

Excelling with  
**Passion**

Powering  
**Potential**

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<https://www.innovacaptab.com/annual-reports.php>



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## Investor Information

Market Cap as on 31 March 2025:	₹ 5,029 crores
CIN:	L24246MH2005PLC150371
BSE Code:	544067
NSE Symbol:	INNOVACAP
Annual General Meeting (AGM) Date:	31 July 2025
Annual General Meeting Mode:	Video Conferencing

**Disclaimer:** This document contains statements about expected future events and financials of Innova Captab Limited ('the Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



# Corporate Information

## Board of Directors

### Mr. Manoj Kumar Lohariwala

Chairman and Whole-Time Director

### Mr. Vinay Lohariwala

Managing Director

### Mr. Jayant Vasudeo Rao

Whole-Time Director

### Mr. Archit Aggarwal

Non-Executive Non-Independent Director

### Mr. Sudhir Kumar Bassi

Non-Executive Independent Director

### Ms. Priyanka Dixit Sibal

Non-Executive Independent Director

### Mr. Mahendar Korthiwada

Non-Executive Independent Director

### Mr. Shirish Gundopant

Belapure

Non-Executive Independent Director

## Key Managerial Personnel

### Mr. Lokesh Bhasin

Chief Financial Officer

### Mr. Mukeshkumar Siyaram Singh

Deputy Chief Financial Officer

### Ms. Neeharika Shukla

Company Secretary and Compliance Officer

## Statutory Auditors

### BSR & Co. LLP

Chartered Accountants

## List of Bankers

### State Bank of India

HDFC Bank

Yes Bank

## Registered Office

601, Proxima, Plot No 19,  
Sector 30 A, Vashi, Navi Mumbai,  
Thane - 400 705, Maharashtra, India

\*Registered Office shifted to  
Office no. 1513,  
Satra Plaza Premises Co-op. Soc. Ltd.

Plot no 19 & 20, Sector 19D,  
Palm Beach Road, Vashi,  
Navi Mumbai - 400 703,

Maharashtra, India

(\*w.e.f. 02 June 2025)

## RTA details

### KFin Technologies Limited

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Plot No - 31 and 32,  
Financial District Nanakramguda,  
Sirlingampally Rangareddi  
Hyderabad - 500 032,  
Telangana, India

Telephone: + 91 40 6716 2222

Email: innovacaptab.ipo@kfinotech.com

Investor grievance e-mail:

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Website: www.kfinotech.com

Contact Person: Mr. M. Murali Krishna

SEBI Registration No: INR000000221

# Excelling with Passion



# Powering Potential

**At Innova Captab Limited, passion is not a slogan but a constant, which is visible in how we operate, grow and deliver value. From manufacturing excellence to market expansion, what drives us is a deep commitment to doing things better, faster and more responsibly.**

We have built our business on clear fundamentals: operational discipline, product quality, customer trust and a strong belief in long-term value creation. What sets us apart is the intensity with which we pursue each of these. Whether it is securing and strengthening partnerships with our CDMO capabilities, scaling our branded generics business in India or advancing into regulated international markets, we bring focus and intent to everything we do.

This focus is now translating into stronger execution across the board. Our capabilities in formulation research and development, manufacturing and business development are expanding in step with demand. Strategic investments in infrastructure, including our greenfield facility in Kathua, Jammu

and the Sharon acquisition, are already accelerating our next phase of growth. At the same time, we continue to invest in our people and in technology to ensure our future is built on both resilience and relevance.

*Excelling with Passion, Powering Potential* captures the essence of this approach. It reflects our ability to combine ambition with accountability and scale with precision. It is about pushing the limits of what is possible, without losing sight of what is essential.

As we move forward, our priorities remain clear: deliver consistent performance, strengthen our global presence and keep innovating with purpose. We are building more than a Company. We are building an organization that is ready for what's next.



## FY 2025 Highlights

# Fueling Success. Upholding Quality.



## Message from the Chairman and Whole-Time Director

# Inspiring Change. Unlocking Potential.



**FY 2025 has been a year of meaningful strides, continuing to build on the solid foundation we have established over time, while discovering new opportunities for growth in every corner of our business.**

## Dear Shareholders,

It is with a heart full of pride and gratitude that I address you as Innova Captab Limited is nearing the completion of the second decade of operations. What started as a small idea has become a trusted name in the pharmaceutical world, built on a foundation of hard work, innovation and a commitment to long-term success. We are thankful for all who have helped us get here and we look forward to what's ahead.

FY2025 has been a year of meaningful strides, continuing to build on the solid foundation we have established over time, while discovering new opportunities for growth in every corner of our business. As the Indian pharmaceutical landscape keeps evolving, we stand ready to seize emerging opportunities, adjust to sectoral changes and lead the way forward with resilience and purpose.

## Macro View

India today stands as the world's third-largest pharmaceutical market by volume and is among the fastest-growing globally. This momentum is underpinned by structural tailwinds, including increasing disposable incomes, a growing middle class and a resilient economy expected to grow at a stable rate of 6-6.5% annually in the coming years. According to the Department of Pharmaceuticals, the industry delivered a robust performance in FY 2024, registering a turnover of ₹ 4,17,345 crores, with a five-year CAGR exceeding 10%.

Several enduring structural dynamics continue to underpin this sustained growth trajectory. Life expectancy has significantly risen from 63 years in 2000 to

an average of 72 years in 2023, contributing to a growing demand for the management of chronic and lifestyle-related conditions. At the same time, India remains one of the youngest populations globally, with a median age of just 28. However, rapid urbanization and changing lifestyles are contributing to a mounting burden of non-communicable diseases like diabetes, hypertension and obesity. These emerging health changes are, in turn, accelerating the demand for pharmaceutical and healthcare solutions. Moreover, with India's population expected to surpass 1.5 billion by 2030, the need for effective healthcare solutions will only escalate.

Simultaneously, the expansion of healthcare access is serving as a critical growth catalyst. As per NFHS-5 health insurance coverage has increased substantially from 28.7% in 2015-16 to nearly 41% in 2019-21, significantly improving access to medicine, especially in rural and semi-urban regions. Innovations in diagnostics, telemedicine and digital health technologies are transforming the healthcare delivery landscape, enhancing both reach and efficiency across diverse population segments.

On the global stage, India continues to hold an unassailable position in the generics segment. With a portfolio exceeding 60,000 generic brands across 60 therapeutic categories, the country contributes nearly 20% of global generic drug exports. Indian pharmaceutical products are widely recognized for their quality, reliability and cost-effectiveness attributes that are driving sustained demand in key regulated markets, including the U.S., European Union, United Kingdom and Canada.



**The Government's push for self-reliance under the Atmanirbhar Bharat initiative is further strengthening domestic manufacturing.**



The government's push for self-reliance under the Atmanirbhar Bharat initiative is further strengthening domestic manufacturing. Regulatory reforms, including the updated Schedule M are enhancing quality standards, aligning the nation's pharmaceutical output with international benchmarks.

With a projected CAGR of over 8% over the next five years, the outlook for the Indian pharmaceutical industry remains robust. These fundamentals position India to meet its growing domestic healthcare needs and strengthen its role as a reliable global partner in pharmaceutical supply.

At Innova, we view these evolving dynamics as powerful tailwinds that underpin our strategic direction and create avenues for long-term value creation.

## Innova Captab Limited: Business Areas

At Innova, our integrated business model remains key to our growth. With robust capabilities across the pharmaceutical value chain, we are in a strong position to capture emerging opportunities in both domestic and international markets.

Our CDMO division continues to be a major growth driver, helping leading pharmaceutical players in India through consistent, high-quality manufacturing solutions. We take pride in serving a diverse client base, including some of India's top pharmaceutical firms. This enduring trust highlights our strong reputation as a dependable partner within the healthcare sector.

Our domestic branded generics business is steadily growing, supported by a broad distribution network that ensures affordable, quality medicines reach millions across India. This presence not only expands our market reach but also helps us stay in tune with the evolving needs of both patients and healthcare providers.

Internationally, we are making significant strides into global markets. Alongside our established

presence in semi-regulated regions, we have also made important moves into regulated markets like the United Kingdom and Canada. This demonstrates our increasing global credibility and commitment to compliance.

Sharon has added significant value for us, expanding our manufacturing capabilities and adding new strengths in formulation and APIs. It has also helped us strengthen our presence in key international markets, aligning with our long-term growth objectives.

Together, these initiatives show our dedication to building a resilient, future-ready business that delivers lasting value to all our stakeholders.

### Strategic Vision and Forward Momentum

Our long-term vision is grounded in sustainable growth, focusing on scaling our manufacturing capabilities, expanding our product range and strengthening our innovation efforts. This year, we

**At Innova, our integrated business model remains key to our growth. With robust capabilities across the pharmaceutical value chain, we are in a strong position to capture emerging opportunities in both domestic and international markets.**

reached a significant milestone with the successful commercialization of our state-of-the-art greenfield facility in Kathua, Jammu. With four advanced manufacturing blocks, this plant marks our entry into new product categories and enhances our capabilities in high-demand dosage forms, including parenterals and resuples. This facility, with an investment of over ₹ 480 crores, plays a key role in our expansion strategy.

The Kathua, Jammu facility is a key addition to our capacity and benefits from the Central Government's New Central Sector Scheme (NCSS) for Industrial Development in Jammu & Kashmir, which provides GST-linked incentives and capital interest subvention. These benefits will be crucial for boosting profitability and ensuring long-term growth.

Aligned with our goal of long-term operational excellence, we are focused on optimizing the utilization of our manufacturing network. Our facilities in Baddi and Kathua, Jammu, along with the recently acquired Sharon units in Dehradun and Taloha, gives us a solid foundation to meet both domestic and global demand.

Our DSIR-approved R&D center in Baddi remains central to our efforts in developing advanced and differentiated formulations. We are also nearing completion on a new R&D center in Panchkula, Haryana, which will focus on both generic and complex-generic products, supporting our CDMO and international branded generics businesses.

These strategic moves highlight our commitment to investing in capability-building, deepening

scientific expertise and creating lasting value throughout the pharmaceutical value chain.

### Closing Statement

Driven by our strategic vision and renewed determination, we are confident that Innova will continue to lead within the Indian pharmaceutical sector while expanding its global reach. Our path forward is defined by sustainable, impactful growth.

A sincere thank you to our stakeholders, including employees, customers, suppliers, business partners and shareholders for your continued trust and encouragement. Your consistent support propels us forward. Together, we will navigate new opportunities and shape a resilient, successful future for Innova.

Warm regards,

**Manoj Kumar Lohariwala  
Chairman and Whole-Time Director**



# Driving Passion. Building Future.



**We delivered strong growth across all core business areas, strengthening our position in the market and building a firm base for future expansion.**

## Dear Shareholders,

FY 2025 has been a year of solid progress and focused execution for Innova. We delivered strong growth across all core business areas, strengthening our position in the market and building a firm base for future expansion. This performance reflects the strength of our business model and the consistent effort of our team in managing through a changing operating environment.

One of the most significant achievements during the year was the successful commercialization of our greenfield manufacturing facility in Kathua, Jammu. This advanced unit houses four dedicated blocks: Cephalosporin, Penem, Penicillin and a General Block for injectables. The expansion allowed us to enter new product areas and introduce large and small volume paracetamols and suspensions as new dosage forms. This development enhances our ability to meet a broader range of market needs with greater speed and operational efficiency.

