.denischemlab.com](http://www.denischemlab.com).

The reports, statements, documents, filings and any other information are electronically submitted to the recognized stock exchanges, unless there are any technical difficulties while filing the same. All important information and official press releases are displayed on the website for the benefit of the public at large.

During the year ended on 31<sup>st</sup> March, 2021, no presentations were made to Institutional Investors or analyst or any other enterprise.



**ANNUAL REPORT 2020-21**

**10. GENERAL SHAREHOLDERS' INFORMATION:**

a)	Registered Office	:	Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729	
b)	Annual General Meeting	:	Day : Monday	
		:	Date : 28 <sup>th</sup> September, 2021	
		:	Time : 12:00 noon	
		:	Venue: Through Video Conferencing (VC) / Other Audio Visual Means (OAVM) pursuant to MCA / SEBI Circulars.*  *For more details please refer to the Notice to the AGM	
c)	Financial Year	:	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022	
d)	Financial Calendar	:		
	1 <sup>st</sup> Quarter Results	:	Mid - August, 2021.	
	Half-yearly Results	:	Mid - November, 2021.	
	3 <sup>rd</sup> Quarter Results	:	Mid - February, 2022.	
	Audited yearly Results	:	End May, 2022.	
e)	Book Closure Dates	:	<b>From</b> : Wednesday, the 22 <sup>nd</sup> September, 2021	
		:	<b>To</b> : Tuesday, the 28 <sup>th</sup> September, 2021 (Both days inclusive).	
f)	Dividend Payment Date	:	The final dividend for the financial year 2020-21, if declared at the 40 <sup>th</sup> Annual General Meeting, will be made paid on or after 28 <sup>th</sup> September, 2021 within the statutory time limit.	
g)	Listing of Shares on Stock Exchanges	:	<p><b>BSE Limited</b> P. J. Towers, Dalal Street, Mumbai – 400001.</p> <p>The Company has paid the annual listing fees for the financial year 2021-22 to the Stock Exchange viz. BSE Limited, where the equity shares of the Company are listed.</p>	
h)	Stock Exchange Code	:	<b>Stock Exchange</b>	<b>Code</b>
			BSE	537536
i)	<p>Registrar and Share Transfer Agents :</p> <p>Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:</p> <p>Link Intime India Pvt. Ltd. 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad - 380006 Email id: ahmedabad@linkintime.co.in</p>			

**DENIS CHEM LAB LIMITED**

## j) Share Transfer System:

Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, SEBI has amended Regulation 40 of the Listing regulations effective from 1st April 2019, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in Demat form. However, the transfer deed(s) lodged prior to the 1st April, 2019 deadline and returned due to deficiency in the document, may be re-lodged for transfer even after the deadline of 1st April 2019 with the Registrar and Share transfer Agents of the Company. Hence, Shareholders are advised to get their shares dematerialized.

In case of Shares in electronic form, the transfers are processed by NSDL/ CDSL through the respective Depository Participants.

## k) Stock Price Data :

The shares of the Company were traded on the BSE Limited. The information on stock price data, BSE Sensex details are as under:

Month	BSE			BSE Sensex
	High (`)	Low (`)	Shares Traded (No.)	
April, 2020	39.40	27.00	25,163	33,717.62
May, 2020	36.40	30.15	28,417	32,424.10
June, 2020	46.80	31.50	62,499	34,915.80
July, 2020	39.40	31.15	71,163	37,606.89
August, 2020	59.35	37.05	1,46,677	38,628.29
September, 2020	47.00	35.60	35,503	38,067.93
October, 2020	55.80	36.90	1,81,854	39,614.07
November, 2020	50.80	39.00	67,901	44,149.72
December, 2020	49.25	40.05	90,728	47,751.33
January, 2021	47.90	36.05	1,01,606	46,285.77
February, 2021	42.00	34.95	1,08,811	49,099.99
March, 2021	41.75	35.35	1,14,196	49,509.15

## l) Distribution of Shareholding as on 31st March, 2021:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	2050	72.92	3,09,966	2.23
501 to 1000	302	10.74	2,34,390	1.69
1001 to 2000	214	7.61	3,12,992	2.25
2001 to 3000	80	2.85	2,00,068	1.44
3001 to 4000	44	1.56	1,55,098	1.12
4001 to 5000	23	0.82	1,05,014	0.76
5001 to 10000	61	2.17	4,21,364	3.04
10001 & Above	37	1.32	1,21,37,776	87.47
<b>Grand Total</b>	<b>2811</b>	<b>100.00</b>	<b>1,38,76,668</b>	<b>100.00</b>



## ANNUAL REPORT 2020-21

- m) Category of Shareholders as on 31st March, 2021:

Category	No. of Shares held	% of Shareholding
Promoters (Directors & Relatives)	54,09,237	38.98
Financial Institutions/ Banks	—	—
Mutual Fund	—	—
Domestic Companies	16,76,117	12.08
Indian Public	38,31,043	27.60
NRI & CM	82,497	0.60
Foreign Corporate	28,77,774	20.73
<b>Grand Total</b>	<b>1,38,76,668</b>	<b>100.00</b>

- n) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

The Company has not issued any GDRs/ADRs/ Warrants or any convertible Instruments during the year under review.

- o) Dematerialisation of Shares and liquidity :

The Company's Equity Shares are traded compulsorily in dematerialised form. Approximately 98% of the Equity Shares have been dematerialised. **ISIN number for dematerialisation of the Equity Shares of the Company is INE051G01012.**

- p) Commodity Price Risks and Commodity Hedging Activities:

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking Inventory management and proactive vendor development practices.

- q) Plant Location:

Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729.

- r) Address for Correspondence:

For any assistance regarding correspondence, dematerialisation of shares, share transfers, transactions, change of address, non receipt of dividend or any other query relating to shares, Shareholders' correspondence should be addressed to the Company's Registrar and Share Transfer Agent at:

Link Intime India Pvt. Ltd.

5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),

Beside Gala Business Centre,

Nr. St. Xavier's College Corner,

Off C. G. Road, Navrangpura, Ahmedabad -380 006

Tele. No. : (079) 2646 5179 e-mail address: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

Compliance Officer : Ms. Anal R. Desai, Company Secretary

- s) CREDIT RATINGS:

The company has been rated as BBB- by M/s CRISIL vide their letter dated March 06 2019.



**11. MANAGEMENT DISCUSSION AND ANALYSIS:**

**a. Industry Structure and Developments:**

The Indian Pharmaceutical Industry is 3rd Largest in volume and 13th Largest in terms of value in the world. The industry recorded decent growth in FY 21. However, the recent COVID 19 pandemic has cast a shadow on the near term prospects of large segments of the Indian Pharmaceutical Industry due to certain changes in Consumer Behaviors. However, the foundation of the industry continues to remain strong and will be aided by growth in healthcare budgets across the board.

**b. Opportunities and Threats:**

Our Competitive Strengths:-Diverse Product Portfolio -Wide sales, marketing and distribution network -Wide range of fill volumes -Experienced management team and well qualified senior executives -Adoption of superior technology for manufacturing sterile injectables -Our contract manufacturing and institutional sales business stabilizes our revenue stream -Targeting new domestic and export markets -Wide range of Sterile Injectable Products. The recent growth of Pan India hospital chains presents a significant opportunity for us to cater to their infusion requirements via our 'Aquapulse' brand.

The prices of our pharmaceutical products are or may be restricted by the price controls imposed by government and healthcare providers in several countries including India. In India, prices of certain pharmaceutical products are determined by the Drug Prices Control Order ("DPCO"), promulgated by the Indian government and administered by the National Pharmaceutical Pricing Authority ("NPPA"). If the price of one or more products are administered or determined by the DPCO/NPPA, it may have a material adverse impact on our profitability in case we are not able to control costs.

Enhanced regulations relating to Pollution Control, Drug Manufacturing etc may place additional cost burden on the company.

As explained earlier, the recent COVID 19 Pandemic has led to closures of hospitals and decrease in case loads in both Government and Private Hospitals. Although we believe the trend will not continue into the long term, in the short run it may create threats or opportunities for our company.

**c. Segment wise Performance:**

The Company is operating in single segment. Hence, there is no need of reporting segment wise performance.

**d. Recent Trend and Future Outlook:**

India is now among the top 5 pharmaceutical emerging markets. There will be new drug launches, new drug filings and Phase II clinic trials throughout the year. On back of increasing sales of generic medicines, continued growth in chronic therapies and a greater penetration in rural markets, the domestic pharmaceutical market grew at 9-11% in FY 2021.

Due to the recent COVID Pandemic certain growth plans of the company were kept on hold. However once normalcy is restored the company intends to pursue its growth plans and also increase its focus on cost cutting measures.

**e. Risks and Concerns:**

We operate in a competitive sector. Our institutional customer base includes government, semi-government, hospitals & nursing homes, aided agencies and the defence sector which forms a part of our Company's income. Our Company procures orders from these institutions by tender process. We may face competition during this tender process. Enhanced regulations also may add to the compliance cost of the company.



**f. Internal Control Systems and their Adequacy:**

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

**g. Financial Performance with respect to Operational Performance:**

The financial performance of the Company for the year 2020-21 will be described in the Directors' Report.

**h. Material Developments in Human Resources and Industrial Relations Front:**

Your Company has undertaken certain employees' development initiatives, which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year. We are also concentrating on building up of our Human Resource Capital especially in our Sales Team by under taking various T & D activities. We are also creating adequate support systems at our HO which will provide requisite knowledge and data to our sales team. These activities will lead to a more informed and motivated sales team.

**i. Key Financial Ratios:**

Key Ratios	FY 2020-21	FY 2019-20	Change %	Explanation, if required
Debtors Turnover (Days)	113	95	18	-
Inventory Turnover (Days)	58	49	9	-
Interest Coverage Ratio	2.99	2.98	0.01	-
Current Ratio	2.01	1.46	0.55	-
Debt Equity Ratio (Long term)	0.05	0.06	0.01	-
Operating Profit Margin (%)	22.45	25.57	3.12	-
Net Profit Margin (%)	2.21	3.17	0.96	-
Return on Network	3.93	7.30	3.37	Decline of Net Sales

**j. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

**12. DISCLOSURES:**

- a. The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b. There has neither been any non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.

## DENIS CHEM LAB LIMITED

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- c. The Company has implemented Vigil Mechanism and Whistle Blower Policy and it is hereby affirmed that no personnel have been denied access to the Audit Committee.
- d. The Company is in compliance with all mandatory requirements under Listing Regulations. Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time to time.
- e. The policy on related party transactions is disclosed on the Company's website viz. [www.denischemlab.com](http://www.denischemlab.com)
- f. Disclosure of Accounting Treatment :
- Your Company has followed all relevant Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015.
- g. The Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement (QIP) during the financial year and hence no disclosure is required with respect to Clause 10(h) of Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- h. A Certificate from M/s. Kashyap R. Mehta & Associates, Practicing Company Secretaries to the effect that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been attached as Annexure –C.
- i. During the financial year, the Board of Directors of the Company has not rejected any recommendation of any committee of the Board which was mandatorily required under the Companies Act, 2013 or the Listing Regulations.
- j. The details of total fees for all services paid by the Company to the statutory auditor of the Company viz. H.K. Shah & Co. and all entities in the network firm/network entity of which the statutory auditor is a part are as follows:

Type of fee	2020-21	2019-20
Audit Fees (Rs.)	3,54,000	3,54,000

- k. disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of complaints
1	Complaints filed during the financial year	Nil
2	Complaints disposed of during the financial year	Nil
3	Complaints pending as at the end of the financial year	Nil

### 13. DETAILS OF NON COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENT:

There was no non-compliance during the year and no penalties were imposed or strictures passed on the Company by the Stock Exchanges, SEBI or any other statutory authority.