With globally accredited facilities and a quality-focused operating model, we continue to drive excellence across our manufacturing value chain. Our group operations are certified by leading regulatory authorities including WHO-GMP, EU-GMP and UK-MHRA amongst others. This foundation is further strengthened by an agile supply chain and a strong compliance framework, enabling consistent performance and reliability.

As we further strengthen our capabilities, we are confident in our ability to generate long-term value through innovation, a customer-centric approach and operational excellence.

## Unlocking Sectoral Potential

India is home to over 10,000 pharmaceutical manufacturing units, highlighting the scale, resilience and growth potential of the industry. The recent enhancement of regulatory frameworks, including the updated Schedule M guidelines, represents a key step in strengthening quality assurance standards. These changes are set to elevate the quality of Indian pharmaceutical products and further solidify the country's leadership in global pharmaceutical manufacturing.

India's competitive edge in generic formulations, built on the production of high-quality, cost-effective off-patent medicines, continues to be a cornerstone of industry growth. With several blockbuster drugs approaching patent expiry globally, the importance of innovation, research and development is growing. Companies that can deliver differentiated formulations with speed and precision will be well-positioned to seize this opportunity.

Global pharmaceutical companies are increasingly turning to trusted Indian CDMO partners for development and manufacturing services. This shift is driven by the need for cost efficiency, stringent quality compliance and faster time-to-market. These trends create significant opportunities for integrated and agile companies to add value throughout the drug development lifecycle.

The government's initiatives to enhance healthcare accessibility are driving long-term structural growth. The expansion of the Jan Aushadhi Kendra network, from just 269 centers in FY 2016 to a projected 14,320 by FY 2025, underscores

**India is home to over 10,000 pharmaceutical manufacturing units, highlighting the scale, resilience and growth potential of the industry. The recent enhancement of regulatory frameworks, including the updated Schedule M guidelines, represents a key step in strengthening quality assurance standards.**

India's increasing commitment to providing affordable medicines.

These macro trends create a favorable environment for companies like Innova, which prioritize quality, affordability and speed to market. We believe this evolving landscape presents significant opportunities to generate differentiated value in both domestic and international markets.

## Financial Performance Overview

FY 2025 has been a year of strong financial performance for Innova, reinforcing the strength of our business model and the effectiveness of our strategic direction. Our revenue grew by 15.0% to ₹12,436.76 million, supported by contributions across all business areas. EBITDA increased by 18.7% to ₹ 1,982.00 million, while Profit after Tax rose by 35.9% to ₹ 1,282.58 million. These results reflect our commitment to operational efficiency, disciplined cost management and continuous expansion of our market presence.

**FY 2025 has been a year of strong financial performance for Innova, reinforcing the strength of our business model and the effectiveness of our strategic direction. Our revenue grew by 15.0% to ₹12,436.76 million, supported by contributions across all business areas.**

## Performance by Business Areas

### CDMO Services and Products

Our Contract Development and Manufacturing Organization (CDMO) vertical continued to be a key growth driver, contributing approximately 53.1% to our total revenue from operations. Revenue from this area stood at ₹ 6,598.88 million in FY 2025, compared to ₹ 6,217.58 million in the previous year. Long-standing client relationships remain a cornerstone of this success, with almost 80% of revenue coming from partners we have served for more than five years. We continue to strengthen these partnerships, now serving over 200 clients, including some of the top pharmaceutical companies in India. Our offerings span a diverse range of formulations, including oral solids, injectables and complex dosage forms.

### Domestic Branded Generics

The Domestic Branded Generics business contributed around 18.5% of our overall revenue. Revenue for the year grew by 20.8% to ₹ 2,307.03 million. We continued to witness strong momentum in this business area, where the demand for affordable, high-quality pharmaceutical products remains resilient. Our distribution network, which now spans over 220,000+ touchpoints across the country, plays a critical role in expanding our reach and deepening market presence.

### International Branded Generics

Our International Branded Generics Business registered impressive growth during the year, with revenue rising to ₹ 1,562.84 million from ₹ 1,252.85 million in FY 2024, reflecting a year-on-year increase of 24.7%. This business area now accounts for approximately 12.6% of our total revenue. Our foray into regulated markets such as the United Kingdom and Canada, combined with increased penetration across emerging markets, has positioned us well for sustained growth in this high-potential vertical. Our branded generics portfolio is now exported to 30 countries, underscoring our growing global presence and regulatory credibility.

### Sharon

Revenue from Sharon grew to ₹ 1,968.01 million in FY 2025 contributing 15.8% to our consolidated revenue from operations. Through careful integration, cost optimization and alignment of operations, we have enhanced profitability and unlocked synergies across the broader Innova platform. Sharon also strengthens our capability mix with its formulation and API manufacturing, aligned with global quality standards.



## Catalysing the Next Leg of Growth

This year, we successfully commissioned our greenfield manufacturing facility in Kathua, Jammu, a major strategic investment that marks an important milestone in our growth trajectory. With a capital investment of ₹ 480+ crores, this state-of-the-art facility is equipped with four independent manufacturing blocks for Cephalosporin, Penem, Penicillin and General injectables. It is designed to support the production of a broad range of dosage forms, including oral solids, dry powder injectables, dry syrups, large and small volume parenterals and respiratory respules.

With this expansion, at a group level, we now operate five manufacturing sites, comprising of nine independent blocks, further enhancing our ability to meet growing demand in both domestic and global markets. At Innova, we have consistently maintained a high Fixed Asset Turnover Ratio across our manufacturing facilities and are confident that our new Kathua, Jammu facility will continue this momentum, contributing to robust revenue growth.

The Kathua, Jammu unit also qualifies for financial incentives under the New Central Sector Scheme (NCSS) for Industrial Development in Jammu & Kashmir. These incentives include a GST-linked incentive amounting to 300% of the investment in eligible plant and machinery and 6% per annum capital interest subvention on loan against eligible capex. These benefits are expected to enhance overall viability of the project and accelerate returns on investment.

## Focus on Sustainable Growth

At Innova, sustainability is a fundamental principle that drives both our growth and operational philosophy. We are committed to integrating sustainable practices throughout every facet of our operations, ensuring that our progress aligns with responsible ecological management. From improving energy efficiency and reducing emissions to conserving water and managing waste effectively, we are making significant strides to minimize our environmental impact. These efforts comply with regulatory standards and reflect our long-term vision of creating value for all stakeholders, while safeguarding the planet's future. By embedding sustainability into our business strategy, we aim to lead by example and contribute to a more resilient, environmentally conscious industrial landscape.

We recognize that our people are the core of our success. Innova is committed to fostering a culture that supports employee well-being, fosters professional growth and encourages active engagement. In an environment that values collaboration, innovation and continuous learning, our teams are empowered to thrive and contribute meaningfully to our goals.

We are dedicated to making a real difference in the communities we serve. Through efforts focused on healthcare, education and social welfare, we strive to create lasting value beyond our business. As we grow, our goal is not only to build a stronger Company but also stronger communities.

As we continue to grow, we are committed to making sustainability a

bigger part of everything we do. This approach helps ensure that Innova is positioned for long-term success, while also benefitting society and the environment.

## Outlook and Way Forward

As we move forward, we are confident in the strength of our integrated business model and the strategic clarity driving our growth. With a strong manufacturing infrastructure, expanding R&D capabilities and a diversified portfolio spanning CDMO, domestic and international markets, Innova is well-positioned to capitalize on emerging opportunities in a fast-evolving pharmaceutical landscape.

In the years ahead, along with a sustainable growth momentum in our existing business areas, our focus will be on increasing capacity utilization at the Kathua, Jammu facility, driving growth in regulated international markets, strengthening our CDMO partnerships and continuing to invest in product innovation. The upcoming R&D facility in Panchkula will further enhance our ability to develop differentiated and complex generics, aligning with global healthcare demands.

We look to the future with confidence and determination. Our people, partners and our stakeholders remain our greatest strength. With their continued trust and support, we are confident in our ability to build a stronger, more resilient and future-ready Innova, delivering lasting value.

Warm regards,

**Vinay Lohariwala**  
Managing Director

# Driving Innovation. Empowering Excellence.

**Innova Captab Limited (referred to as "Innova", "Our Company", "The Company" or "We") continues to build on a legacy of steady, purpose-driven advancement in the pharmaceutical industry. From humble beginnings as a CDMO manufacturer, we have evolved into a trusted and future-ready name in global healthcare, recognized for our quality and innovation.**

Over time, we have grown through trust, teamwork and a deep commitment to improving lives. What started as a promise to put patients first has become a foundation built on strong partnerships and sharp execution. Today, Innova is trusted by over 200 clients, including the biggest names in Indian pharma market. Our products reach far and wide

across 30 countries, delivering real impact to people, families and communities around the world.

What drives us is simple: healthcare needs to be easy to access, work for people and never stand still. Our past keeps us grounded, our goals push us forward and our objective remains clear—help people grow and deliver care that transforms lives.



## What do we do

We provide complete pharmaceutical solutions that cover every step of the value chain—from production of API to creation of formulations, serving both local and international market.

### Trusted CDMO Player in Indian Pharma

In partnership with leading pharmaceutical companies, we offer a comprehensive portfolio of pharmaceutical formulations addressing a wide spectrum of clinical indications. Our next-gen capabilities position us at the forefront of the Indian pharmaceutical landscape, with an extensive product offering across key therapeutic areas. Supported by our state-of-the-art manufacturing infrastructure, we remain committed to providing high-quality, impactful solutions that improve patient well-being across the nation.

### Domestic Branded Generics

Our presence in the domestic branded generics market is underpinned by a portfolio of more than 750 products and a wide-reaching distribution ecosystem. With 220,000+ touchpoints across India, including stockists, distributors and retailers, we maintain a strong on-ground presence that enables efficient and consistent market coverage.

### Global Reach

Our premium pharmaceutical products are now available across 60+ regulated and semi-regulated markets, including that of Sharon Bio-Medicine Ltd. We remain committed to expanding our international presence, prioritizing regulatory compliance and innovation at every step.

### API Capabilities

The strategic acquisition of Sharon Bio-Medicine Limited marked our entry into the API business, broadening our capabilities and reinforcing our vision to offer comprehensive, end-to-end pharmaceutical solutions.

### World-Class Manufacturing

Our group comprises of five advanced manufacturing sites, consisting of nine production blocks, which are fully certified by prestigious global regulators such as WHO-GMP, EU-GMP and UK-MHRA. The latest milestone in our growth journey—the commercialization of our greenfield project in Kathua, Jammu—not only increases our production capacity but also expands our product portfolio.

## Mission

At Innova Captab, our mission is to pioneer breakthroughs in pharmaceutical research and development and to manufacture and offer high quality, affordable medicines to communities worldwide.

## Vision

To be a global leader in pharmaceutical innovation, driven by a commitment to quality, accessibility and sustainability, while making a significant impact on global healthcare.

## Key Metrics

**5**

Manufacturing Sites  
2 Baddi | 1 Jammu | 1 Dehradun  
| 1 Taloja

### Third Largest

Finished Tablet and Capsule  
Manufacturing Capacity in India  
as per CRISIL Report, October 2023

**200+**

CDMO Clients Serving  
Currently

### Serving many of the largest

Pharmaceutical Companies in India

**2.2 lakhs+**

Touchpoints for Domestic  
Branded Generics

**30**

Presence across Multiple Countries  
for International Branded Generics

Innova Captab began its journey in 2006 with the establishment of the Company's first manufacturing plant in Baddi, Himachal Pradesh.

Foundation and  
Initial Establishment

2006

Marked a significant achievement in quality standards as Innova received the Certificate of Good Manufacturing Practices (GMP) for cephalosporin products from the Ministry of Medical Services, Republic of Kenya.

International GMP  
Certification

2013

Commenced operations in newly established G Block at the Baddi plant.

Establishment of  
G Block

2017

Commenced construction of an industrial plant in Jammu & Kashmir and began building an R&D center in Panchkula, Haryana.

Strategic  
Expansion

2022

A major corporate milestone was achieved on 29 December, 2023 when the Company successfully got listed on stock exchanges.

Initial Public  
Offer (IPO)

2023

2010

Establishment of  
Cephalosporin Plant

The Company commenced operations at the brand new Baddi plant by establishing the Cephalosporin block C Block, marking a crucial expansion in the Company's manufacturing capabilities.

2015

Establishment of  
Marketing Arm

Started operations with the incorporation of Univentis Medicare Limited to oversee marketing operations, further strengthening market presence and operational capabilities.

2021

Further  
Expansion

Commenced further expansion of the G block to achieve its current capacity levels.

2023

Acquisition of  
Sharon

The significant development in 2023 was the acquisition of Sharon, through the Corporate Insolvency Resolution Process (CIRP) process.

2025

Commenced commercial operations at our state-of-the-art manufacturing facility in Kathua, Jammu in January 2025.



# How Far We

# Have Come

## What We Offer

Driven by our dedication to improving lives, our product portfolio reflects both our expertise and our compassion. We offer a diverse and expanding range of pharmaceutical products, meticulously developed to meet the evolving clinical and treatment needs of patients worldwide.

Our portfolio encompasses a broad array of pharmaceutical solutions, comprising of an array of generic formulations and APIs ranging across key therapeutic categories, including anti-infectives, cardiovascular care, anti-diabetic solutions, respiratory, gastroenterology, pain management and dermatology. Each product is carefully developed with a focus on efficacy, patient safety and unflinching regulatory compliance.

With a strong foundation in R&D and a profound understanding of market dynamics, we persistently refine and expand our product pipeline to address evolving healthcare needs.

This future-oriented approach enables us to stay at the forefront of emerging medical trends and patient expectations. Every innovation we bring to market is aligned with our purpose: to foster better health outcomes and elevate the quality of life for patients both in India and internationally.

### CDMO Services and Products

We are proud to serve as a trusted manufacturing partner to over 200 pharmaceutical companies across India, including several industry leaders. Our strength as a Contract Development and Manufacturing Organization (CDMO) lies in our ability to consistently deliver high-quality solutions at scale, while maintaining the flexibility to tailor offerings to the distinct requirements of each partner.

We provide comprehensive manufacturing capabilities across a wide range of dosage forms, including oral solids, oral liquids, dry syrups, dry powder injectables and ointments. The recent expansion of our Kathua, Jammu facility has further strengthened our portfolio to manufacture large and small volume parenterals and respiratory respite products. This enhancement enables us to address emerging segments

**200+**

Customers



with increased agility and precision. With this new facility, we have also added new products – Penicillin and Penem from two dedicated blocks.

Our dedicated R&D facility enhance our capability to create and scale innovative pharmaceutical solutions. It serves as critical enabler in process optimization, formulation development and the delivery of differentiated, value-driven offerings for our clients. Apart from this, we are also expanding our R&D capabilities with the upcoming setup in Panchkula, Haryana.

Leveraging scientific expertise, operational agility and strong customer-centric approach, we remain the preferred partner for companies seeking to efficiently deliver high-quality, affordable medicines to market.

**3,300+**

Products

### Domestic Branded Generics

Our domestic branded generics business is operated through our wholly owned subsidiary, Univentis Medicare Limited. Supported by a strong distribution network of over 6,000+ distributors and a presence in more than 220,000+ retail pharmacies across India, we ensure the consistent and widespread availability of high-quality, affordable medicines to patients nationwide.

**750+**

Products

Our broad reach enables us to address a spectrum of healthcare needs, effectively delivering high-quality formulations with the communities that require them most. Over the years, this business has delivered consistent and impressive growth, driven by a robust product portfolio, an efficient supply chain and a deep understanding of the market dynamics.

**6,000+**

Distributions

**2.2 lakhs+**

Touchpoints

### International Branded Generics

From humble roots to global reach, Innova's pharmaceutical products today touch lives in 30 countries. Our promise of affordability, compliance and uncompromised quality continues to win the confidence of healthcare partners and regulators alike.

**30**

Exporting to Countries

We have also made a significant move by entering regulated markets like the United Kingdom and Canada. These strategic steps open the door to exciting opportunities in advanced healthcare systems, where we can continue to uphold the excellence that defines our work.



### Sharon

Sharon brings with it a track record in exporting formulations to regulated markets, a growing API (Active Pharmaceutical Ingredient) business and a toxicology research division.

It has given us a better visibility in regulated international markets and set the stage for our entry into API manufacturing—an essential step in our journey to offering complete pharmaceutical solutions.

Looking to the future, we are committed to tapping into the synergies between Innova and Sharon, while drawing on Sharon's global expertise to boost the growth of our international business.

### Formulations & APIs

Key Focus Area

## Where We Operate

At the core of Innova's operations lies its manufacturing strength—the firm foundation that allows us to uphold our promise of quality, reliability and affordability.

With commercialization of our state-of-the-art facility in Kathua, Jammu, we have significantly enhanced our manufacturing capacity, enabling us to diversify our product offerings and meet the increasing global demand.

Our facilities are equipped with advanced technology, featuring a comprehensive suite of advanced equipment, including rapid mixer granulators, fluidized bed processors, blenders, compression machines, auto-coaters, automatic capsule filling machines, liquid manufacturing tanks and automated sealing and filling lines. This infrastructure ensures exceptional precision, operational efficiency and consistent quality across a diverse range of products, including oral solids, oral liquids, dry syrups, injectables and specialized formulations.

The strength of our manufacturing ecosystem allows us to remain agile, scale rapidly and offer customized CDMO solutions, all while ensuring top-tier quality and compliance.

As we expand and innovate, our manufacturing capabilities will continue to play a crucial role in driving Innova Captab's growth and maintaining our commitment to excellence.

### Commercialization of Our Kathua, Jammu Facility

In the current financial year, we are pleased to announce the successful commencement of operations at our newly established greenfield manufacturing facility in Kathua, Jammu. Having broken ground in 2022, this facility marks a pivotal milestone in our strategy to expand production capacity and diversify our manufacturing capabilities. It underscores Innova's persistent commitment to innovation and excellence in the pharmaceutical manufacturing sector.



Eligible for following benefits via Central Government's 'New Central Sector Scheme',

GST-linked incentive of 300% of investment made in eligible plant and machinery for 10 years

Capital Interest Subvention of 6% per annum on loan against eligible capex

The establishment of our new facility in Kathua, Jammu represents a strategic leap forward for Innova, marking our entry into new product offerings—Penem and Penicillin and advanced dosage forms such as large and small volume parenterals and respiratory respules. This expansion significantly broadens our manufacturing capacity and enhances our ability to address the evolving demands of the global pharmaceutical landscape. The commencement of commercial operations at this facility signals a new phase in our growth journey, driving our capability to meet the needs of diverse therapeutic areas and the rising global demand for high-quality, affordable medicines. Moreover, backed by world-class infrastructure, this facility strengthens our competitive edge, reinforcing our role as an industry leader committed to innovation and excellence.

### Global-Standard Certifications for Quality Assurance

The group's dedication to upholding the global quality standards is underscored by the prestigious certifications we hold from esteemed regulatory bodies, including EU GMP, UK MHRA and WHO GMP. These accreditations affirm our credibility and strengthen our reputation as a trusted and reliable partner to healthcare providers and institutions across the globe.

### Continuous Manufacturing Advancement

#### Baddi (2 Units) Capacity

**8,192 million**  
Tablets

**2,472 million**  
Capsules

**23 million**  
Ointments

**60 million**  
Dry Powder Injections

**54 million**  
Dry Syrups

**71 million**  
Liquid Orals

#### Kathua, Jammu (1 Unit) Capacity

**10,679 million**  
Tablets

**1,440 million**  
Capsules

**547 million**  
Dry Powder Injections

**311 million**  
Dry Syrups

**562 million**  
BFS (large and small volume Parenterals and Respules)

### Plans for Optimum Utilization

We recognize that building capacity is merely the foundation of growth; the real value is realized in how effectively that capacity is harnessed. With a strong manufacturing infrastructure in place, our focus is now on optimizing utilization across facilities to better meet the increasing global demand. Through continuous improvements in operational efficiency, process optimization and strategic resource management, we are steadily unlocking the full potential of our infrastructure. This approach not only strengthens our ability to serve more markets but also ensures we are growing in a balanced and sustainable way, with an eye on long-term impact.

#### Dehradun (1 Unit) Capacity

**2,012 million**  
Tablets and Capsules

#### Taloja (1 Unit) Capacity

**365 metric tonne**  
APIs



## Our Strategies &amp; Strengths

# Driving Success.

## Synergizing Momentum.

At Innova, every strategy is backed by an internal strength—a kind of synergy that helps us act with confidence and stay ahead in a fast-moving industry. The following section shows how each of our six core strategies is supported by a specific strength within the organization.



### 01 Leveraging on the Manufacturing Capabilities

#### Linked Strength: State-of-the-art Manufacturing Infrastructure

To further strengthen our position in both the CDMO and Branded Generics space, we have significantly expanded our manufacturing capacity. A key development in this regard was the development of Cephalosporin, Penicillin, Pemem and General (Injectables) blocks at

our newly established greenfield site in Kathua, Jammu. This advanced facility is designed to manufacture a broad range of dosage forms, including tablets, capsules, dry powder injectables, dry syrups, large and small volume parenterals and respiratory respules formats.

Commercial production commenced in January 2025, underscoring a key achievement in our strategic expansion and commitment to meeting growing global demand. Going ahead, our focus will remain on the judicious utilization of the expanded capacity.

#### Strength in Action:

Our world-class manufacturing ecosystem spans nine manufacturing blocks across five facilities, located in Baddi, Dehradun, Taloja and Kathua, Jammu. As one of India's top

three manufacturers of tablets and capsules by volume, we have built a reputation for operational excellence, underpinned by our ISO-9001:2015 compliant facilities. This scalability empowers us to meet

both current and future demands with unmatched efficiency and consistency, driving sustained growth in the pharmaceutical industry.

### 02 Expansion of Wallet Share

#### Linked Strength: Customer-Centric Approach

We aim to grow alongside the partners we already know and trust—while also welcoming new ones into our fold. Central to this is our effort to increase formulation

output for current clients while also offering an exhaustive list of products to the new clients, all while leveraging our in-house R&D to drive

innovation. We are also expanding what we offer—adding newer and more complex dosage formats to our lineup.

#### Strength in Action:

This strategy comes to life through our strong customer engagement approach. We work with more than 200 CDMO clients today—among them, several of India's

top pharmaceutical companies. Almost 80% of our revenue comes from customers that have been with us for five years or more, a reflection of their confidence in our consistent

quality and reliable delivery. These long-term ties are key to deepening our role and increasing our share within each client's portfolio.