**14. NON-MANDATORY REQUIREMENTS OF REGULATION 27 (1) & PART E OF SCHEDULE II OF THE LISTING REGULATIONS:**

- i. The Company has a Non – Executive Chairman.
  - ii. The quarterly / half yearly results are not sent to the shareholders. However, the same are published in the newspapers and also posted on the Company’s website.
  - iii. The Company’s financial statements for the financial year 2020–21 do not contain any audit qualification.
  - iv. The internal auditors report to the Audit Committee.
15. The Company is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Regulations.

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

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021

**Dinesh B. Patel**  
**Chairman**

DIN: 00171089

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**DECLARATION**

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31st March, 2021.

**For Denis Chem Lab Limited**

**Himanshu C. Patel**  
**Managing Director**

**Nirmal H. Patel**  
**CEO**

**Vikram Joshi**  
**CFO**

**CERTIFICATE ON CORPORATE GOVERNANCE**

**To  
The Members of  
Denis Chem Lab Limited.**

We have examined the compliance of conditions of Corporate Governance by Denis Chem Lab Limited (the Company), for the financial year ended on 31st March, 2021 as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance as stipulated in Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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

**For KASHYAP R. MEHTA & ASSOCIATES**  
COMPANY SECRETARIES  
FRN: S2011GJ166500

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021

**KASHYAP R. MEHTA**  
PROPRIETOR  
C.O.P.-2052 FCS-1821 PR-583/2019  
UDIN: F001821C000686329

**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 Disclosures Requirements) Regulations, 2015)****To,****The Members of****Denis Chem Lab Limited**

Block 457, Village: Chhatral

Tal: Kalol,

District: Gandhinagar – 382 729

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Denis Chem Lab Limited having CIN: L24230GJ1980PLC003843 and having registered office at Block 457, Village: Chhatral, Tal: Kalol, District: Gandhinagar – 382 729 (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 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, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	DIN	Date of appointment in the Company
1	Mr. Dinesh B. Patel	00171089	25-04-2007
2	Dr. Himanshu C. Patel	00087114	23-05-1981
3	Dr. Gaurang K. Dalal <sup>@</sup>	00040924	01-11-2007
4	Ms. Anar H. Patel	01335025	30-03-1998
5	Mr. Hemendra C. Shah <sup>#</sup>	00077654	24-02-2020
6	Dr. Gauri S. Trivedi <sup>@</sup>	06502788	27-01-2014

<sup>@</sup>re-appointed as Independent Directors of the Company for second consecutive term of 5 years from the conclusion of 38th Annual General Meeting held on 26th September, 2019.

<sup>#</sup>appointed as Independent Director of the Company for a consecutive term of 5 years from 24th February, 2020 to 23rd February, 2025

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

**For KASHYAP R. MEHTA & ASSOCIATES**  
COMPANY SECRETARIES  
FRN: S2011GJ166500

**KASHYAP R. MEHTA**  
PROPRIETOR

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021

C.O.P.-2052 FCS-1821 PR-583/2019  
UDIN: F001821C000686296

## FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2021

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

To,  
The Members,  
Denis Chem Lab Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Denis Chem Lab Limited** [CIN: L24230GJ1980PLC003843] ('hereinafter called the Company') having Registered Office at Block No. 457, Village: Chhatral, Tal: Kalol (N.G.) Dist: Gandhinagar – 382 729, Gujarat. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives **whether electronically or otherwise** 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 **31<sup>st</sup> March, 2021** 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 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (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, 2009
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Requirements, 2014 – Not applicable during the audit period
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – Not applicable during the audit period



## ANNUAL REPORT 2020-21

- (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 Issue and Share transfer agent during audit period
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable during the audit period
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not applicable during the audit period; and
- (vi) Various common laws applicable to the manufacturing and other activities of the Company such as Labour Laws, Pollution Control Laws, Land Laws, Patents Act, 1970, The Trade Marks Act, 1999 etc. and various Sectoral specific acts such as Pharmacy Act, 1948, Drugs and Cosmetics Act, 1940, Homoeopathy Central Council Act, 1973, Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954, Narcotic Drugs and Psychotropic Substances Act, 1985 for which we have relied on Certificates/ Reports/ Declarations/ Consents/ Confirmations obtained by the Company from the experts of the relevant field such as Advocate, Labour Law Consultants, Engineers, Occupier of the Factories, Registered Valuers, Chartered Engineers, Factory Manager, Chief Technology Officer of the Company, Local Authorities, Effluent Treatment Adviser etc. and have found that the Company is generally regular in complying with the provisions of various applicable Acts.

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Listing Agreement entered into by the Company with Stock Exchange viz. BSE Limited

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

The following are our observations during the Audit:

*The Company is in the process of transferring shares to IEPF in respect of unpaid dividend transferred to IEPF for the financial years 2009-10 & 2010-11 respectively .*

We further report that:

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.



## DENIS CHEM LAB LIMITED

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

We further report that during the year under review, the Members/Shareholders at the 39<sup>th</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2020:

1. have appointed Mr. Hemendrakumar C. Shah as Independent Director for a term of five consecutive years w.e.f. 24<sup>th</sup> February, 2020 to 23<sup>rd</sup> February, 2025.
2. have re-appointed Dr. Himanshu C. Patel as Managing Director of the Company for a period of three years w.e.f 1<sup>st</sup> August,2020 to 31<sup>st</sup> July, 2023.

**For KASHYAP R. MEHTA & ASSOCIATES**  
COMPANY SECRETARIES  
FRN: S2011GJ166500

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021

**KASHYAP R. MEHTA**  
PROPRIETOR  
C.O.P.-2052 FCS-1821 PR-583/2019  
UDIN: F001821C000686307

**Note:** This report is to be read with our letter of even date which is annexed as **Annexure 1** and forms an integral part of this report.

*Disclaimer: Due to restricted movement amid COVID-19 pandemic, we have conducted the assignment by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., and some of them received by way of electronic mode from the Company and could not be verified from the original records. The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations /guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2020-21. We are not commenting on the Statutory Compliances whose due dates are extended by Regulators from time to time due to COVID-19 or still there is time line to comply with such compliances.*



To,  
The Members,  
**Denis Chem Lab Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For KASHYAP R. MEHTA & ASSOCIATES**  
COMPANY SECRETARIES  
FRN: S2011GJ166500

**KASHYAP R. MEHTA**  
PROPRIETOR

Place : Ahmedabad  
Date : 26<sup>th</sup> July, 2021

C.O.P.-2052 FCS-1821 PR-583/2019  
UDIN: F001821C000686307

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**  
**CSR Report for the financial year ended March 31, 2021**  
**[Pursuant to Section 135 of the Companies Act, 2013]**

1	Brief outline of CSR Policy of the Company		The Company aims to demonstrate its social responsibility with special emphasis on improvement of health, education, environment sustainability and other spheres as decided by the Board.		
2	Composition of CSR Committee				
	<b>Sl. No.</b>	<b>Name of Director</b>	<b>Designation / Nature of Directorship</b>	<b>Number of meetings of CSR Committee held during the year</b>	<b>Number of meetings of CSR Committee attended during the year</b>
	1	Mr. Gaurang Dalal	Chairman, Independent Director	Two	Two
	2	Ms. Anar H. Patel	Member, Non Executive Director	Two	Two
	3	Dr. Himanshu C. Patel	Member, Managing Director	Two	Two
3	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.		CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <a href="http://www.denischemlab.com">www.denischemlab.com</a>		
4	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).		Not Applicable		
5	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any				
	<b>Sl. No.</b>	<b>Financial Year</b>	<b>Amount available for set-off from preceding financial years (in Rs)</b>	<b>Amount required to be set off for the financial year, if any (in Rs)</b>	
	Nil	Nil	Nil	Nil.	
6	Average net profit of the company as per section 135(5).		Rs. 427.76 Lakh		
7	(a) Two percent of average net profit of the company as per section 135(5)		Rs. 8.56 Lakh		
	(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.		Nil		
	(c) Amount required to be set off for the financial year, if any		Nil		
	(d) Total CSR obligation for the financial year (7a+7b-7c).		Rs. 8.56 Lakh		



**ANNUAL REPORT 2020-21**

8	(a) CSR amount spent or unspent for the financial year:										
	Total Amount Spent for The Financial Year (in Rs.)		Amount Unspent (in Rs.)								
			Total Amount Transferred to Unspent CSR Account as per Section 135(6).			Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).					
			Amount	Date of transfer	Name of the Fund	Amount	Date of transfer				
	Rs. 8.75 Lakh		N.A.	N.A.	N.A.	N.A.	N.A.				
	(b) Details of CSR amount spent against <b>ongoing projects</b> for the financial year:										
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
	Sr No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project.	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135 (6) (in Rs.)	Mode of Implementation Direct (Yes/ No)	Mode of Implementation Through Implementing Agency
				State	District					Name	CSR Registration number
	— NIL —.										
(c) Details of CSR amount spent against <b>other than ongoing projects</b> for the financial year:											
(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)			
Sr No	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for	Mode of Implementation Direct (Yes/ No)	Mode of Implementation Through Implementing Agency			
			State	District					Name	CSR Registration number	
1	Promoting health care	Healthcare	Yes	Gujarat	Ahmedabad	7.75 Lakh	No	Aadhar Foundation	*		
2	Promoting health care	Healthcare	Yes	Gujarat	Gandhinagar	1.00 Lakh	No	Kanoria Hospital and Research Centre (a unit of Kanoria Seva Kendra	*		
*The applicability of obtaining CSR registration number is effective from the FY 2021-22 as per Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 made effective from 22 <sup>nd</sup> January, 2021.											
(d) Amount spent in Administrative Overheads								Nil			
(e) Amount spent on Impact Assessment, if applicable								Not Applicable			
(f) Total amount spent for the Financial Year(8b+8c+8d+8e)								Rs.8.75 Lakh			

**DENIS CHEM LAB LIMITED**

	(g)	Excess amount for set off, if any							
	Sl. No.	Particular					Amount (in Rs.)		
	(i)	Two percent of average net profit of the company as per section 135(5)					8.56 Lakh		
	(ii)	Total amount spent for the Financial Year					8.75 Lakh		
	(iii)	Excess amount spent for the financial year [(ii)-(i)]					0.19 Lakh		
	(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any					Nil		
	(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]					0.19 Lakh.		
9	(a)	Details of Unspent CSR amount for the preceding three financial years:							
	Sl. No	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount Spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount Remaining to be spent in succeeding financial years	
					Name of the Fund	Amount	Date of transfer		
	1	2017-18	Nil	Nil	N.A.	Nil	N.A.	Nil	
	2	2018-19	Nil	Nil	N.A.	Nil	N.A.	Nil	
	3	2019-20	Nil	Nil	N.A.	Nil	N.A.	Nil	
		TOTAL	Nil	Nil	N.A.	Nil	N.A.	Nil .	
	(b)	Details of CSR amount spent in the financial year for <b>ongoing projects</b> of the preceding financial year(s):							
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
	Sr. No.	Project ID	Name of The Project	Financial Year in Which the project was Commenced	Project duration	Total amount allocated for the project	Amount spent on the project in the reporting Financial Year	Cumulative amount spent at the end of reportig Financial Year.	Status of the Project Completed/ Ongoing
					Nil				
	TOTAL				Nil .				
10	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).								
	(a)	Date of creation or acquisition of the capital asset(s).					None		
	(b)	Amount of CSR spent for creation or acquisition of capital asset.					Nil		
	(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.					Not applicable		
	(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).					Not applicable		
11	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).					Not applicable			

Place : Ahmedabad

Dr. Himanshu C. Patel,

Gaurang Dalal,

 Date : 26<sup>th</sup> July, 2021

Managing Director – Member of CSR Committee

Chairman CSR Committee



## INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
**DENIS CHEM LAB LIMITED**

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **DENIS CHEM LAB LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss (including other comprehensive Income), the statement of changes in equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements read together with significant accounting policies and accompanying notes thereon give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2021, and its Profit (including other comprehensive income), the changes in equity and its cash flow for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the entity in accordance with the Code of Ethics issued by ICAI together with the ethical requirement that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the rules thereunder and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report.