### New Opportunities

The trend of pharmaceutical companies increasingly outsourcing their operations has generated significant opportunities for expansion and enhanced market positioning.

### 03 Continued Focus on R&D

#### Linked Strength: R&D-Centric Organization

We continue to invest in expanding research activities for all our business areas. R&D spending is being maintained at consistent levels to support the development

of complex generics, novel drug delivery systems and differentiated formulations. A major milestone in this strategy is our upcoming R&D center at Panchkula, Haryana,

which is in the advanced stages of development and will feature best-in-class instruments and infrastructure.

#### Strength in Action:

Central to this strategy is our strong commitment to innovation. Our existing DSIR-recognized R&D center in Baddi is staffed with 40+ scientists and equipped with pilot-

scale manufacturing tools, HPLC systems, UV dissolution testers, Karl Fischer titrators and sonicators, among others. Key successes include development of nano-size

formulations, super bioavailability capsules and modified/sustained-release tablets, highlighting our ability to solve complex formulation challenges for partners.

### Upcoming R&D Center

In Panchkula, Haryana

## 04 Growing International Business

### Linked Strength: Strong Global Delivery Capabilities

We aim to expand our presence further into regulated markets beyond UK and Canada. Our focus is on broadening the product portfolio and enhancing marketing efforts to ensure a robust presence in key international territories. With global demand for high-quality generics continuing to rise, this remains a core driver of our growth outlook.

#### Strength in Action:

This strategy is powered by our well-established global delivery infrastructure. We export to 30 countries and hold regulatory approvals that support our presence in both semi-regulated and regulated markets. The acquisition of Sharon Bio-Medicine Limited has further strengthened our export capabilities by bringing in specialized formulations and APIs already in use in global markets, accelerating our ability to scale internationally.



## 05 Expanding Domestic Branded Generics Business

### Linked Strength: Diversified Product Portfolio

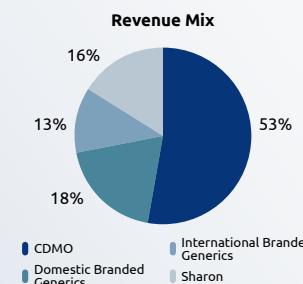
Our branded generics business is successfully marketed through a well-established network of approximately 6,000+ distributors, multiple stockists and retailers, reaching over 2.2 lakhs touchpoints across India. The strategy includes deepening engagement with existing distribution partners while onboarding new channels to strengthen our pan-India footprint and increase prescription share across key therapies.

#### Strength in Action:

What powers this strategy is the sheer breadth of our branded generics over 750+ products across Therapeutic areas:

- Cardiovascular
- Anti-diabetes
- Anti-biotics
- Anti-infectives
- Neurology
- Gastro Intestinal

This wide range helps us meet the diverse health needs of people across India and gives us strong momentum, both in volume and reach, through deeper market presence and therapeutic relevance.



## 06 Growing through Acquisitions

### Linked Strength: Experienced Leadership and Financial Discipline

We believe in strategic growth through meaningful acquisitions that build on what we do best. Sharon Bio-Medicine Limited, acquired in June 2023, added depth to our formulation and API strengths while expanding our reach in major regulated markets, including Canada, the UK, Europe, Australia, Korea and Vietnam.

#### Strength in Action:

Our ability to grow through smart acquisitions stems from a mix of seasoned leadership and financial stability. With experts from pharma, M&A, law and investment banking on our Board, we are not only prepared but also well-placed to close value-accretive deals that complement our organic growth agenda.

## Innova's Strengths in Numbers

from FY 2021 to FY 2025

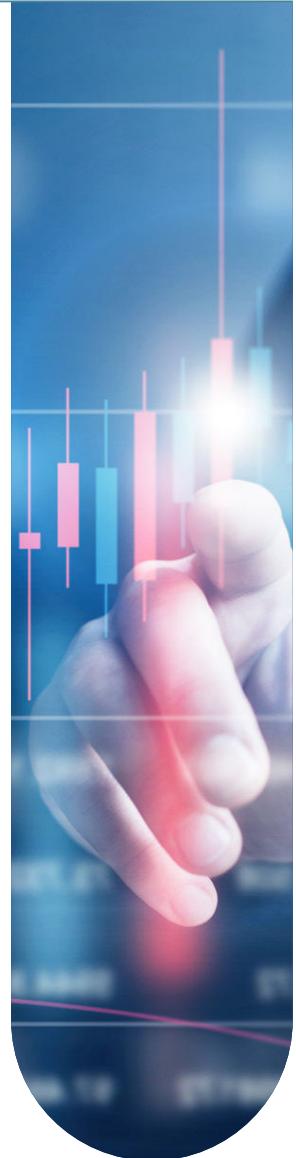
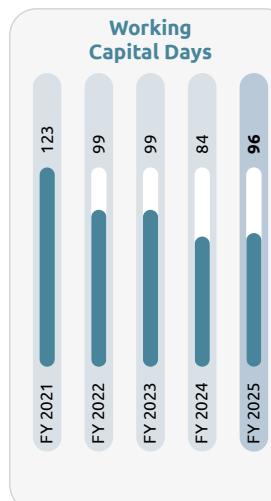
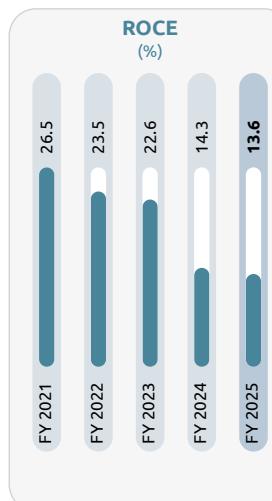
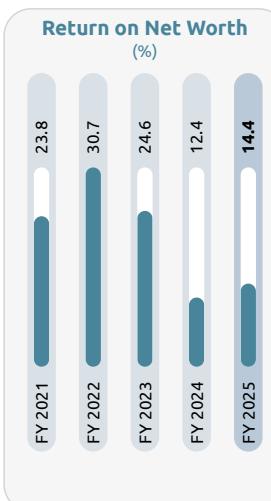
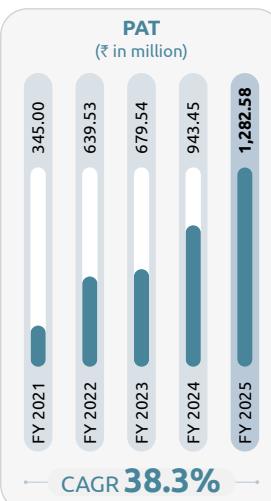
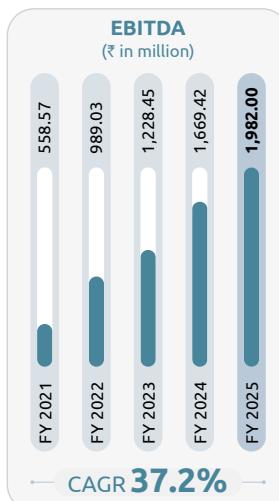
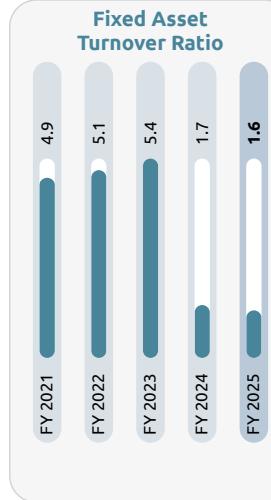
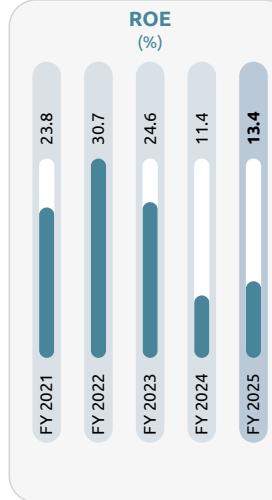
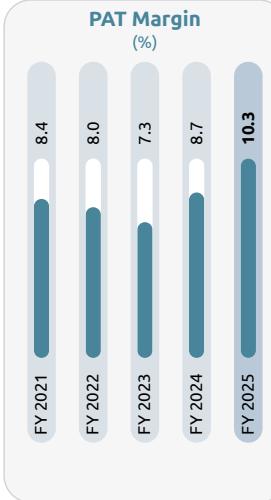
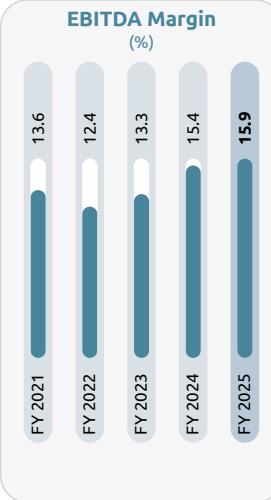
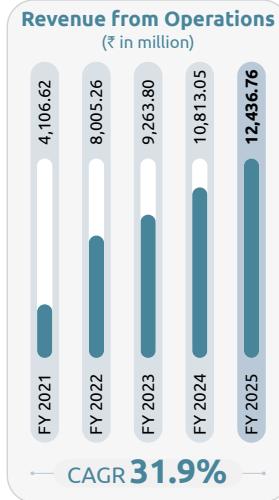
1,000+	3,300+
CDMO Products	CDMO Products
119	200+
CDMO Customers	CDMO Customers
400	750+
Domestic Branded Generics Products	Domestic Branded Generics Products
3,400	6,000
Distributors and Stockists	Distributors and Stockists
95,000+	220,000+
Pharmacies Touchpoints	Pharmacies Touchpoints
20	40+
Scientist and Engineers	Scientist and Engineers



## Historical Financial Performance

# Driving Success.

# Prudent Performance.



The ROE, ROCE and FATR have decreased primarily due to increase in equity pursuant to IPO, Sharon acquisition and investment in Kathua, Jammu plant.

# Powering Sustainability. Fueling Greener Future.

We take our role as environmental stewards seriously, ensuring our operations are carried out with care and conscience. As our business expands, we remain equally committed to embedding sustainable, low-impact practices into our day-to-day functions—striking a thoughtful balance between growth and ecological responsibility.



## Energy & Resource Efficiency

We are dialing back our energy use and plugging into cleaner, renewable power as part of our long-term sustainability strategy.

### Key Initiatives

- One-third of our energy needs are now met through renewable sources, marking a strong shift towards greener operations.
- By switching to heat pumps for hot water, we have managed to cut back significantly on electricity use.
- Our pumps and blowers now run on VFDs, which adjust power based on actual need—avoiding waste and boosting efficiency.
- We have also swapped diesel for agro-waste briquettes in our boilers—a more sustainable fuel that reduces our carbon footprint.

## Waste Management & Water Conservation

We have implemented closed-loop systems that reduce freshwater dependency and promote wastewater reuse.

### Key Measures

- All facilities are equipped with Effluent Treatment Plants (ETPs) that allow safe treatment and reuse of wastewater.
- Treated water is repurposed for gardening, cooling towers and sanitation facilities.
- Condensate recovery systems have been implemented to reduce boiler makeup water requirements.

We have set a clear target to achieve **Water Neutrality by 2030**, reaffirming our long-term commitment to sustainable water use.

## Sustainable Operational Initiatives

Innova continues to embed sustainability in everyday operations from manufacturing to materials management.

### Highlights

- Continuous optimization of natural resource consumption.
- Reduction of operational waste across the value chain.
- Strict adherence to environmental norms and proactive alignment with global best practices.

**Sustainability is integrated into every level of our value chain** from product development to packaging and waste treatment.



# Empowering Change. Powering People and Communities.

We believe that true, lasting growth happens when our people thrive and our communities advance together. Our approach to social responsibility is rooted in fairness, ethics and the ideas of shared success. We are devoted to nurturing a workplace where well-being, dignity and continuous learning are valued, while also reaching beyond our walls to make a meaningful difference.



## People

### Workplace with Purpose

Our Company believes everyone deserves a work environment that feels just, secure and uplifting. That belief comes to life through the way we lead—with ethics, accountability and transparency guiding our actions at every level.

#### Key Implementations

- We maintain a strict zero-tolerance stance against child labour, forced labour and any form of human trafficking.
- Employees are encouraged to exercise their right to freedom of association.
- Our workplace values are backed by key policies, including:
  - Code of Conduct
  - Whistle Blower Policy
  - Labour and Human Rights Policy
  - Anti-Discrimination Policy
  - Customer Health and Safety Policy

We champion a culture of fairness, mutual respect and integrity at every level of the organization.

### Prioritizing Health, Safety and Skill Development

We believe that looking after our employees' health and safety is key to everything we do. We are pleased to have earned the ISO 45001:2018 certification from QRO Certification LLP, which confirms that our workplace safety systems are both strong and effective.

#### Employee Development Focus

- Conducting health and safety trainings consistently across all facilities keeps our teams protected and informed.
- On average, each employee receives 40 trainings annually—boosting skills, building confidence and preparing them for what's next.

40 average trainings per employee annually, building capability, safety and confidence.



Innova Captab Limited

### Enriching the Communities Around Us

Our commitment to giving back goes beyond what we do at work. We actively connect with local communities through programs that make a real difference in areas like

education, healthcare and creating job opportunities. These initiatives are focused on improving the lives of those who need it most, helping to build a more inclusive future.

#### Community Engagement Areas

- Backing local schools and hosting healthcare camps to uplift everyday well-being.
- Offering skills training and livelihood programs that open new doors for earning and independence.
- Joining forces with community organizations to grow our impact from the ground up.

We strive to make sure that as we grow, we are also contributing to the betterment of the society around us, fostering a healthier and more thriving community.



# Inspiring Confidence. Steering Success.

We have grown by sticking to what's right-acting with honesty, staying true to our values and handling our finances responsibly. That foundation helps us lead by example when it comes to good governance in our industry.

Led by our esteemed Board of Directors, we continue to move forward with a strong sense of purpose and a commitment to excellence in every area of our business. By staying true to our values of integrity and transparency, we reinforce our reputation as a trusted, responsible and an innovative leader in the industry.



## Policies Deployed

- Vigil Mechanism & Whistleblower Policy
- Code of Internal Procedure and Conduct for Regulating Insider Trading
- Policy for Determination of Materiality
- Policy on Related Party Transaction
- Policy determining Material Subsidiaries
- Code of Practices and Procedures for Fair Disclosure of UPSI
- Policy for Familiarization Program for Independent Directors
- Code of Conduct for BOD & SMP
- Policy on Succession Planning for Board of Directors & Senior Managerial Personnel
- Policy to Promote Diversity on Board
- Policy on Preservation of Documents
- Policy for Prevention of Sexual Harassment
- Archival Policy
- Dividend Distribution Policy
- Corporate Social Responsibility Policy
- Nomination & Remuneration Policy
- Performance Evaluation Policy
- Risk Management Policy
- ESG Policy
- Investor Grievance Policy

## The Minds Behind Our Growth



**Mr. Manoj Kumar Lohariwala**  
Chairman and Whole-Time Director



**Mr. Vinay Lohariwala**  
Managing Director



**Mr. Jayant Vasudeo Rao**  
Whole-Time Director



**Mr. Archit Aggarwal**  
Non-Executive Non-Independent Director



**Mr. Sudhir Kumar Bassi**  
Non-Executive Independent Director



**Ms. Priyanka Dixit Sibal**  
Non-Executive Independent Director



**Mr. Mahendar Korthiwala**  
Non-Executive Independent Director



**Mr. Shirish Gundopant Belapure**  
Non-Executive Independent Director

## Key Managerial Personnel

**Mr. Lokesh Bhasin**  
Chief Financial Officer  
(CFO)

**Mr. Mukesh Kumar Singh**  
Deputy Chief Financial Officer  
(Deputy CFO)

**Ms. Neeharika Shukla**  
Company Secretary and  
Compliance Officer

## Board Committees

Committees	No. of Directors in that Committee
Audit Committee	4/8
Nomination and Remuneration Committee	4/8
Corporate Social Responsibility Committee	3/8
Stakeholders' Relationship Committee	3/8
Risk Management Committee	3/8

## Major Awards, Accreditations and Recognitions

## Excelling with Purpose.

01

2018

Received Company Registration Certificate for the production of Cephalosporin and General products from the Ministry of Health and Population, Republic of Yemen.

Obtained Foreign Pharmaceutical Manufacturing Company Registration Certificate from the Ministry of Public Health, Islamic Republic of Afghanistan.

02

2019

Awarded Good Manufacturing Practices Compliance Certificate for the manufacturing and packaging of general pharmaceutical formulations by the Tanzania Medicines and Medical Devices Authority.

Received GMP Compliance Certificate for the manufacturing of medicinal products from the Medicines Authority of Malta.

03

2020

Recognized for Excellence in R&D with certification from the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India.

05

2022

Received GMP Certificate for the manufacturing of both beta-lactam and non-beta-lactam products from the Health and Family Welfare Department, Government of Himachal Pradesh.

Awarded GLP Certificate for testing both beta-lactam and non-beta-lactam products from the Health and Family Welfare Department, Government of Himachal Pradesh.

06

2023

Renewed GMP Compliance Certificate for the manufacturing and packaging of general pharmaceutical formulations from the Tanzania Medicines and Medical Devices Authority.

Renewed GMP Compliance Certificate from the Pharmacy and Poisons Board, Kenya.

04

2021

Received GMP Certificate for the production, packing and quality control of tablets, capsules and external preparations from the Health and Family Welfare Department, Government of Himachal Pradesh.

Obtained GMP Certificate for the manufacturing of tablets, capsules and external preparations from the Health and Family Welfare Department, Government of Himachal Pradesh.

Awarded GLP Certificate for testing tablets, capsules and external preparations from the Health and Family Welfare Department, Government of Himachal Pradesh.

Granted GMP Compliance Certificate for the manufacturing of beta-lactam (Cephalosporin) products from the National Drug Authority, Uganda.

Received GMP Compliance Certificate for the manufacturing non-beta-lactam products by the National Drug Authority, Uganda.

Earned GMP Certificate for the production, packing and quality control of Cephalosporin and General products from the Health and Family Welfare Department, Government of Himachal Pradesh.

Awarded GMP Compliance Certificate for the manufacturing and aseptic filling of Cephalosporin vials from the Food, Medicine and Health Care Administration and Control Authority of Ethiopia.

07

2024

Received Certificate of GMP Compliance (EU-GMP) from the National Authority of Medicines and Health products (INFARMED), Portugal.

Granted Manufacturing License for the new manufacturing site in Kathua, Jammu from the Department of Health and Medical Education, Drugs Control Organization, Jammu & Kashmir, India

Renewed WHO-GMP Certificate for Cephalosporins and General products from the Health and Family Welfare Department, Government of Himachal Pradesh.

Received GMP Compliance Certificate for Cephalosporins and General products from the Food and Drug Administration Philippines.

Received certificate of GMP compliance from ANVISA, Brazil for our API facility in Taloja, Maharashtra

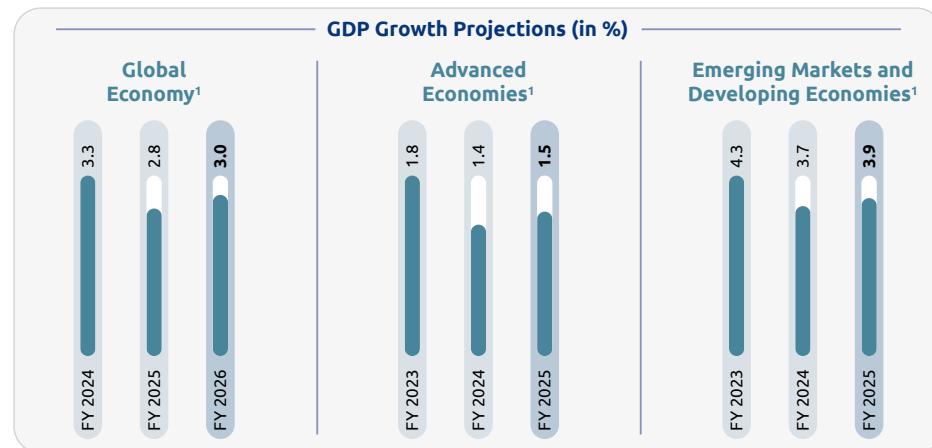
Received certificate of GMP compliance from SUKL, Czech Republic for our formulation facility in Dehradun

# Management Discussion and Analysis

## Global Economic Trends

Looking ahead to 2025, emerging markets, particularly India are leading the way, with India continuing to be the world's fastest growing economy. The global economy still faces a complex and uneven recovery. Growth is ongoing, but it is moderate and fragile, influenced by persistent uncertainties and different growth paths across regions. The consensus is that the world economy will grow at about 2.8% in 2025 and 3.0% 2026<sup>1</sup>. This growth is hardly consistent across the globe. The U.S. is anticipated to maintain its resilience, but with slower momentum. Meanwhile, growth in the Euro Zone and the UK is likely to remain subdued.

This global economic path is shaped by a confluence of factors, from shifting monetary policies and stabilizing inflation to evolving geopolitical tensions and adjustments in global supply chains. A key influence remains China's uneven recovery post-pandemic, alongside deflationary pressures that continue to affect trade and investment sentiment in emerging markets. These trends are likely to create ripple effects across industries, including pharmaceuticals and healthcare—industries that hold immense potential yet are sensitive to broader macroeconomic shifts.



### Factors Impacting Global Economy

01

#### Inflation and Monetary Policy

While inflation worldwide is showing signs of easing, the road to stable prices remains fragile. Geopolitical issues and upcoming changes in trade dynamics hang over supply chains, which could trigger another round of price fluctuations. In response, central banks are treading carefully, using targeted interventions to keep inflation in check, while ensuring economic growth remains on track.

02

#### Geopolitical Volatility

We are living in a time of increased geopolitical instability, with rising political tensions, soaring sovereign debt and a push for more protectionist trade policies creating a more uncertain global landscape.

03

#### Technological and Environmental Crossroads

The world is balancing between digital disruption and climate action as key drivers of change. AI innovations are boosting sectoral productivity, while the green transition is steering capital toward sustainable investments. But with policy fatigue creeping into some advanced economies, there is a risk that global progress toward sustainability could lose momentum.

## Conclusion

The global economic outlook for 2025 presents a landscape full of contrasts: there is growth, but it is tempered by volatility and region-specific challenges. Moving toward sustained recovery will require agile policies, strong multilateral cooperation and the flexibility of economies to adjust to fast-paced structural changes. Now, more than ever, there's a pressing need for stability, inclusivity and effective governance.