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

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

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

In connection with our audit of the standalone 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

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



## ANNUAL REPORT 2020-21

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

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by 'the Companies (Auditors' Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought & 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 appears from our examination of those books
  - c) The Balance sheet, statement of Profit & Loss (including other comprehensive income), the statement of Changes in equity and the Cash Flow Statement dealt with by this report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules 2016.
  - e) On the basis of the written representation received from the directors as on 31<sup>st</sup> March, 2021 taken on record by Board of Directors, none of the director is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of section 164(2) of the Companies Act, 2013.
  - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - 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, the managerial remuneration for the year ended March 31, 2021 has been paid/ provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
  - h) With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



## **DENIS CHEM LAB LIMITED**

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- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

**For H. K. Shah & Co.**  
Chartered Accountants  
FRN: 109583W

Place : Ahmedabad  
Date : June 07, 2021

**MALAV DESAI**  
**PARTNER**  
Membership Number: 135524  
UDIN 21135524AAAACX6856

### **“Annexure A” to the Independent Auditors’ Report of even date on the Standalone Financial Statements of DENIS CHEM LAB LIMITED,**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the standalone financial statements of the Company for the year ended March 31, 2021:

1. In respect of its fixed assets:
  - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) As explained to us, all the fixed assets have been physically verified by the management in a phased manner, which in our, opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical 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 included in fixed assets are held in the name of the Company.
2. Physical verification of inventory has been conducted by the management at reasonable intervals. The discrepancies noticed on such verification between the physical stocks and book records were not significant and the same have been properly dealt with in the books of account.
3. The company has not granted any loans, secured or unsecured to companies, Firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the company has not accepted any deposits, in terms of the directions issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rules, 2014 (as amended).
6. In respect of business activities of the Company, maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. We have



## ANNUAL REPORT 2020-21

broadly reviewed the cost records maintained by the Company and are of the opinion that prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made detailed examinations of the records with a view to determining whether they are accurate or complete.

7. a) As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, Goods and Service tax, cess and other material statutory dues applicable to it to the appropriate authorities.  
b) There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.  
c) According to the information and explanation given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, Goods & service tax and cess which have not been deposited on account of any dispute.
8. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government. The Company has not issued any debentures.
9. The company has not raised money by way of initial public offer or further public offer including debt instruments and term loans.
10. Based upon the audit procedures performed and information and explanations given by the management, we report that we have not come across any instances of fraud by the Company or any fraud on the Company by its officers or employees that have been noticed or reported during the year nor have we been informed of such a case by management.
11. According to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule-V to the Companies Act, 2013.
12. The Company is not a Nidhi Company. Therefore, the provision of clause 3(xii) of the Order is not applicable to the Company.
13. The Company has entered in to transactions with related parties in compliance with Sections 177 and 188 of the Companies Act 2013 where applicable, and the requisite details have been disclosed in the financial statements.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the company.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For H. K. Shah & Co.**  
Chartered Accountants  
Firm Regn. No. 109583W

Place : Ahmedabad  
Date : June 07, 2021

**MALAV DESAI**  
**PARTNER**  
Membership Number: 135524

## **DENIS CHEM LAB LIMITED**

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### **“Annexure B” to the Independent Auditors’ Report of even date on the Standalone Financial Statements of DENIS CHEM LAB LIMITED,**

Referred to in paragraph 2(f) under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the standalone financial statements of the Company for the year ended March 31, 2021.

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

We have audited the internal financial controls over financial reporting of **DENIS CHEM LAB LIMITED**, (“the Company”) as of March 31, 2021 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:**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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**

Our responsibility to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit or internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 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 auditors’ judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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



## ANNUAL REPORT 2020-21

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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 expenditure of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2021, 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 ICAI.

Place : Ahmedabad  
Date : June 07, 2021

**For H. K. Shah & Co.**  
Chartered Accountants  
Firm Regn. No. 109583W

**MALAV DESAI**  
**PARTNER**  
Membership Number: 135524

## DENIS CHEM LAB LIMITED

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2021

(Amount In Rs)

Particulars	Note No.	As at 31st March 2021	As at 31st March 2020
<b>A ASSETS</b>			
1) <b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	4	41,25,13,594	45,68,32,688
(b) Capital work-in-progress	4	7,54,855	-
(c) Intangible assets	5	14,30,021	15,70,596
(d) Financial Assets			
- Other Assets	6	1,58,76,226	1,19,97,725
(e) Non Current Tax Assets	19	12,20,917	12,20,917
(f) Deferred tax assets (Net)	19	-	-
(g) Other Non -Current assets	11	53,17,710	21,78,430
<b>TOTAL NON-CURRENT ASSETS</b>		<b>43,71,13,323</b>	<b>47,38,00,356</b>
2) <b>CURRENT ASSETS</b>			
(a) Inventories	7	9,10,64,623	8,53,37,968
(b) Financial Assets			
(i) Trade receivables	8	32,87,61,225	34,98,48,880
(ii) Cash and cash equivalents	9	1,56,97,082	23,84,781
(iii) Bank balances other than (ii) above	10	2,97,32,087	3,39,42,627
(iv) Other Assets	6	47,81,783	54,64,835
(c) Other current assets	11	1,32,13,458	2,33,91,524
(d) Current Tax Assets	19	22,72,746	-
<b>TOTAL CURRENT ASSETS</b>		<b>48,55,23,004</b>	<b>50,03,70,616</b>
<b>TOTAL ASSETS</b>		<b>92,26,36,327</b>	<b>97,41,70,972</b>
<b>B EQUITY AND LIABILITIES</b>			
1 <b>EQUITY</b>			
(a) Equity Share capital	12	13,87,66,680	13,87,66,680
(b) Other Equity	13	47,62,78,703	45,21,05,155
<b>TOTAL EQUITY</b>		<b>61,50,45,383</b>	<b>59,08,71,835</b>
<b>LIABILITIES</b>			
2 <b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	14	4,45,98,086	2,17,32,652
(b) Long-term Provisions	15	1,32,60,261	1,52,35,028
(c) Non Current Tax Liability (net)	19	-	-
(d) Deferred tax liabilities (Net)	19	83,15,624	27,07,949
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>6,61,73,971</b>	<b>3,96,75,629</b>
3 <b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	14	4,68,60,288	8,33,64,084
(ii) Trade payables	16		
Total outstanding dues of Micro Enterprise and Small Enterprises			
Total outstanding dues of Creditors other than Micro Enterprise and Small Enterprises		15,67,19,489	18,24,58,836
(iii) Other liabilities	17	2,40,75,166	6,04,43,903
(b) Other current liabilities	18	87,71,976	1,21,34,982
(c) Short-term Provisions	15	49,90,054	35,36,714
(d) Current Tax Liabilities (Net)	19	-	16,84,989
<b>TOTAL CURRENT LIABILITIES</b>		<b>24,14,16,973</b>	<b>34,36,23,508</b>
<b>TOTAL LIABILITIES</b>		<b>30,75,90,944</b>	<b>38,32,99,137</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>92,26,36,327</b>	<b>97,41,70,972</b>

See accompanying notes forming part of the financial statements (including significant accounting policies) (1 - 42)

As per our Report of even date

**For H. K. Shah & Co.**  
Chartered Accountants  
FRN: 109583W

**MALAV DESAI**  
Partner  
Membership Number: 135524  
Place : Ahmedabad  
Date : 7th June, 2021

**Mr. Vikram R. Joshi**  
Chief Financial Officer

**Mrs. Anal Desai**  
Company Secretary

For and on behalf of Board of Directors

**Mr. Dinesh B. Patel**      **Dr. Himanshu C. Patel**  
DIN : 00171089      DIN : 00087114  
Chairman      Managing Director

Directors

**Dr. Gaurang K. Dalal**      **Mrs. Anar H. Patel**  
DIN : 00040924      DIN : 01335025  
**Mr. Hemendrakumar C. Shah**      **Mrs. Gauri S. Trivedi**  
DIN : 0077654      DIN : 06502788



## ANNUAL REPORT 2020-21

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021

(Amount In Rs)

Particulars	Note No.	For the year ended 31st March 2021	For the year Ended 31st March 2020
<b>INCOME</b>			
Revenue from Operations	20	1,09,31,65,510	1,36,14,56,882
Other income	21	34,61,080	28,24,949
<b>TOTAL INCOME</b>		<b>1,09,66,26,589</b>	<b>1,36,42,81,831</b>
<b>EXPENSES</b>			
Cost of Materials Consumed	22	55,79,63,504	62,87,59,495
Changes in inventories of finished goods & work-in-progress	23	(36,25,139)	(1,31,04,027)
Employee Benefit Expenses	24	10,58,99,141	12,20,06,331
Finance Cost	25	1,55,34,905	2,89,18,239
Depreciation and amortization expenses	4&5	5,95,86,497	6,66,44,712
Other Expenses	26	33,03,95,269	47,37,91,754
<b>TOTAL EXPENSES</b>		<b>1,06,57,54,177</b>	<b>1,30,70,16,504</b>
<b>PROFIT BEFORE TAX</b>		<b>3,08,72,412</b>	<b>5,72,65,327</b>
<b>TAX EXPENSE:</b>	20		
(a) Current Tax		1,10,50,000	1,22,00,000
(b) Deferred Tax charge/(Credit)		(34,31,635)	28,82,923
(c) Short/(Excess) provision of earlier years		6,10,031	42,279
<b>PROFIT AFTER TAX</b>		<b>2,26,44,016</b>	<b>4,21,40,125</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
(a) Item that will be reclassified to Profit and Loss accounts			
Gain/(Loss) on remeasurement of defined benefit Plan		21,19,052	13,48,800
Income Tax effect on above		(5,89,520)	(3,75,236)
		<b>15,29,532</b>	<b>9,73,564</b>
(b) Item that will not be reclassified to Profit and Loss accounts		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME</b>		<b>15,29,532</b>	<b>9,73,564</b>
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>2,41,73,548</b>	<b>4,31,13,689</b>
<b>EARNING PER share</b> (Face value Rs.10/- each)	36		
(a) <b>Basic</b>		<b>1.63</b>	<b>3.03</b>
(b) <b>Diluted</b>		<b>1.63</b>	<b>3.03</b>
See accompanying notes forming part of the financial statements (including significant accounting policies) (1-42)			

As per our Report of even date  
**For H. K. Shah & Co.**  
Chartered Accountants  
FRN: 109583W

**MALAV DESAI**  
Partner  
Membership Number: 135524  
Place : Ahmedabad  
Date : 7<sup>th</sup> June, 2021

**Mr. Vikram R. Joshi**  
Chief Financial Officer

**Mrs. Anal Desai**  
Company Secretary

For and on behalf of Board of Directors

**Mr. Dinesh B. Patel**  
DIN : 00171089  
Chairman

**Dr. Himanshu C. Patel**  
DIN : 00087114  
Managing Director

**Directors**

**Dr. Gaurang K. Dalal**  
DIN : 00040924

**Mrs. Anar H. Patel**  
DIN : 01335025

**Mr. Hemendrakumar C. Shah**  
DIN : 0077654

**Mrs. Gauri S. Trivedi**  
DIN : 06502788

STATEMENT OF CASH FLOW FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2021