The developing world is showing promising signs of recovery. In Africa, economic progress is anticipated to build slowly, backed by improving macroeconomic stability in key nations like Egypt, Nigeria and South Africa. Latin America and the Caribbean, on the other hand, are set to see a mild bounce back, fueled by higher private consumption, a softer approach to monetary policy and a rebound in demand from abroad.

South Asia, led by India's ongoing growth, remains a key engine of global expansion. The region's focus on infrastructure, digital advancements and boosting export capabilities is expected to ensure its solid near-term prospects.

(Source:

1. World Economic Outlook, April 2025: A Critical Juncture Amid Policy Shifts)

## Indian Economy

India's economic trajectory remains strong, affirming its position as one of the world's fastest-growing major economies. Even amid global uncertainties, the Indian economy has proven its ability to adapt. A mix of steady domestic consumption, an ongoing infrastructure boost and targeted government support has helped sustain the country's growth momentum. While challenges like inflation and inconsistent demand continue to exist, the nation's economic fundamentals are sound and promising for the future.

### Key Trends and Challenges

#### 1 Growth Projections:

Looking ahead, India's economy is expected to continue its steady expansion. For FY 2026, International Monetary Fund forecasts a consistent 6.5% growth rate for FY 2025 and FY 2026. These figures underscore the country's economic strength and its growing contribution to global growth<sup>1</sup>.

#### 2 Inflation and Demand Dynamics:

With continued support from the policy environment, inflation is expected to ease gradually. The Reserve Bank of India expects inflation to move back toward its 4% target early next fiscal year, which is likely to help restore consumer confidence and spending<sup>2</sup>.

#### 3 India on the Global Stage:

India has firmly established itself as the fastest-growing major economy, consistently outpacing its global peers. The country's strides in manufacturing, digital transformation and investment-led growth have caught the attention of the international community. As global value chains adjust, India is becoming the preferred destination for capital, talent and innovation, providing an increasingly favorable landscape for industries like pharmaceuticals to grow.

## Conclusion

India's economic journey continues to show steady growth and forward momentum. Domestic demand, coupled with a supportive policy environment, has been crucial in driving progress, even amid challenges in the global landscape. While inflation and changes in consumer behavior may slow growth at times, the overall trend remains positive. Moving forward, the emphasis will be on ensuring economic stability while fostering investment, innovation and inclusive development. With the right policies in place, India is well-positioned to sustain its growth and build a brighter economic future.

(Source:

1. Indian economy expected to grow 6.3-6.8% in 2025-26: Economic Survey- Business Standard  
2. RBI Inflation 2025-26: Amid global trade war, RBI MPC projects India's inflation at 4% in FY 2026 - The Economic Times (indiatimes.com))

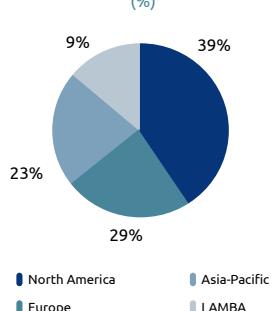
## Global Pharmaceutical Market

The global pharmaceutical market is continuing to expand, supported by transformative innovations and rising healthcare needs across the globe. In 2023, it was valued at approximately USD 1,573 billion<sup>1</sup>. Looking further ahead, the market is anticipated to expand at a CAGR of 6.1%<sup>1</sup>, with projections to reach roughly USD 2.86 trillion by 2033<sup>1</sup>.



A variety of transformative trends are driving this sustained growth. Technological leaps—particularly in artificial intelligence, precision medicine and digital health—are changing the way drugs are discovered, reducing time-to-market and improving patient results. At the same time, growing healthcare infrastructure and improved access to medical services in emerging markets like Asia-Pacific, Latin America and Africa are creating fresh opportunities for growth.

### Pharmaceutical Market Share, By Region, 2023<sup>2</sup> (%)



Another key factor is the heightened focus on research and development, as leading pharmaceutical companies pour significant resources into pioneering therapies. The rise of biologics and biosimilars is changing the way we approach treatment, opening new possibilities for managing chronic and complex conditions.

Overall, the global pharmaceutical landscape is evolving quickly, shaped by innovation, the drive to expand access to medicine and a strong commitment to solving the world's most pressing medical challenges.

## Strategic Considerations



### Regulatory Landscape

As regulatory frameworks around the world continue to evolve, they are not only accelerating the approval of new drugs but also encouraging more innovation, especially in response to the lessons learned from the Covid-19 pandemic.



### Supply Chain Evolution

Efforts to strengthen supply chain resilience are in full swing, with a focus on localizing processes and embracing sustainable practices.



### Cost and Access Pressures

Pharmaceutical companies are facing increasing pressure on pricing while working hard to make medicines more accessible, particularly in developed markets.



### Sustainability and ESG

Sustainability and ESG are taking center stage, with companies placing greater emphasis on green chemistry, reducing waste and ensuring ethical sourcing.

(Source:

1. Pharmaceutical Market Size Expected to Reach US\$ 3.0 trillion
2. Pharmaceutical Market Size to Surpass USD 2.82 trillion by 2033 - BioSpace

## Indian Pharmaceutical Market

India's pharmaceutical industry is leading the way in global healthcare, capitalizing on its strengths in affordable manufacturing, skilled talent and a well-connected supply network. As of 2024, the industry was valued at USD 58 billion, with expectations to grow to USD 120–130 billion by 2030<sup>1</sup>. By 2047, it is anticipated to reach USD 400–450 billion<sup>1</sup>, solidifying its role as a key player both locally and internationally.

The growth of India's pharmaceutical sector is driven by a blend of key factors: a rising demand for healthcare,

government policies aimed at boosting domestic API production, significant advancements in biotechnology and India's stronghold in the generics market. With India ranking third globally in pharmaceutical production, it also leads the world in supplying generic medicines—meeting 40% of the U.S. market's demand and 25% of the U.K.'s. This global leadership is further solidified by an evolving demographic, greater healthcare awareness and an increasing focus on preventive and holistic health.

## Structural Growth Drivers and Emerging Trends

### Transition to High-Value Therapies

Indian pharmaceutical players are making a deliberate shift toward higher-value opportunities, investing in complex generics, specialty drugs and advanced biologic solutions like biosimilars and novel therapies.

### Strategic Global Partnerships

Strategic collaborations between Indian and international pharma firms are gaining momentum, aiming to speed up the commercialization of new molecular entities (NMEs) in high-priority fields like oncology and cardiovascular health.

### R&D and Scientific Innovation

The industry is deepening its commitment to research-led innovation, channeling investments into transformative areas like CAR-T cell therapies, mRNA-based vaccines and complex molecule discovery.

### Generative AI Integration

The growing use of Generative AI (GenAI) is raising the bar for operational excellence, helping companies rethink how they discover drugs, run manufacturing, streamline supply chains and customer interactions.

### Policy-Driven Momentum

With initiatives like the Production-Linked Incentive (PLI) scheme and the Promotion of Research and Innovation Program, the government is giving a strong push to India's goal of establishing itself as a global hub for innovation and manufacturing.

### Rising Demand for Chronic Disease Therapies

As the prevalence of chronic diseases rises and healthcare costs climb, the demand for pharmaceutical products within the country continues to grow.

### Regulatory Landscape

The regulatory environment is undergoing significant changes to ensure ethical standards and product quality. The launch of the 2024 Uniform Code for Pharmaceutical Marketing Practices (UCPMP) is set to bring greater transparency and accountability to the marketing of pharmaceutical products. Meanwhile, the Central Drugs Standard Control Organization (CDSO) has been stepping up inspections, resulting in the closure of facilities that fail to meet compliance standards.

### Ascendancy of CDMOs

India's Contract Development and Manufacturing Organizations (CDMOs) are gaining traction as key players in the biologics and biosimilars sectors, backed by the country's competitive costs and a proven ability to meet global regulatory standards.

### Digital Integration

Digital health is becoming more integrated into everyday healthcare, with the rapid growth of e-pharmacies, telemedicine platforms and AI-enhanced healthcare solutions. This movement is enhancing access to healthcare and making pharmaceutical distribution smoother and more efficient.

(Source:

1. Investing in India's Pharmaceutical Industry: Key Growth Prospects

## Global CDMO Market

Driven by the increasing complexity of pharmaceutical products and the growing need for specialized manufacturing solutions, the global CDMO market for formulations is on an upward trajectory. CRISIL estimates that the market will grow to USD 40–45 billion by 2027, fueled by the ongoing outsourcing trend across the pharmaceutical value chain.

(Source: CRISIL M&A Research)

### Trends and Growth Drivers



#### Outsourcing as a Strategic Imperative

Outsourcing has become an essential strategy for pharmaceutical and biotechnology companies, offering access to specialized expertise, advanced infrastructure and scalable manufacturing capabilities. This approach accelerates time-to-market, provides operational flexibility and delivers significant cost savings, enabling companies to focus on research, commercialization and expanding their pipelines.



#### Evolving Regional Landscape

Although North America still leads the market with its solid R&D investments and widespread adoption of advanced therapies, the Asia-Pacific region is quickly gaining traction. With their competitive cost structures, improving regulatory environments and growing pools of skilled talent, India and China are emerging as important centers for global formulation CDMO services.



#### Technological Advancements

The adoption of automation, AI and data-powered manufacturing is transforming CDMO operations, driving improvements in efficiency, quality control and compliance. As the demand for personalized therapies and biologics continues to rise, the need for cutting-edge, adaptable and specialized manufacturing capabilities becomes even more crucial.



#### Market Consolidation and Investment Momentum

The CDMO sector is experiencing a wave of consolidation as major players acquire specialized service providers, broadening their service offerings and extending their market reach. At the same time, private equity investments are helping to fuel this growth, providing the capital needed for these companies to scale up and expand strategically.



#### Quality Control

Pharmaceutical companies are prioritizing regulatory compliance, thorough quality audits and the ability to scale production when choosing CDMO partners. Adhering to rigorous quality standards and ensuring smooth scalability are key factors that drive their outsourcing decisions.



#### Integrated Solution Provider

CDMOs are shifting from being just service providers to becoming integrated solution partners, offering a full spectrum of services from pre-formulation all the way to commercial supply. This transformation ensures smoother project execution, accelerates time-to-market and nurtures long-term, strategic partnerships.

## Indian CDMO Market

The Asia-Pacific region continues to emerge as a critical driver of growth in the global CDMO landscape, with India at the forefront of this transformation. Backed by its cost competitiveness, regulatory strength and scientific talent, India is rapidly positioning itself as a global CDMO powerhouse. The Indian formulation CDMO market is projected to expand from USD 15.63 billion in 2023 to USD 26.73 billion by 2028<sup>1</sup> at a CAGR of 14.7%, reflecting strong momentum across development and manufacturing segments.

Country/Region	2023	2028	CAGR
USA	54.21	68.32	4.7%
China	27.12	42.94	9.6%
India*	15.63	26.73	14.7%
Germany	13.63	17.41	5%
France	11.18	13.75	4.2%
The UK	6.02	7.07	3.2%
Canada	5.67	7.88	6.8%
Japan	4.55	5.47	3.6%
Australia	3.52	4.45	4.8%

(Source:

1. PharmaSource)



## Indian CDMO Market

### Contract Development and Manufacturing Organization (CDMO) Services

#### Contract Research Organization (CRO) Services

##### Research and NCE Development

Drug discovery and pre-clinical trials

##### Drug Substance and Product Development

Specimen development and clinical trials

##### API Production

Commercial production and distribution

##### Formulation Drug Production

##### Packaging and Supply Chain Services

(Source: <https://www.thepharmnavigator.com/news/five-trends-that-will-redefine-the-cdmr-industry-in-2025> Five Trends That Will Redefine the CDMO Industry in 2025 — The Pharma Navigator - Navigating The Key News Stories In Pharma)

## Key Growth Drivers

### Cost-Efficiency and Regulatory Compliance

#### Cost Advantages

India offers pharmaceutical manufacturing services at about 20% lower costs compared to China, making it an increasingly attractive choice for global outsourcing<sup>1</sup>.

#### Regulatory Compliance

With more than 650 USFDA-approved plants, India has built a solid reputation for compliance with international standards, making it a reliable partner for pharmaceutical businesses around the world<sup>1</sup>.

### Technological Advancements and Government Support

#### Next-Gen Capabilities

The Indian CDMO ecosystem is evolving, embracing cutting-edge technologies in biologics, personalized medicine and digital manufacturing to meet the growing demand for complex formulations.

#### Policy Incentives

Government initiatives like Make in India, alongside the Production-Linked Incentive (PLI) schemes for pharmaceuticals, are fostering a strong, supportive environment that encourages ongoing growth and boosts global competitiveness.

### Market Demand and Strategic Positioning

#### Generics and Biosimilars Demand

India's established expertise in generics and biosimilars has made it a trusted partner, supplying affordable and scalable therapies to the global market.

#### End-to-End Partnerships

With end-to-end services that cover everything from formulation development to commercial manufacturing, Indian CDMOs are securing strong, lasting partnerships with pharmaceuticals across the globe.

### Market Expansion and Projections

#### Growth Trajectory

The Indian CDMO market is set to nearly double, growing from USD 22.51 billion in 2024 to USD 44.63 billion by 2029, clocking in a CAGR of 14.7%.

#### Rising Global Share

India's growing influence in the global CDMO market is strengthening its reputation as a rising leader in pharmaceutical outsourcing.

(Source: 1. India's Rise as a Global CDMO Powerhouse)

## Company Overview

FY 2025 is a landmark year for Innova Captab Limited (referred to as 'Innova', 'the Company', or 'We') as it nears the completion of its second decade of operations. Through continuous innovation and operational excellence, we have built a future-ready, fully integrated pharmaceutical Company, committed to delivering value across the healthcare spectrum.

Today, Innova is a reliable partner to more than 200 clients, including many of the largest companies in the Indian Pharmaceuticals Market, with presence extending to 30 international markets. The Company's comprehensive capabilities from branded generics and global formulations to CDMO services are supported by a wide portfolio of 3,300+ products and a domestic distribution network that reaches over 220,000+ pharmacies through more than 6,000+ distributors. Sharon has an established track record in formulation exports to regulated markets and robust API expertise. Sharon has marked our foray into new avenues. Further it has also helped in bringing operational synergies and cost efficiencies.



Further advancing our scale, we successfully commissioned a new greenfield facility in Kathua, Jammu during the year, augmenting our production capacity and enabling a broader product mix to serve evolving customer needs.

Our operations are supported by world-class infrastructure, comprising five advanced manufacturing facilities that encompass nine independent production blocks, approved by leading global regulators including WHO-GMP, EU-GMP and UK-MHRA.

We continue to stay committed to our goal of making high-quality, affordable healthcare more widely available. With innovation as a core strength and a track record of reliable delivery, Innova is prepared for long-term, responsible growth.

## Innova's Portfolio

01

### CDMO Services and Products

As a preferred CDMO partner for India's top pharmaceutical companies, including many of the largest industry players, Innova continues to build on its strength. Our CDMO offering, grounded in scale, quality and flexibility, provides end-to-end contract manufacturing solutions tailored to diverse client requirements.

Our extensive portfolio covers a variety of dosage forms, including oral solids, oral liquids, dry syrups, ointments and injectables. The recent commissioning of our greenfield facility in Kathua, Jammu, has broadened our capabilities, adding large-volume parenterals and respiratory resuples to our offering. This expansion enhances our position in high-growth product categories.

We have dedicated R&D centers that help us invest in creating better formulations and optimizing our processes, ensuring we stay quick, adaptable and compliant. In FY 2025, our CDMO vertical saw solid growth, increasing by 6.1% and contributing 53.1% to our overall revenue, which highlights how critical it is to our business.

**53%**

Contribution to Revenue

**200+**

No. of Customers

02

### Domestic Branded Generics

Our domestic formulations business is driven by Univentis Medicare Limited, our wholly owned subsidiary, which continues to strengthen its position in the Indian pharmaceutical market. With a reliable network of 6,000+ distributors and access to 220,000+ touchpoints nationwide, we ensure that our high-quality, affordable medicines are available across various regions.

With a strategically curated product range and strong market penetration, this vertical has consistently delivered growth. In FY 2025, it posted year-on-year growth of 20.8%, generating ₹ 2,307.03 million in revenue, reaffirming its important role in our overall business results.

**18%**

Contribution to Revenue

**2.2 lakh+**

Touchpoints



03

### International Branded Generics

Innova has made great strides in building a global presence, supplying high-quality generic medicines to 30 markets, primarily in emerging and semi-regulated geographies. In recently, the Company expanded into regulated markets like the UK and Canada, giving us access to new growth opportunities.

We have always focused on meeting regulatory standards, ensuring product quality and delivering reliably, which has helped us become a trusted name in global healthcare. This year, our international formulations business brought in ₹ 1,562.84 million, making up 12.6% of our total revenue.

**13%**

Contribution to Revenue

**30**

Countries



04

### Sharon

Sharon has an established track record in formulation exports to regulated markets and robust API expertise. Sharon has substantially enhanced our capabilities throughout the pharmaceutical value chain.

Sharon has marked our foray into new avenues. Further it has also helped in bringing operational synergies and cost efficiencies. It also strengthens our ability to serve regulated markets with greater agility and control. In FY 2025, Sharon reported revenue of ₹ 1,968.01 million.

Looking ahead, we plan to maximize the leverage provided by Sharon's infrastructure, regulatory strength and scientific expertise to scale both our formulations and API businesses.

**16%**

Contribution to Revenue

**Strong**

Footprint in regulated market



## Unlocking Potential: Kathua Plant and Research & Development Center

In FY 2025, we celebrated the commercialization of our state-of-the-art greenfield manufacturing facility in Kathua, Jammu. Operationalized in January 2025, the facility includes four specialized manufacturing blocks for cephalosporins, penicillin, penem and general categories. This new addition expands our dosage portfolio to now also include large and small volume parenterals and respiratory resuple products in addition to oral solids, dry syrups and dry powder injectables.

Having invested more than ₹ 480 crores, the Kathua, Jammu plant is set to be a key driver of future growth, offering the scale, flexibility and regulatory-ready infrastructure we need.

The Kathua, Jammu unit also qualifies for financial incentives under the New Central Sector Scheme (NCSS) for Industrial Development in Jammu & Kashmir. These incentives include a GST-linked incentive amounting to 300% of the investment in eligible plant and machinery and 6% per annum capital interest subvention on loan against eligible capex.

These benefits are expected to enhance overall viability of the project and accelerate returns on investment. These incentives will help improve long-term profitability and further strengthen our manufacturing competitiveness.

Innovation is at the core of Innova's approach to long-term value creation. Our R&D capabilities are continually evolving, aligning with global pharmaceutical trends and the needs of our clients. With a DSIR-recognized R&D center in Baddi, Himachal Pradesh and a team of more than 40 scientists and engineers, we are advancing the field of formulation science and driving product differentiation. The center is equipped with cutting-edge infrastructure to address complex development challenges, including immediate release, sustained release, nano-formulations and platforms for enhanced bioavailability. These capabilities support our work with CDMO clients and fuel our own branded generics and international formulations businesses.

Building on our commitment to innovation, we are in the final stages of setting up a second R&D center in Panchkula, Haryana which is expected to be operationalized by H2 FY 2026. This new facility will play a key role in expanding our portfolio of complex generics while fostering closer collaboration with global partners on differentiated, high entry-barrier products. It will greatly strengthen our formulation development capabilities and support the long-term sustainability of our pipeline.

With our enhanced R&D ecosystem and upgraded production capabilities, we are reaffirming our commitment to fostering innovation-led growth, ensuring operational excellence and delivering high-quality healthcare solutions across the globe.

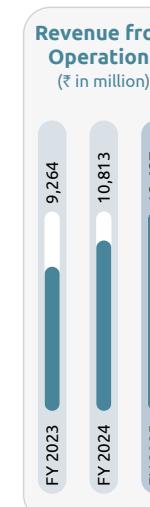
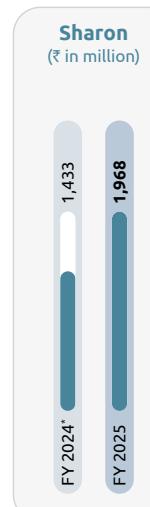
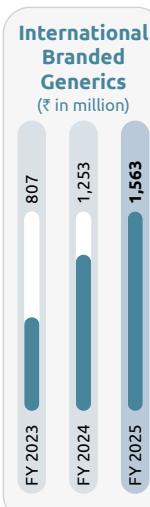
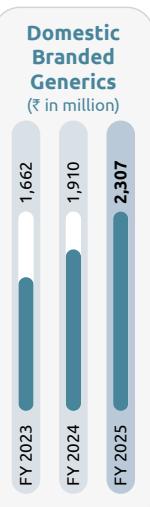
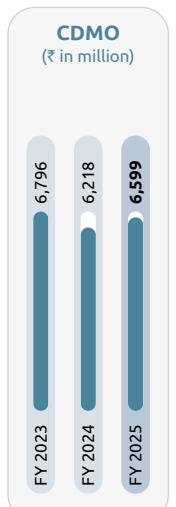


## Financial Performance Overview: FY 2024 to FY 2025

As Innova transitioned from FY 2024 to FY 2025, it demonstrated substantial financial growth, further reinforcing its strong market presence and operational prowess.

**Revenue Growth:** The Company's revenue for FY 2025 grew significantly, rising from ₹ 10,813.05 million in FY 2024 to ₹ 12,436.76 million. This jump underscores our efficient scalability. This growth underscores strong market demand, strategic execution and sustained customer engagement across key segments. The increase in consolidated revenue from operations was fueled by growth in all business areas.

- CDMO grew by 6.1% to ₹ 6,598.88 million primarily due to higher capacity utilization.
- International branded generics increased to ₹ 1,562.84 million with a growth rate of 24.7% as reflected in increase of number of products and countries.
- The revenue from operations in Sharon is ₹ 1,968.01 million.
- Domestic branded generics registered a growth of 20.8% to reach ₹ 2,307.03 million on account of increase in volumes.



\* Post-acquisition w.e.f. 30 June 2023.

### Profitability & Margins:

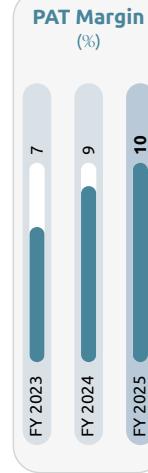
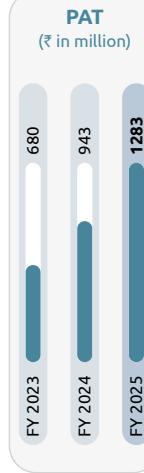
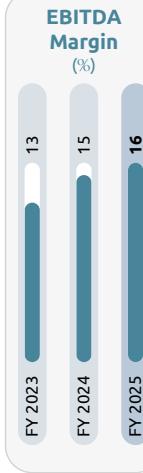
#### EBITDA Margin:

Improved from 15.4% in FY 2024 to 15.9% in FY 2025, mainly driven by improved gross conversion.