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>(A) Cash flow from operating activities</b>		
Profit before tax	3,08,72,412	5,72,65,327
<b>Adjustment for:</b>		
Finance Costs	1,55,34,905	2,89,18,239
Depreciation and amortisation	5,95,86,497	6,66,44,712
Interest received	(18,06,514)	(21,58,413)
Reversal of Provision for Expected Credit Loss (ECL)	(15,81,680)	-
Unrealised foreign exchange fluctuation (gain)/loss	2,28,118	(2,03,924)
Operating Profit / (Loss) before working capital changes	<u>10,28,33,737</u>	<u>15,04,65,941</u>
Changes in working capital:		
(Increase)/Decrease in Inventories	(57,26,655)	(11,14,040)
(Increase)/Decrease in Trade Receivables	2,28,97,450	98,76,728
(Increase)/Decrease in Other Financial Assets	(31,95,449)	(48,38,550)
(Increase)/Decrease in Other Assets	1,01,78,066	83,94,666
Increase/(Decrease) in Trade Payables	(2,57,39,347)	1,15,81,089
Increase/(Decrease) in Provisions	(5,21,427)	26,95,401
Increase / (Decrease) in Other Current Liabilities	(33,63,006)	(3,74,90,963)
Increase / (Decrease) in Other Liabilities	(1,04,72,347)	1,17,18,374
Cash generated / (used in) from operations	<u>8,68,91,024</u>	<u>15,12,88,646</u>
Less : Tax Paid (Net of refunds, if any)	(72,15,914)	(1,75,41,963)
<b>Net Cash generated from operating activities (A)</b>	<u><u>7,96,75,109</u></u>	<u><u>13,37,46,683</u></u>
<b>(B) Cash flow from investing activities</b>		
Capital expenditure on Property, Plant and Equipment, Intangible assets, Capital Work in progress	(1,83,58,681)	(2,18,54,706)
Insurance claim received for fixed assets	10,48,474	-
Interest received	18,06,514	21,58,413
Bank deposits / margin money withdrawn / (placed) (net)	42,10,540	(1,52,840)
<b>Net Cash used in investing activities (B)</b>	<u><u>(1,12,93,153)</u></u>	<u><u>(1,98,49,133)</u></u>
<b>(C) Cash flow from financing activities</b>		
Dividend and dividend tax paid	-	(1,68,14,630)
Increase/(Decrease) in Short-term borrowings	(3,65,03,796)	(5,84,14,517)
Increase/(Decrease) in Long-term borrowings	(30,30,956)	(3,48,99,008)
Finance Costs Paid	(1,55,34,905)	(2,89,18,239)
<b>Net Cash generated from financing activities (C)</b>	<u><u>(5,50,69,657)</u></u>	<u><u>(13,90,46,394)</u></u>
<b>Net Increase / (Decrease) in cash and cash equivalents (A)+(B)+(C)</b>	1,33,12,300	(2,51,48,843)
<b>Cash and cash equivalents at the beginning of the year</b>	<b>23,84,781</b>	<b>2,75,33,624</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>1,56,97,081</b>	<b>23,84,781</b>

**ANNUAL REPORT 2020-21**

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>Notes to Cash flow Statement :</b>		
<b>Cash and cash equivalents as per above comprise of the following :</b>		
Cash and cash equivalents	1,56,97,082	23,84,781
<b>Balances as per statement of cash flows</b>	<b>1,56,97,082</b>	<b>23,84,781</b>

**Notes:**

- 1) The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Ind AS 7 'Cash Flow Statement'.
- 2) Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements.

**3) Cash and cash equivalents includes: (Amt in Rs.)**

Particulars	As at 31st March, 2021	As at 31st March, 2020
Cash on Hand	3,68,525	3,79,155
Balances with Banks	1,53,28,557	20,05,626
<b>Total</b>	<b>1,56,97,082</b>	<b>23,84,781</b>

- 4) The previous year's figures have been regrouped wherever necessary.

**See accompanying notes to the financial statements. (1-42)**

As per our Report of even date  
**For H. K. Shah & Co.**  
Chartered Accountants  
FRN: 109583W

**MALAV DESAI**  
Partner  
Membership Number: 135524  
Place : Ahmedabad  
Date : 7<sup>th</sup> June, 2021

**Mr. Vikram R. Joshi**  
Chief Financial Officer  
  
**Mrs. Anal Desai**  
Company Secretary

For and on behalf of Board of Directors

<b>Mr. Dinesh B. Patel</b> DIN : 00171089 Chairman	<b>Dr. Himanshu C. Patel</b> DIN : 00087114 Managing Director
<b>Directors</b>	
<b>Dr. Gaurang K. Dalal</b> DIN : 00040924	<b>Mrs. Anar H. Patel</b> DIN : 01335025
<b>Mr. Hemendrakumar C. Shah</b> DIN : 0077654	<b>Mrs. Gauri S. Trivedi</b> DIN : 06502788



**DENIS CHEM LAB LIMITED**

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2021**

**A. Equity share capital**

Particulars	Amount
Balance as at April 1, 2019	13,87,66,680
<b>Changes in Equity share capital</b>	<b>-</b>
<b>Balance as at March 31, 2020</b>	<b>13,87,66,680</b>
Balance as at April 1, 2020	13,87,66,680
<b>Changes in Equity share capital</b>	<b>-</b>
<b>Balance as at March 31, 2021</b>	<b>13,87,66,680</b>

**B. Other equity**

Particulars	Reserve and Surplus						Total
	Capital profit on forfeiture of equity shares	Cash subsidy	Security premium	General Reserve	Retained Earnings		
<b>Balance as at April 1, 2019</b>	14,500	11,83,950	31,70,77,061	36,92,456	10,38,38,128	42,58,06,097	
Profit for the year	-	-	-	-	4,21,40,125	4,21,40,125	
Dividend on equity shares	-	-	-	-	(1,38,76,668)	(1,38,76,668)	
Tax on Dividend	-	-	-	-	(29,37,962)	(29,37,962)	
Other Comprehensive Income (Net of Deferred Tax)	-	-	-	-	9,73,564	9,73,564	
<b>Balance as at March 31, 2020</b>	<b>14,500</b>	<b>11,83,950</b>	<b>31,70,77,061</b>	<b>36,92,456</b>	<b>13,01,37,187</b>	<b>45,21,05,155</b>	
<b>Balance as at April 1, 2020</b>	<b>14,500</b>	<b>11,83,950</b>	<b>31,70,77,061</b>	<b>36,92,456</b>	<b>13,01,37,187</b>	<b>45,21,05,155</b>	
Profit for the year	-	-	-	-	2,26,44,016	2,26,44,016	
Dividend on equity shares	-	-	-	-	-	-	
Tax on Dividend	-	-	-	-	-	-	
Other Comprehensive Income (Net of Deferred Tax)	-	-	-	-	15,29,532	15,29,532	
<b>Balance as at March 31, 2021</b>	<b>14,500</b>	<b>11,83,950</b>	<b>31,70,77,061</b>	<b>36,92,456</b>	<b>15,43,10,734</b>	<b>47,62,78,703</b>	

See accompanying Notes to the financial statements (1-42)

As per our Report of even date

**For H. K. Shah & Co.**

Chartered Accountants

FRN: 109583W

**MALAV DESAI**

Partner

Membership Number: 135524

Place : Ahmedabad

Date : 7<sup>th</sup> June, 2021

**Mr. Vikram R. Joshi**

Chief Financial Officer

**Mrs. Anal Desai**

Company Secretary

For and on behalf of Board of Directors

**Mr. Dinesh B. Patel**

DIN : 00171089

Chairman

**Dr. Gaurang K. Dalal**

DIN : 00040924

**Mr. Hemendrakumar C. Shah**

DIN : 0077654

**Dr. Himanshu C. Patel**

DIN : 00087114

Managing Director

**Directors**

**Mrs. Anar H. Patel**

DIN : 01335025

**Mrs. Gauri S. Trivedi**

DIN : 06502788



## ANNUAL REPORT 2020-21

### Notes Forming Part of the Financial Statements

#### Note 1 : Corporate Information

The standalone financial statements comprise of financial statements of Denis Chem Lab Limited (the "Company") for the year ended March 31, 2021. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729. The company is engaged in the business of manufacturing of Pharmaceuticals Transfusion Solution in Bottles.

The standalone financial statements were authorised for issue in accordance with a resolution of the board of directors on June 07, 2021.

#### Note 2 : Basis of preparation

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

Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended March 31, 2021, the Statement of Cash Flows for the year ended March 31, 2021 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'Separate Financial Statements' or 'financial statements').

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The standalone financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupees, except where otherwise indicated. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding off.

#### Note 3 : Significant accounting policies and key accounting estimates

##### (A) Significant accounting policies

###### 1 Current / non-current classification

The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is treated as current when it is:

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

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets/materials for processing and their realisation in cash and cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

## **2 Foreign currencies**

The Company's standalone financial statements are prepared in Indian Rupee which is the also the Company's functional currency.

### *Transactions and balances*

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction, i.e. spot rate.

Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

## **3 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved, wherever required, for valuation of significant assets, such as properties, unquoted financial assets and significant liabilities. Involvement of external valuers is decided upon by the Company after discussion with and approval by the Company's management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The



Company, after discussions with its external valuers, determines which valuation techniques and inputs to use for each case.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value measurement. Other fair value related disclosures are given in the relevant notes.

#### **4 Property, plant and equipment**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities).

Pre-operative expenditure comprising of revenue expenses incurred in connection with project implementation during the period upto commencement of commercial production are treated as part of the project costs and are capitalized. Such expenses are capitalized only if the project to which they relate, involve substantial expansion of capacity or upgradation.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from its use. Difference between the sales proceeds and the carrying amount of the asset is recognized in statement of profit and loss.

Freehold land is carried at historical cost and not depreciated.

Depreciation on all fixed assets is provided on Written down Value Method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on Property, plant and equipment purchased/acquired during the year is provided on pro-rata basis according to the period each asset was put to use during the year. Similarly, depreciation on assets sold/discarded/demolished during the year is provided on pro-rata basis.

The Company assesses at each reporting date using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above.

The Company had elected to consider the carrying value of all its property, plant and equipment appearing in the financial statements prepared in accordance with Accounting Standard notified under the section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014.

Cost of Assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress. Advance given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as "Other Non-Current Assets".

#### **5 Borrowing costs**

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

#### **6 Intangible assets**

Intangible assets acquired separately are measured, on initial recognition, at cost. Following the initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful economic life of intangible assets is three years.

The amortisation expense on intangible assets is recognised in the statement of profit and loss.

Intangible assets are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit and loss in the period of derecognition.

The company has elected to measure all its intangible assets and investment property at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

## **7 Inventories**

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out (FIFO). Cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Obsolete, slow moving and defective inventories are identified and provided for.

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

## **8 Impairment of non-financial assets**

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

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

Impairment losses are recognised in the statement of profit and loss.

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

## **9 Revenue recognition**

Revenue from contracts is recognised on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or Services. Revenue from sale of products is recognised when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e. when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at



the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

#### ***Export Incentives***

Export benefits are accounted for in the year of the exports based on the eligibility and when there is no uncertainty in receiving the same.

#### ***Interest income***

For all financial assets measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

#### ***Dividends***

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

### **10 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, except investment in subsidiaries and associate, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### ***Subsequent measurement***

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

- a) Debt instruments at amortised cost;
  - b) Debt instruments at fair value through other comprehensive income (FVTOCI); and
  - c) Other financial instruments measured at fair value through profit and loss (FVTPL).
- a) Debt instruments at amortised cost

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

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or

premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

b) Debt instruments at fair value through other comprehensive income (FVTOCI)

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

- i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; and
- ii) The asset's contractual cash flows represent SPPI.

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

c) Other financial instruments measured at fair value through profit and loss (FVTPL).

Any financial asset that does not qualify for amortised cost measurement or measurement at FVTOCI must be measured subsequent to initial recognition at FVTPL.

***Derecognition***

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when the rights to receive cash flows from the asset have expired.

***Impairment of financial assets***

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

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance;
- b) Financial assets that are debt instruments and are measured as at FVTOCI;
- c) Lease receivables under Ind AS 17; and
- d) Financial guarantee contracts which are not measured as at FVTPL.

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

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

***Financial liabilities***

***Initial recognition and measurement***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or as those measured at amortised cost.

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



*Subsequent measurement*

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

a) Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

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

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

b) Financial liabilities at amortised cost

Financial liabilities at amortised cost include loans and borrowings and payables.

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

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

*Derecognition*

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

**11 Cash and cash equivalents**

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

**12 Taxes on Income**

Tax on Income comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

**Current tax**

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. 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.

**Deferred tax**

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the



carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax liability are generally recorded for all temporary timing differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilised. Deferred tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date.

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

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

### **13 Employee benefits**

#### **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 as an expense during the period when the employees render the services.

#### **Post- Employment Benefits**

##### **Defined Contribution Plans**

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related services. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

##### **Retirement benefits-gratuity**

The Company pays gratuity to the employees who have completed five years of service with the company at the time of resignation /superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the payment of Gratuity Act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

AS per IND AS 19, when a company pays insurance premiums to fund a post-employment benefit plan, the company shall treat such a plan as a defined contribution plan unless the company will have (either directly, or indirectly through the plan) a legal or constructive obligation either: (a) to pay the employee benefits directly when they fall due; or (b) to pay further amounts if the insurer does not pay all future employee benefits relating to employee service in the current and prior periods. If the company retains such a legal or constructive obligation, the company shall treat the plan as a defined benefit plan.

##### **Other Long Term Employment Benefits - leave encashment**

Provision in respect of accumulated leave encashment/compensated absences is made as per actuarial valuation report.



#### 14 Earnings Per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

#### 15 Dividend distribution

The Company recognises a liability to make cash distributions to equity holders, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

#### 16 Provisions & contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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

Contingent liability arises when the Company has:

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recorded in the financial statement but, rather, are disclosed in the note to the financial statements.

#### 17 Exceptional items

When items of income and expense within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

18 The Ministry of Corporate Affairs (MCA) notified new Accounting Standards or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2020.

#### (B) Key accounting estimates

##### 1 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 30 for further disclosures.

**2 Impairment of non-financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cashflow (DCF) model. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

**3 Taxes**

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has Rs. 1,33,24,619 as at March 31, 2021 (Rs.1,88,21,147 as at March 31, 2020) of tax credits carried forward. These credits can be utilised over the period of 15 years. The Company has taxable temporary difference and tax planning opportunities available that could support the recognition of these credits as deferred tax assets. On this basis, the Company has determined that it can recognise deferred tax assets on the tax credits carried forward. Refer to Note 19 for further details.

**4 Defined benefit plan**

The cost of the defined benefit plans and other post-employment benefits and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter that is subject to change the most is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation and extrapolated as needed along the yield curve to correspond with the expected term of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are after considering the expected future inflation rates for the country.

Refer note 27 for further details.

**5 Property, Plant and Equipment**

Refer to Note 3 (A) - 4 for the estimated useful life of Property, Plant and Equipment. The carrying values of Property, plant and equipment have been disclosed in Note 4.

**6 Intangible assets**

Refer to Note 3 (A) - 7 for the estimated useful life of Intangible assets. The carrying values of Intangible assets have been disclosed in Note 5.

**7 Allowance for doubtful trade receivables**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc. Individual trade receivables are written off when the management deems them not to be collectable.



## ANNUAL REPORT 2020-21

### NOTE 4: PROPERTY, PLANT AND EQUIPMENT

(Amount In Rs)

Particulars	Freehold land	Buildings	Plant and Equipment	Laboratory Equipment	Electrical Installation	Furniture and Fixtures	Vehicles	Other Equipments	Total
<b>Gross carrying amount (Cost or deemed cost)</b>									
As at April 1, 2019	10,39,292	19,75,31,405	66,93,93,550	1,18,47,541	2,23,62,109	53,16,898	56,72,626	8,28,191	91,39,91,612
Additions during the year	-	30,00,812	1,58,16,043	13,50,000	-	5,850	-	5,33,900	2,07,06,605
Deductions during the year	-	-	-	-	-	-	-	-	-
Capitalised from/reduction in CWIP	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>10,39,292</b>	<b>20,05,32,217</b>	<b>68,52,09,593</b>	<b>1,31,97,541</b>	<b>2,23,62,109</b>	<b>53,22,748</b>	<b>56,72,626</b>	<b>13,62,091</b>	<b>93,46,98,217</b>
As at April 1, 2020	10,39,292	20,05,32,217	68,52,09,593	1,31,97,541	2,23,62,109	53,22,748	56,72,626	13,62,091	93,46,98,217
Additions during the year	-	33,16,819	1,06,08,406	7,29,000	15,48,243	25,432	-	6,91,049	1,69,18,949
Deductions during the year	-	-	25,52,489	-	21,88,199	-	-	-	47,40,688
Capitalised from/reduction in CWIP	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2021</b>	<b>10,39,292</b>	<b>20,38,49,036</b>	<b>69,32,65,510</b>	<b>1,39,26,541</b>	<b>2,17,22,153</b>	<b>53,48,180</b>	<b>56,72,626</b>	<b>20,53,140</b>	<b>94,68,76,478</b>
<b>Accumulated depreciation</b>									
As at April 1, 2019	-	8,00,48,547	29,76,48,841	83,57,110	1,76,47,422	41,94,102	31,74,724	6,18,994	41,16,89,740
Depreciation for the year	-	1,01,32,868	5,27,82,388	9,95,870	11,96,715	2,69,391	6,41,046	1,57,511	6,61,75,789
Deductions during the year	-	-	-	-	-	-	-	-	-
<b>As at March 31, 2020</b>	<b>-</b>	<b>9,01,81,415</b>	<b>35,04,31,229</b>	<b>93,52,980</b>	<b>1,88,44,137</b>	<b>44,63,493</b>	<b>38,15,770</b>	<b>7,76,505</b>	<b>47,78,65,529</b>
As at April 1, 2020	-	9,01,81,415	35,04,31,229	93,52,980	1,88,44,137	44,63,493	38,15,770	7,76,505	47,78,65,529
Depreciation for the year	-	93,42,604	4,66,48,796	11,15,614	11,22,006	1,96,830	4,74,488	4,66,873	5,93,67,211
Deductions during the year	-	-	10,44,932	-	18,24,926	-	-	-	28,69,858
<b>As at March 31, 2021</b>	<b>-</b>	<b>9,95,24,019</b>	<b>39,60,35,093</b>	<b>1,04,68,594</b>	<b>1,81,41,217</b>	<b>46,60,323</b>	<b>42,90,258</b>	<b>12,43,378</b>	<b>53,43,62,882</b>
<b>Net Carrying Amount</b>									
<b>As at March 31, 2021</b>	<b>10,39,292</b>	<b>10,43,25,017</b>	<b>29,72,30,417</b>	<b>34,57,947</b>	<b>35,80,936</b>	<b>6,87,857</b>	<b>13,82,368</b>	<b>8,09,762</b>	<b>41,25,13,594</b>
<b>As at March 31, 2020</b>	<b>10,39,292</b>	<b>11,03,50,802</b>	<b>33,47,78,364</b>	<b>38,44,561</b>	<b>35,17,972</b>	<b>8,59,255</b>	<b>18,56,856</b>	<b>5,85,586</b>	<b>45,68,32,688</b>

**DENIS CHEM LAB LIMITED****NOTE 5: INTANGIBLE ASSETS****(Amount In Rs)****Particulars****Softwares****Gross carrying amount (Cost or deemed cost)**

As at April 1, 2019	47,74,191
Additions during the year	1,31,397
Deductions during the year	-

**As at March 31, 2020** **49,05,588**

As at April 1, 2020	49,05,588
Additions during the year	78,711
Deductions during the year	-

**As at March 31, 2021** **49,84,299****Accumulated amortisation**

As at April 1, 2019	28,66,069
Amortisation for the year	4,68,923
Deductions during the year	-

**As at March 31, 2020** **33,34,992**

As at April 1, 2020	33,34,992
Amortisation for the year	2,19,286
Deductions during the year	-

**As at March 31, 2021** **35,54,278****Net carrying amount as at March 31, 2021** **14,30,021****Net carrying amount as at March 31, 2020** **15,70,596**


**ANNUAL REPORT 2020-21**

(Amount In `)

Particulars	As at 31st March 2021	As at 31st March 2020
<b>NOTE - 6: OTHER ASSETS</b>		
(Unsecured, Considered Good, unless otherwise stated)		
<b>Non Current</b>		
Security and Other Deposits	1,58,76,226	1,19,97,725
	<u>1,58,76,226</u>	<u>1,19,97,725</u>
<b>Current</b>		
Interest Receivable	17,73,947	14,78,770
Tax/Duty Refund Receivable	14,69,880	24,13,210
Export Incentives Receivable	15,37,957	15,72,855
	<u>47,81,783</u>	<u>54,64,835</u>
<b>Total</b>	<u>2,06,58,009</u>	<u>1,74,62,560</u>
<b>NOTE - 7 : INVENTORIES</b>		
Raw Materials & Packing Materials	4,42,12,557	3,94,83,608
Finished Goods	3,82,93,447	3,99,02,829
Work-in-Progress	73,49,620	21,15,099
Fuel	1,96,000	3,25,076
Stores & Spares	10,12,999	35,11,356
<b>Total</b>	<u>9,10,64,623</u>	<u>8,53,37,968</u>
<b>NOTE- 8: TRADE RECEIVABLES</b>		
<b>(unsecured, considered good, unless otherwise stated)</b>		
Trade receivables considered good	32,87,61,225	34,98,48,880
Trade receivables-credit impaired	-	15,81,680
Less : Provision/(Reversal) of Expected Credit Loss	-	(15,81,680)
<b>Total</b>	<u>32,87,61,225</u>	<u>34,98,48,880</u>
<b>Summary of movement in allowance for Expected Credit Loss(ECL)</b>		
Particulars	As at 31st March 2021	As at 31st March 2020
<b>Balance at the Beginning of the year</b>	15,81,680	15,94,020
Movement during the year-Allowance for expected credit loss provided/ (written back)	(15,81,680)	(12,340)
<b>Balance at the end of the year</b>	<u>-</u>	<u>15,81,680</u>
<b>NOTE - 9 : CASH AND CASH EQUIVALENTS</b>		
Cash on Hand	3,68,525	3,79,155
Balances with Banks	1,53,28,557	20,05,626
<b>Total</b>	<u>1,56,97,082</u>	<u>23,84,781</u>
<b>NOTE - 10 : BANK BALANCES OTHER THAN DISCLOSED IN NOTE 9 ABOVE</b>		
Balance with banks in fixed Deposit accounts, having original maturity of more than 12 months	1,98,96,156	2,25,88,840
<b>Earmarked Balances with banks</b>		
Unpaid Dividend Accounts	1,84,029	1,62,860
Balances held as margin money or security against guarantees and other commitment	96,51,902	1,11,90,927
<b>Total</b>	<u>2,97,32,087</u>	<u>3,39,42,627</u>

**DENIS CHEM LAB LIMITED**

Particulars	(Amount In `)	
	As at 31st March 2021	As at 31st March 2020
<b>NOTE - 11 : OTHER NON CURRENT/CURRENT ASSETS</b>		
(Unsecured and Considered Good, unless otherwise stated)		
<b>Non Current</b>		
Capital Advances	53,17,710	21,78,430
	<b>53,17,710</b>	<b>21,78,430</b>
<b>Current</b>		
Advances recoverable in cash or in kind or for value to be received	52,04,852	1,60,46,834
Balance with government authorities	76,27,606	65,99,247
Employee Advances	3,81,000	7,45,443
	<b>1,32,13,458</b>	<b>2,33,91,524</b>
<b>Total</b>	<b>1,85,31,168</b>	<b>2,55,69,954</b>

**NOTE - 12 : EQUITY SHARE CAPITAL**

Particulars	As at 31st March 2021		As at 31st March 2020	
	Number of Shares	Amount In Rs.	Number of Shares	Amount In Rs.
<b>a) Authorised:</b>				
Equity Shares of Rs.10 each with voting rights	1,60,00,000	16,00,00,000	1,60,00,000	16,00,00,000
<b>(b) issued, subscribed &amp; paid-up:</b>				
Equity Shares of Rs.10 each with voting rights	1,38,76,668	13,87,66,680	1,38,76,668	13,87,66,680
<b>Total</b>		13,87,66,680		13,87,66,680

**The Details of Share Holders holding more than 5 % of the Paid Up Equity Share Capital of the Company with Voting Rights.**

Name of the share holder	As at 31st March 2021		As at 31st March 2020	
	No of Shares	%	No of Shares	%
Himanshu C. Patel	20,48,137	14.76	20,48,137	14.76
Anar H Patel	30,11,420	21.70	30,11,420	21.70
V-S Holding B.V.	28,77,774	20.74	28,77,774	20.74
Own Infracon Private Limited	15,95,477	11.50	15,95,477	11.50
Varun Daga	15,95,466	11.50	15,95,466	11.50

**c) The Reconciliation of the number of shares outstanding is set out below.**

Particular	No of Shares	
	As at 31st March 2021	As at 31st March 2020
Shares outstanding at the beginning of the year	13,87,66,680	13,87,66,680
Changes during the year	-	-
<b>Shares outstanding at the end of the year</b>	<b>13,87,66,680</b>	<b>13,87,66,680</b>

The company has issued only one class of shares referred to as equity shares having a par face value of Rs. 10/-. All equity shares carry one vote per share without restrictions and are entitled to dividend, as and when declared. All equity shares rank equally with regards to the company's residual assets.



## ANNUAL REPORT 2020-21

### NOTE - 13 : OTHER EQUITY

Refer to the statement of changes in equity for movement in Other equity.

#### Nature and purpose of reserves

##### **Capital profit on forfeiture of equity shares:**

The profit on forfeiture of equity shares for non payment of call money being capital in nature is shown as capital profit on forfeiture of equity shares.

##### **Cash subsidy:**

Subsidy received in cash from state government in accordance with its policy/resolution is shown as cash subsidy.

##### **General reserve**

General reserve is created from time to time by way of appropriation of profits from retained earnings. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

##### **Security premium**

The amount received in excess of face value of the equity shares, in relation to issuance of equity, is recognised in Securities Premium account.

##### **Retained earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to the shareholders.

Particulars	Refer footnote	(Amount In `)	
		As at 31st March 2021	As at 31st March 2020
<b>NOTE - 14 : BORROWINGS</b>			
<b>Non - Current</b>			
<b>Secured</b>			
Term loan from Banks	I & II	2,95,53,450	2,93,08,745
From Life Insurance Corporation of India	III	24,78,500	24,78,500
Amount due to banks under hire purchase agreement	IV	39,373	9,32,575
Less : Current Maturity (instalment due within next 12 months)		(43,05,556)	(3,02,01,946)
		<u>2,77,65,767</u>	<u>25,17,874</u>
<b>Unsecured</b>			
Deposits from Directors & promoter Group		72,82,319	1,10,53,778
Deposits from Stockists		95,50,000	81,61,000
		<u>1,68,32,319</u>	<u>1,92,14,778</u>
<b>Total Non Current Borrowings</b>		<b><u>4,45,98,086</u></b>	<b><u>2,17,32,652</u></b>
<b>Current</b>			
<b>Secured:</b>			
Working Capital Loan From Banks	V	4,68,60,288	8,33,64,084
<b>Total Current Borrowings</b>		<b><u>4,68,60,288</u></b>	<b><u>8,33,64,084</u></b>
<b>Total Borrowings</b>		<b><u>9,14,58,374</u></b>	<b><u>10,50,96,736</u></b>

- I. Working Capital Term Loan from Axis Bank Limited is secured against pari passu charge by way on mortgage on land and building situated at Village- Chhatral, Taluka : Kalol, Dist Gandhinagar, and fixed-assets of the company with other consortium bankers. Further it is also secured against pari pasu over entire current assets of company (present & future) and by personal guarantee of the Managaing Director and CEO of the company. The said loan is repayable in 48 monthly installments commencing from August, 2021. The said loan carries an interest rate of 8.25 %.



## DENIS CHEM LAB LIMITED

- II. Working Capital Term Loan from Bank of India is secured against pari passu charge by way on mortgage on company land and building situated at Village- Chhatral, Taluka : Kalol, Dist Gandhinagar, and fixed-assets of the company with other consortium bankers Further it is also secured against pari pasu over entire current assets of company (present & future) and by personal guarantee of the Managaing Director and CEO of the company The said loan is repayable in 36 monthly installments commencing from August, 2021. The said loan carries an interest rate of 7.50 %.
- III. Loan from Life Insurance Corporation of India is Secured against assignment of Keyman Insurance Policy .
- IV. Vehicle Loan from HDFC Bank Limited is secured against hypothecation of vehicles.
- V. Working Capital Loans from the Axis Bank and Bank of India are secured against paripassu charge on current assets (both present & future) and extension of paripassu charge by way of mortagage of company's land & Building situated at Village - Chhatral, Taluka : Kalol, Dist Gandhinagar. Further the same are having collateral securities by of paripassu over entrie moveable fixed- assets ( present & future) except sepeckily financed by other finance company and are also secured against personal guarantee of Managing Director and CEO of the company. Rate of Interest on the above loans is 9.70% p.a.

Particulars	(Amount In `)	
	As at 31st March 2021	As at 31st March 2020
<b>NOTE - 15 : PROVISIONS</b>		
<b>Long-term Provisions</b>		
Gratuity	1,08,39,448	1,27,06,927
Leave Encashment	24,20,813	25,28,101
<b>Short-term Provisions</b>	<b>1,32,60,261</b>	<b>1,52,35,028</b>
Gratuity	46,20,941	29,87,668
Leave Encashment	3,69,113	5,49,046
<b>Total</b>	<b><u>1,82,50,315</u></b>	<b><u>1,87,71,742</u></b>
<b>NOTE - 16 : TRADE PAYABLES</b>		
Total outstanding dues of Micro Enterprise and Small Enterprises (Refer Note-34)	-	-
Total outstanding dues of Creditors other than Micro Enterprise and Small Enterprises	15,67,19,489	18,24,58,836
<b>Total</b>	<b><u>15,67,19,489</u></b>	<b><u>18,24,58,836</u></b>
<b>NOTE - 17 OTHER LIABILITIES</b>		
Current Maturity of Long Term Borrowings#	43,05,556	3,02,01,946
Other liabilities	1,95,85,581	3,00,79,097
Unpaid Dividend*	1,84,029	1,62,860
<b>Total</b>	<b><u>2,40,75,166</u></b>	<b><u>6,04,43,903</u></b>
# Refer footnote below Note-14 on Borrowings for details of security		
* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.		
<b>NOTE - 18 : OTHER CURRENT LIABILITIES</b>		
Advances from Customers and Agents	74,53,597	73,71,815
Statutory remittances	13,18,379	47,63,167
<b>Total</b>	<b><u>87,71,976</u></b>	<b><u>1,21,34,982</u></b>



(Amount In `)

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>NOTE 19: INCOME TAXES</b>		
<b>1. Components of Income tax expenses</b>		
The major component of Income tax expenses for the year ended on March 31, 2021 and March 31, 2020 are as follows.		
Statement of Profit & Loss		
<b>Current Tax</b>		
(i) Current Income Tax	1,10,50,000	1,22,00,000
(ii) Adjustment of Tax relating to earlier periods	6,10,031	42,279
	<u>1,16,60,031</u>	<u>1,22,42,279</u>
<b>Deferred Tax</b>		
(i) Deferred Tax Charge/(Credit)	(34,31,635)	28,82,923
	<u>(34,31,635)</u>	<u>28,82,923</u>
<b>Income Tax Expenses as per statement of Profit &amp; Loss</b>	<u>82,28,396</u>	<u>1,51,25,202</u>
<b>2. Income tax recognised in other comprehensive income</b>		
<b>Deferred tax</b>		
Arising on income and expenses recognised in other comprehensive income:		
Remeasurement of defined benefit obligation	5,89,520	3,75,236
<b>Total income tax recognised in other comprehensive income</b>	<u>5,89,520</u>	<u>3,75,236</u>
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to Statement of Profit and Loss	<u>5,89,520</u>	<u>3,75,236</u>
<b>Income tax recognised in other comprehensive income</b>	<u>5,89,520</u>	<u>3,75,236</u>
<b>3. Reconciliation of effective tax</b>		
Profit Before Tax	3,08,72,412	5,72,65,327
Tax Liability @27.82% as per applicable rate of tax*	85,88,705	1,59,31,214
Adjustment for :		
MAT credit recognised/utilized	-	(1,02,178)
Tax impact on account of difference in depreciation as per books and under income Tax	25,27,365	3,09,681
Expenses not allowable under the income tax act	(2,22,161)	1,84,621
Tax impact on account of set off of carried forward losses	-	(43,71,314)
Others	1,56,091	2,47,976
Adjustment of Tax relating to earlier periods	6,10,031	42,279
Deferred tax (credit)/Charge recognised	(34,31,635)	28,82,923
<b>Tax Expenses/(Benefit)</b>	<u>82,28,396</u>	<u>1,51,25,202</u>

The Company's effective tax rate for financial year 2020-21 and 2019-20 comes to 26.65% and 26.41% respectively

**DENIS CHEM LAB LIMITED**
**4.(a) Movement in deferred tax assets and (liabilities) For the year ended on March 31st ,2020**

Particulars	(Amount In `)			
	As at April 1, 2019	Credit/(Charge) in the Statement of Profit & Loss	Credit/(Charge) in the Other Comprehensive Income	As at March 31, 2020
Deferred Tax Assets/(Liabilities)				
Accelerated Depreciation for Tax Purpose	(3,10,14,117)	3,09,681	-	(3,07,04,436)
Expenditure allowable on payment basis	51,25,874	13,00,134	(3,75,236)	60,50,772
Provision for doubtful debts	4,43,453	(19,246)	-	4,24,207
Unabsorbed depreciation	43,71,314	(43,71,314)	-	-
MAT Credit Entitlement	2,16,23,686	(1,02,178)	-	2,15,21,508
<b>Total</b>	<b>5,50,210</b>	<b>(28,82,923)</b>	<b>(3,75,236)</b>	<b>(27,07,949)</b>

**4.(b) Movement in deferred tax assets and (liabilities) For the year ended on March 31st ,2021**

Particulars	(Amount In `)				
	As at April 1, 2020	(Credit)/ Charge in the Statement of Profit & Loss	(Credit)/ Charge in the Other Compreh- ensive Income	Other (MAT Credit utilized)	As at March 31, 2021
Deferred Tax Assets/(Liabilities)					
Accelerated Depreciation for Tax Purpose	3,07,04,436	(27,56,145)	-	-	2,79,48,291
Expenditure allowable on payment basis	(60,50,772)	(8,46,796)	-	-	(68,97,568)
Provision for doubtful debts	(4,24,207)	4,24,207	-	-	-
Remeasurement of Defined Benefit Plan	-	-	5,89,520	-	5,89,520
MAT Credit Entitlement	(2,15,21,508)	(2,52,900)	-	(84,49,790)	(1,33,24,618)
<b>Total</b>	<b>27,07,949</b>	<b>(34,31,634)</b>	<b>5,89,520</b>	<b>(84,49,790)</b>	<b>83,15,625</b>

Particulars	(Amount In `)	
	As at March 31, 2021	As at March 31, 2020
<b>5. Current /Non-Current tax assets and liabilities</b>		
<b>Non-Current</b>		
Non-Current Tax Assets/(Liabilities) (net)	12,20,917	12,20,917
<b>Current</b>		
Current Tax Assets/(Liabilities)-(net)	22,72,746	-16,84,989

On September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, the Government of India inserted Section 115BAA in the Income Tax Act, 1961 which provides domestic companies a non-reversible option to Pay corporate tax at reduced rates effective April 01,2019 subject to certain conditions. The Company has made an assessment of the impact of the Taxation Laws (Amendment) Act,2019 and decided to continue with the existing tax structure until utilization of accumulated Minimum Alternate Tax (MAT) Credit.



**ANNUAL REPORT 2020-21**

(Amount In `)

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>NOTE - 20 : REVENUE FROM OPERATIONS</b>		
Sale of Transfusion Solution in Bottles	1,09,14,27,873	1,35,96,91,781
Export Incentives	17,37,636	17,65,101
<b>Total</b>	<b><u>1,09,31,65,510</u></b>	<b><u>1,36,14,56,882</u></b>
<b>NOTE - 21 : OTHER INCOME</b>		
Interest received	18,06,514	21,58,413
Sundry Balances written back (net)	72,886	4,50,270
Foreign Exchange Fluctuation (net)	-	2,03,926
Expected Credit Loss written back	15,81,680	12,340
<b>Total</b>	<b><u>34,61,080</u></b>	<b><u>28,24,949</u></b>
<b>NOTE - 22 : COST OF MATERIALS CONSUMED</b>		
Raw Materials and Packing Materials consumed	55,79,63,504	62,87,59,495
<b>Total</b>	<b><u>55,79,63,504</u></b>	<b><u>62,87,59,495</u></b>
<b>NOTE - 23 : CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS</b>		
<b>Opening Stocks:</b>		
Finished Goods	3,99,02,829	2,17,74,145
Work-in-Progress	21,15,099	71,39,756
Less :	<u>4,20,17,928</u>	<u>2,89,13,901</u>
<b>Closing Stocks :</b>		
Finished Goods	3,82,93,447	3,99,02,829
Work-in-Progress	73,49,620	21,15,099
	<u>4,56,43,067</u>	<u>4,20,17,928</u>
<b>Total</b>	<b><u>(36,25,139)</u></b>	<b><u>(1,31,04,027)</u></b>
<b>NOTE - 24 : EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages & Bonus	9,89,74,458	11,46,31,658
Contribution to provident & Other funds	58,71,526	63,65,779
Staff Welfare Expenses	10,53,157	10,08,894
<b>Total</b>	<b><u>10,58,99,141</u></b>	<b><u>12,20,06,331</u></b>
<b>NOTE - 25 : FINANCE COST</b>		
Interest on Term Loan	22,99,213	54,61,329
Interest on Working Capital Loans	75,38,396	1,48,85,787
Other Interest	21,73,671	39,88,483
Other Borrowing Costs	35,23,625	45,82,640
<b>Total</b>	<b><u>1,55,34,905</u></b>	<b><u>2,89,18,239</u></b>

**DENIS CHEM LAB LIMITED**

(Amount In `)

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>NOTE - 26 : OTHER EXPENSES</b>		
Rent	8,34,001	11,23,635
Power & Fuel	7,21,91,499	9,55,88,136
Stores & Spares consumed	84,79,604	1,11,00,710
Insurance	22,61,804	6,79,558
Laboratory Expenses	23,31,807	54,85,612
Repairs & Maintenance :		
Machinery	1,13,98,343	1,30,83,440
Building	5,22,077	21,69,228
Others	46,034	1,72,878
Freight Inward	1,04,50,643	1,33,92,357
Loading & Unloading Charges	4,95,72,144	6,64,89,641
Travelling & Conveyance	1,61,78,310	2,38,01,404
Audit fees	3,54,000	3,54,000
Legal and Professional Expenses	46,44,115	59,25,291
Freight Outward	8,80,05,940	13,39,29,369
Commission on sales	1,57,90,871	4,17,37,211
Advertisement and Sales promotion	21,56,085	35,35,815
Breakages & Damages	10,22,271	3,58,26,535
Discount and Rate Difference on sales	31,07,596	28,51,208
Goods & Service Tax expenses	22,87,879	39,10,796
Directors Sitting fees	75,970	64,660
Loss due to fire	17,50,491	-
Bad debts written off	2,99,18,383	59,89,042
Foreign Exchange Fluctuation (net)	2,28,118	-
Expenditure on Corporate Social Responsibility (CSR)	8,75,000	7,00,000
Donations	2,00,000	20,000
General Charges	57,12,285	58,61,229
<b>Total</b>	<b><u>33,03,95,269</u></b>	<b><u>47,37,91,754</u></b>

**NOTE 27: EMPLOYEE BENEFITS****A. Defined contribution plans:**

The Company deposits amount of contribution to Government under Provident Fund and other schemes operated by Government. Amount of Rs.36,27,653/- (P.Y. : Rs. 41,64,146/-) is recognised as expenses and included in note 24 "Employee benefit expense".

(Amount in `)

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
Contribution to Provident and other funds	36,27,653	41,64,146
<b>Total</b>	<b><u>36,27,653</u></b>	<b><u>41,64,146</u></b>

**B. Defined benefit plans (Gratuity):**

The Company has following post employment benefits which are in the nature of defined benefit plans:  
The Company operates gratuity plan wherein every employee is entitled to the benefit as per scheme of



## ANNUAL REPORT 2020-21

the Company, for each completed year of service. The benefit vests only after five years of continuous service, except in case of death/disability of employee during service. The vested benefit is payable on separation from the Company, on retirement, death or termination.

(Amount in `)

Particulars	For the year ended 31st March, 2021	For the year ended 31st March, 2020
<b>i. Expenses recognized in statement of profit and loss</b>		
Current service cost	12,15,345	13,19,099
Interest cost (net)	10,66,587	10,01,172
Past service cost	-	-
Expected return on plan assets	-	-
Net actuarial losses (gains)	-	-
Component of defined benefit costs recognised in Statement of Profit and Loss	22,81,932	23,20,271
Remeasurement of the net defined benefit liability:		
Actuarial losses/(gains)	(12,19,052)	(13,48,800)
Return on plan assets excluding interest income amounts	-	-
Component of defined benefit costs recognised in other comprehensive income	(12,19,052)	(13,48,800)
<b>ii. Reconciliation of Opening and Closing balances of changes in present value of the Defined Benefit Obligation</b>		
Opening defined benefit obligation as on April 1, 2020	1,56,85,098	1,47,23,124
Service cost	12,15,345	13,16,642
Interest cost	10,66,587	10,01,172
Past Service cost	-	-
Actuarial losses (gains)- Due to change in Financial Assumptions	-	-
Actuarial losses (gains)- Due to Experience	(21,19,052)	6,68,104
Benefits paid	(3,87,589)	(20,23,944)
Closing defined benefit obligation as at March 31, 2021	1,54,60,389	1,56,85,098
<b>iii. Reconciliation of Opening and Closing balances of changes in fair value of the assets</b>		
Opening fair value of plan assets as at April 1, 2020	-	-
Interest Income	-	-
Expected return on plan assets	-	-
Contributions by employer	-	-
Benefits paid	-	-
Closing balance of fair value of plan assets as at March 31, 2021	-	-
<b>iv. Net Liability recognized in the Balance Sheet as at March 31, 2021</b>		
Defined Benefit Obligation as at March 31, 2020	1,54,60,389	1,56,85,098
Fair Value of plan assets as at March 31, 2021	-	-
Present Value of unfunded obligation recognized as liability as at March 31, 2021	1,54,60,389	1,56,85,098
<b>v. Actuarial Assumptions</b>		
Discount rate	6.80%	6.80%
Expected Return on Plan Assets	6.80%	6.80%
Future salary increase	7.00%	7.00%
Attrition rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	5% at younger ages and reducing to 1% at older ages according to graduated scale
Mortality rate during employment	Indian assured lives Mortality (2006-08)	Indian assured lives Mortality (2006-08)

**DENIS CHEM LAB LIMITED****vi. Quantitative sensitivity analysis for significant assumption is as shown below:**

(Amount in ` )

Particulars	Sensitivity level	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Gratuity</b>			
Discount rate	1% increase	1,46,04,202	1,47,49,799
	1% decrease	1,64,38,112	1,67,73,576
<b>Salary increase</b>			
	1% increase	1,64,26,492	1,67,60,751
	1% decrease	1,45,98,148	1,47,43,117
<b>Withdrawal Rates</b>			
	1% increase	1,54,55,927	1,56,89,706
	1% decrease	1,54,65,115	1,56,99,787

**vii. The followings are the expected future benefit payments for the defined benefit plan:**

(Amount in ` )

Particulars	For the year ended on 31/03/2021	For the year Ended on 31/03/2020
<b>Gratuity</b>		
1st following year	46,20,941	29,87,668
2nd following year	4,19,331	18,58,537
3rd following year	17,84,918	12,47,527
4th following year	23,38,570	15,91,690
5th following year	9,62,238	21,50,534
Sum of years 6 to 10	1,19,38,198	1,04,71,754

**C. Other Long term employee benefit plans****Leave encashment**

The Company has also made provision in respect of Liability towards Leave Encashment Of Rs. 27,89,926/-(P.Y.: Rs. 30,77,147/-) as per actuarial valuation in respect of accumulated leave encashment/compensated absences.

**NOTE - 28 :Related Party Transactions as per Indian Accounting Standard 24:**

The disclosure in pursuance to Indian Accounting Standard 24 on "Related Party disclosures" is as under:

- i) Associate Company : Vadan Marketing Pvt Ltd (15.02.2021)
- ii) Key Management Personnel & their relatives : Dr. Himanshu C. Patel (Managing Director)  
Dr. Himanshu C. Patel (HUF)  
Mr. Nirmal H. Patel (Chief Executive Officer)  
Mr. Vikram R. Joshi (Chief Financial Officer)  
Mrs. Anal Desai (Company Secretary)
- iii) Directors : Mr. Dinesh B. Patel  
Dr. Gaurang K. Dalal  
Mrs. Anar H. Patel  
Dr. Gauri S. Trivedi  
Mr. Hemendra C. Shah (From 24.02.2020)

**ANNUAL REPORT 2020-21****Enterprise owned or significantly influenced by key management personnel or their relatives:**

a) Transactions with the Related Parties during the period :

(Amount in `)

Particulars	Related party referred to in i. above	Related party referred to in ii. above	Related party referred to in iii. above
Rent paid	-	-	4,80,000 (4,80,000)
Sitting Fees	-	-	43,540 (64,660)
Purchase/Job Work*	- (-)	1,38,73,490 (1,35,09,708)	- (-)
Reimbursement of Expenses	10,62,417 (2,200)	- (-)	- (-)
Remuneration paid	- (-)	1,36,31,757 (1,42,14,112)	- (-)
Loan/Deposit obtain during the year	- (-)	4,13,375 (25,22,817)	8,38,560 (48,36,420)
Loan/Deposit repaid during the year	- (-)	11,73,404 (17,62,788)	38,49,990 (28,25,000)
<b>Balance as at 31-03-2021</b>			
Outstanding payable	- (10,61,417)	3,60,916 (15,83,836 )	74,000 (72,000)
Unsecured deposit	- (-)	- (7,60,029)	72,82,319 (1,02,93,749)

Note:

- 1 The amount in bracket represents the figures in respect of previous years.
- 2 The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions.
- 3 The related party as well as transaction shown above is as certified by the Managing Director of the Company and accepted by auditors as such.

\*including Goods &amp; Service Tax



## DENIS CHEM LAB LIMITED

### Note 29 : Financial assets and liabilities

Financial assets by category

Particulars	(Amount In `)					
	As at March 31, 2021			As at March 31, 2020		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Investments in						
Trade receivables	-	-	32,87,61,225	-	-	34,98,48,880
Cash and Bank Balances	-	-	1,56,97,082	-	-	23,84,781
Other Bank balances	-	-	2,97,32,087	-	-	3,39,42,627
<b>Other financial assets</b>						
- Security deposits	-	-	1,58,76,226	-	-	1,19,97,725
- Other Receivable	-	-	15,37,957	-	-	15,72,855
- Interest Receivable	-	-	17,73,947	-	-	14,78,770
<b>Total Financial assets</b>			<b>39,33,78,523</b>	-	-	<b>40,12,25,638</b>
<b>Financial liabilities by category</b>						
Borrowings	-	-	9,14,58,374	-	-	10,50,96,736
Trade payables	-	-	15,67,19,489	-	-	18,24,58,836
<b>Other financial liabilities</b>						
- Current maturities of long-term borrowings	-	-	43,05,556	-	-	3,02,01,946
- Unpaid Dividend	-	-	1,84,029	-	-	1,62,860
- Other current financial liabilities	-	-	1,95,85,581	-	-	3,00,79,097
<b>Total Financial liabilities</b>			<b>27,22,53,029</b>	-	-	<b>34,79,99,475</b>

### Note 30 : Financial risk management

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The loans and borrowings are primarily taken to finance and support the Company's operations. The Company's principal financial assets include investments, loans, cash and cash equivalents, trade receivables and other financial assets.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in financial instruments for speculative purposes may be undertaken.

#### 1. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk or Net asset value("NAV") risk in case of investment in mutual funds. Financial instruments affected by market risk include investments, trade receivables, trade payables, loans and borrowings and deposits.

The sensitivity analysis in the following sections relate to the position as at March 31, 2021 and as at March 31, 2020.

The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2021 and as at March 31, 2020.

#### **Interest rate risk**

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



## ANNUAL REPORT 2020-21

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Amount In `)		
Particulars	Increase/(decrease) in basis points	Increase/(decrease) in profit before tax
<b>March 31, 2021</b>		
Rupee borrowings	+50	(3,82,266)
	-50	3,82,266
<b>March 31, 2020</b>		
Rupee borrowings	+50	(5,68,027)
	-50	5,68,027

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

### Foreign currency risk

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

Given below is the foreign currency exposure arising from the non derivative financial instruments:

(Amount In `)				
Particulars	Foreign Currency Amount		Reporting Currency Amount (`)	
	As at March 31, 2021	As at March 31, 2020	As at March 31, 2021	As at March 31, 2020
<b>Accounts Receivable</b>				
USD	8,174	11,476	5,84,175	8,64,343
<b>Accounts Payable</b>				
USD	35,144	33,602	25,64,900	25,30,914
<b>Advance from Customers</b>				
USD	27,399	-	19,63,873	-
Euro	-	22,894	-	18,99,743

### Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and EURO exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(Amount In `)				
Particulars	Change in USD	Effect on profit before tax	Change in EURO	Effect on profit before tax
<b>March 31, 2021</b>				
	+5%	2,55,647	+5%	-
	-5%	(2,55,647)	-5%	-
<b>March 31, 2020</b>				
	+5%	1,69,782	+5%	94,988
	-5%	(1,69,782)	-5%	(94,988)

## DENIS CHEM LAB LIMITED

### 2 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. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and foreign exchange transactions.

#### **Trade receivables**

Customer credit risk is managed by the Company's internal policies, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an credit rating scorecard and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit.

The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Trade receivables are non-interest bearing and are generally on 0 days to 60 days credit term. Credit limits are established for all customers based on internal rating criteria. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

#### **Cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties who meet the minimum threshold requirements under the counterparty risk assessment process. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the group adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk for the components of the Balance sheet as of March 31, 2021 and as at March 31, 2020 is the carrying amount as disclosed in Note 8 and 11 except for financial guarantees. The Company's maximum exposure for financial guarantee is given in Note 32.

### 3 Liquidity Risk

The Company monitors its risk of shortage of funds through using a liquidity planning process that encompasses an analysis of projected cash inflow and outflow.

The Company's objective is to maintain a balance between continuity of funding and flexibility largely through cashflow generation from its operating activities and the use of bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's financial liabilities (including future interest payable) based on contractual undiscounted payments.

Particulars	(Amount In `)			Total
	Less than 1 year	1 to 5 years	> 5 years	
<b>As at year ended March 31, 2021</b>				
Borrowings (including current maturities of long-term borrowings)	5,11,65,844	4,45,98,086	-	9,57,63,930
Trade & other payables	15,67,19,489	-	-	15,67,19,489
Other financial liabilities	1,97,69,610	-	-	1,97,69,610
<b>Total of Financial Liabilities</b>	<b>22,76,54,943</b>	<b>4,45,98,086</b>	<b>-</b>	<b>27,22,53,029</b>
<b>As at year ended March 31, 2020</b>				
Borrowings (including current maturities of long-term borrowings)	11,35,66,030	2,17,32,652	-	13,52,98,682
Trade & other payables	18,24,58,836	-	-	18,24,58,836
Other financial liabilities	3,02,41,957	-	-	3,02,41,957
<b>Total of Financial Liabilities</b>	<b>32,62,66,823</b>	<b>2,17,32,652</b>	<b>-</b>	<b>34,79,99,475</b>



## ANNUAL REPORT 2020-21

### Note 31 : Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder's value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes, within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

Particulars	(Amount In `)	
	As at March 31, 2021	As at March 31, 2020
Interest-bearing loans and borrowings (Note 14 & 17)	8,84,81,611	12,42,44,904
Less: cash and cash equivalent and other bank balances (Note 09 & 10)	4,54,29,169	3,63,27,408
<b>Net debt</b>	<b>4,30,52,442</b>	<b>8,79,17,496</b>
Equity share capital (Note 12)	13,87,66,680	13,87,66,680
Other equity (Note 13)	47,62,78,703	45,21,05,155
<b>Total capital</b>	<b>61,50,45,383</b>	<b>59,08,71,835</b>
<b>Capital and net debt</b>	<b>65,80,97,825</b>	<b>67,87,89,331</b>
<b>Gearing ratio (%)</b>	<b>6.54%</b>	<b>12.95%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended as at March 31, 2021 and March 31, 2020.

### NOTE 32 : CONTINGENT LIABILITIES

Particulars	(Amount In `)	
	As at March 31, 2021	As at March 31, 2020
(a) Guarantees given by the Bankers on behalf of the Company	5,90,21,028	5,05,47,138
(b) Letter of credit outstanding amount	1,92,26,280	1,59,68,940

Particulars	(Amount In `)	
	As at March 31, 2021	As at March 31, 2020

### NOTE 33 : COMMITMENTS AND OBLIGATIONS

Estimated amount of contracts remaining to be executed on capital account (Net of Advance paid)	2,59,93,453	32,64,634
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## DENIS CHEM LAB LIMITED

### NOTE 34 : DISCLOSURE OF MICRO, SMALL AND MEDIUM ENTERPRISES

No disclosure have been made under the Micro, Small and Medium Enterprises Development Act, 2006 in note 16, for the year 2020-21. The company has undertaken that it has made sufficient efforts to get the necessary information from the "suppliers" regarding their status under the Act. This has been relied upon by the Auditors.

### NOTE 35 : SEGMENT REPORTING

In the opinion of the management, there is only one reportable segment ("Manufacturing, and Sales of Transfusion Solution in Bottles) as envisaged by Indian Accounting Standard 108 "Segment Reporting". Further, from a geographical segment perspective, export sales constitute less than 10% of enterprise revenues. Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company.

### NOTE 36 : EARNING PER SHARE

Particulars	(Amount In `)	
	For the year ended on March 31, 2021	For the year Ended on March 31, 2020
<b>Basic and Diluted EPS</b>		
a) Computation of Profit (Numerator) Profit available to Equity Shareholders	2,26,44,016	4,21,40,125
b) Weighted Average Number of Shares (Denominator) Weighted average number of Equity Shares of Rs 10 each (PY Rs. 100 each) used for Calculation of basic and diluted Earning Per Share.	1,38,76,668	1,38,76,668
c) Basic and Diluted EPS (In Rupees)	1.63	3.03

### Note 37 : Expenditure for Corporate Social Responsibility activities

During the year ended March 31, 2021, the Company was required to spend amount of Rs.8,55,529/- (P.Y Rs. 6,63,265/-) towards Corporate Social Responsibility (CSR) under section 135 of the Companies Act, 2013 and Rules thereon by way of contribution to various Trusts/NGOs/Societies/Agencies. The particulars of expenditure incurred are as under.

Particulars	For the year ended on March 31, 2021	For the year Ended on March 31, 2020
Gross Amount required to be spent by the company	8,55,529	6,63,265
Amount Spent during the year on		
<b>Construction / Acquisition of any asset</b>	-	-
In Cash	-	-
Yet to be Paid	-	-
Total	-	-
<b>On purpose other than above</b>		
In Cash	8,75,000	7,00,000
Yet to be Paid	-	-
Total	<b>8,75,000</b>	<b>7,00,000</b>



## ANNUAL REPORT 2020-21

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### Note 38: Events after reporting period

The Board of Directors of the company has recommended a final dividend of Rs. 0.75 per equity share of face value of Rs. 10/- each, aggregating to Rs. 104.08 lakhs for the year ended March 31, 2021, subject to the approval of shareholders at the ensuing annual general meeting.

### Note 39: Covid-19

The company has taken into account the possible impacts of COVID 19 in preparation of financial statements, including but not limited to its assessment of liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and on costs. The company has been able to effectively manage the operations till now with appropriate safety precautions without any significant impact of COVID 19 on the business. The actual impact of the COVID 19 may be different, depending on how the situation evolves globally. The company will continue to closely monitor future economic conditions to ensure business continuity.

### Note 40: Code of social security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020 and has invited suggestions from the stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the said code become effective including related rules framed thereunder to determine the financial impact are published.

**Note 41:** Figures of the previous year has been regrouped/rearranged to confirm current year's presentation.

### Note-42

The Financial statements are approved for issue by the Audit Committee and Board of Directors at their respective meetings held on 7th June, 2021.

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As per our Report of even date

**For H. K. Shah & Co.**  
*Chartered Accountants*  
FRN: 109583W

**MALAV DESAI**  
Partner  
Membership Number: 135524

Place : Ahmedabad  
Date : 7<sup>th</sup> June, 2021

**Mr. Vikram R. Joshi**  
Chief Financial Officer

**Mrs. Anal Desai**  
Company Secretary

For and on behalf of Board of Directors

**Mr. Dinesh B. Patel**  
DIN : 00171089  
Chairman

**Dr. Himanshu C. Patel**  
DIN : 00087114  
Managing Director

**Directors**

**Dr. Gaurang K. Dalal**  
DIN : 00040924

**Mrs. Anar H. Patel**  
DIN : 01335025

**Mr. Hemendrakumar C. Shah**  
DIN : 0077654

**Mrs. Gauri S. Trivedi**  
DIN : 06502788

**E-COMMUNICATION REGISTRATION FORM**  
(Only for members holding shares in physical form)

Date:

**To,**  
**Link Intime India Private Limited,**  
506-508, Amarnath Business Centre-1 (ABC-1),  
Besides Gala Business Centre,  
Near St. Xavier's College Corner,  
Off C. G. Road, Ahmedabad 380 006

**UNIT – DENIS CHEM LAB LIMITED**

Dear Sir,

**Sub: Registration of E-mail ID for serving of Notices / Annual Reports through electronic mode by Company**

We hereby register our E-mail ID for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company.

<b>Folio No.:</b>	
<b>E-mail ID:</b>	
<b>Name of the First / Sole Shareholder:</b>	
<b>Signature:</b>	

Note: Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address.

Enclosures: Self attested copy of PAN and Address proof.



## DENIS CHEM LAB LIMITED

(MFG. of I.V. Fluids in Glass & P.P.Plastic Bottles)

### REGISTERED OFFICE & FACTORY :

Block No. 457, Village: Chhatral, Tal: Kalol (N.G.), Dist: Gandhinagar - 382 729