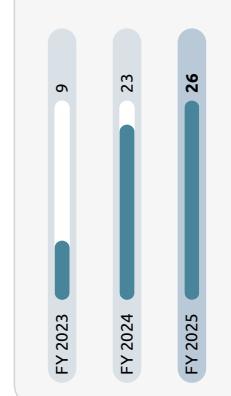
#### Profit after Tax (PAT):

Increased from ₹ 943.45 million in FY 2024 to ₹ 1,282.58 million in FY 2025, due to better EBITDA and savings in finance costs.

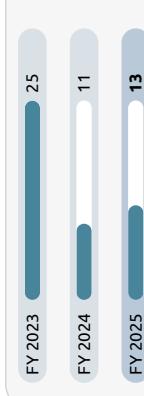
With a solid financial foundation and ongoing strategic investments, including the expansion of the Kathua, Jammu plant, Innova is set to continue driving long-term value and sustaining its growth momentum.



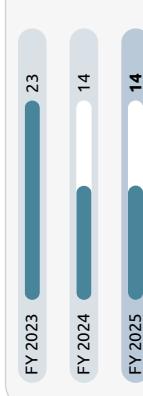
### Sales of Goods and Services outside India (% of Revenue)



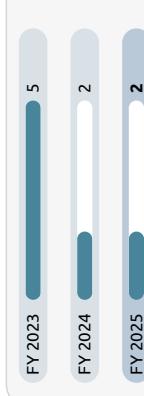
### ROE\* (%)



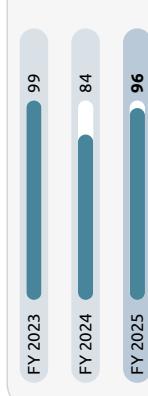
### ROCE\* (%)



### Fixed Asset Turnover Ratio (FATR)\*



### Working Capital Days (Days)



\* The ROE, ROCE and FATR have decreased primarily due to increase in equity pursuant to IPO and investment in Kathua, Jammu plant.

## Information Technology

Innova's strong and adaptable IT infrastructure forms the foundation of our operational excellence, enabling continuous business operations and compliance. By embedding digital transformation into everything we do, we have built an interconnected technology ecosystem that promotes agility, safeguards data integrity and ensures swift, responsive action across the Company.

With SAP go-live in Sharon, now all our Group companies have SAP-powered ERP system, with which we have ensured smooth integration between manufacturing, finance, supply chain and compliance functions, giving us real-time visibility that drives smarter decision-making. Meanwhile, our use of Laboratory

Information Management Systems (LIMS) and digital documentation tools has fast-tracked our journey to paperless operations, improving quality oversight and regulatory compliance.

Our approach to cybersecurity is built on a solid foundation of multi-layered security, ongoing audits, encrypted data and comprehensive disaster recovery systems. Coupled with standardized data backup practices, these safeguards ensure our enterprise assets remain protected. We also keep these defenses sharp, updating them regularly to tackle new challenges in the digital landscape.

Incorporating these key technological enhancements, Innova



is taking the steps needed to create a more secure and future-ready organization—fully equipped to keep pace with the dynamic changes in the pharmaceutical world.

## Environment, Health and Safety

Sustainability is a core value that shapes the Company's approach to growth. We are focused on reducing our environmental impact by incorporating responsible practices into every step of our value chain. As we expand our manufacturing operations, we stay committed to preserving the planet's resources and aligning our growth with the world's long-term well-being.

Our commitment to energy efficiency is a key element of our environmental strategy. Today, about one-third of our energy needs are met through renewable sources, helping us significantly cut down on carbon emissions. To further improve efficiency, we have introduced Heat Pumps for HVAC hot water and Variable Frequency Drives (VFDs) across pumps and blowers, optimizing energy usage.

Additionally, our switch from diesel to Agro Waste Briquettes in our boilers promotes cleaner energy and encourages sustainable agricultural waste management.

Our waste and water management strategy is designed for the long haul. Each of our facilities includes Effluent Treatment Plants that recycle wastewater for purposes like landscaping, sanitation and cooling. We have also introduced condensate recovery systems that recycle water back into our boilers, which helps to lower our overall use of fresh water. As part of our broader sustainability efforts, we have set an ambitious target to achieve water neutrality by 2030.

We view sustainability as a continuous journey, not a fixed destination. Our commitment is to constantly refine our practices, ensure compliance

with environmental regulations and challenge ourselves to redefine what responsible manufacturing can look like. Through these efforts, we aim to generate lasting value for our stakeholders while helping to build a healthier, more sustainable planet.



Annual Report 2024-25

## Risk Management

Innova's Risk Management Policy and Business Continuity Plan are carefully crafted to help us identify, evaluate and mitigate risks, ensuring our operations run smoothly even when challenges arise.

- Identify the Risk
- Continuous Assessment
- Assess the Risk
- Risk Mitigation Process
- Measure and Control

To safeguard the Company's stability, the Board has designated a Business Continuity Management (BCM) team that thoroughly evaluates all potential risks—both business-related and non-business. Our approach is thoughtful and balanced, addressing a wide range of risks, from Strategic and Regulatory to Legal, Financial, Operational and People Risks. The Board regularly reviews these risks and ensures that appropriate mitigation strategies are in place. For more information, our detailed Risk Management Policy is available on: <https://www.innovacaptab.com/docs/Risk%20Management%20Policy%202025-26.pdf>

Below are the primary risks Innova encounters, along with the measures taken to address them.

Key Risks	Mitigation Plan
<b>Competition &amp; Supplier Risk</b>	The Company is focused on building economies of scale into the business. It has strengthened its long-term relationships with customers and developed alternative suppliers to safeguard the raw material supply chain.
<b>Regulatory &amp; Secretarial Compliance Risks</b>	The Company has a framework in place to ensure timely compliance with regulatory and secretarial requirements.
<b>Legal Risks</b>	The legal and compliance team is dedicated to ensuring strict adherence to all relevant regulations. In close collaboration with the Board of Directors and senior management, they work tirelessly to uphold these regulatory standards. Additionally, the Company is in the process of implementing advanced compliance management software, further strengthening our commitment to regulatory excellence.
<b>Financial Risks</b>	The Company has a robust strategy and framework in place to ensure timely compliance with all applicable Acts, statutes, and internal control over financial reporting.
<b>Operational Risks</b>	The Company's facilities are all as per GMP standards. We also house a R&D team which does rigorous checks to ensure the quality and efficacy of the products as per customer standards.

## Social Responsibility and Employee Well-Being

We understand that our long-term success is closely linked to the well-being of our people and the communities we serve. That's why we are dedicated to creating a workplace that's inclusive, ethical and focused on growth—one that supports the welfare of our employees, champions human rights and fosters collective progress.

We have a firm stance against forced labor, child labor and human trafficking, with all our labor practices grounded in fairness and transparency. We promote open

dialogue through structured forums to address both personal and group concerns.

We place health, safety and personal growth at the core of our employee engagement approach. Our ISO 45001:2018 certification reflects our dedication to creating a safe work environment. To keep improving, we provide employees with an average of 40 training and awareness programmes each year, focusing on safety, compliance and enhancing skills.

We believe our responsibility goes beyond the workplace. We are deeply committed to supporting local communities through initiatives in education, healthcare and sustainable livelihoods. These efforts are guided by a strong governance framework, with policies like our Code of Conduct, Whistleblower Policy, Labor and Human Rights Policy and Anti-Discrimination Policy, all reinforcing our dedication to inclusive and responsible growth.

## Human Resources

Our team is the driving force behind everything we achieve. As of 31 March 2025, our team comprised 1,950 employees on a standalone basis and 2,914 on a Group level. Together, we work hand-in-hand, united by a common purpose and a commitment to making an impact.

At Innova, we prioritize creating a work environment that's built on respect, inclusivity and support. Whether in the office or across our various locations, we encourage open conversations and strong relationships within our teams. Our goal is to cultivate an atmosphere where everyone feels empowered to share their ideas and take pride in their contributions.

At Innova, hiring talented people is just the beginning. We believe in nurturing their growth every step of the way. Our regular training programs are designed to help employees keep their skills sharp and continue evolving throughout their careers. From technical expertise to leadership training, we equip our teams with the tools and knowledge they need to grow alongside the Company.

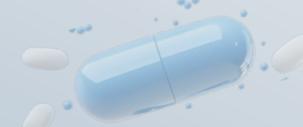
We are deeply committed to our employees' well-being. The Company actively ensures a safe, positive work environment and consistently explores new ways to make everyone feel more engaged and supported day in and day out. Our focus isn't just on productivity—it's about creating a space where people can thrive, do meaningful work, feel truly valued and grow with confidence at every stage of their journey.

## Internal Control Systems

Innova has put in place a robust financial control structure that keeps things running smoothly across all our operations. Our governance framework is designed to uphold transparency, protect our assets and manage financial risks effectively. These controls not only help prevent fraud but also identify mistakes, ensuring we stay in line with our internal policies and maintain reliable financial reporting.

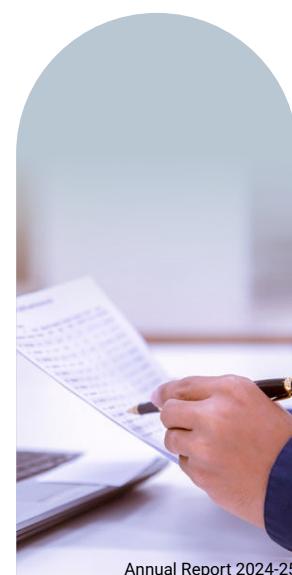
A central part of this framework is the regular assessment of control mechanisms through both internal and external audits. These reviews offer valuable insights that help Innova improve its financial systems in line with industry best practices. The audit results and recommendations are thoroughly examined by the relevant Board Committees, ensuring timely corrective actions are taken whenever needed.

Through the ongoing improvement of its financial controls and oversight processes, Innova strengthens its dedication to operational efficiency, regulatory adherence and long-term financial stability.



## Cautionary Statement

The financial statements appearing above are in conformity with the accounting principles generally accepted in India. The statements in the Management Discussion and Analysis Report, which may be considered 'forward-looking', within the meaning of applicable laws and regulations, have been based on current expectations and projections about future events. The actual results could differ from those expressed or implied. Important factors that could influence the Company's operations include global geopolitical shifts, economic developments within the country, demand and supply conditions in the industry, input prices, changes in Government regulations, tax laws and other factors, such as industrial relations. The Management cannot, however, guarantee that these 'forward-looking' statements will be realized or achieved.



## DIRECTORS' REPORT

Dear Members,

The Board of Directors ("the Board") of the Company is pleased to present the 21<sup>st</sup> Annual Report of Innova Captab Limited ("the Company" or "Innova") along with the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ("FY") ended 31 March 2025 (hereinafter referred as "FY 2025" or "during the year"). We appreciate the continued support and confidence of our shareholders. Your trust motivates us to work hard and focus on delivering steady progress and value.

### 1. FINANCIAL PERFORMANCE:

The Audited Financial Statements of the Company for FY 2025 are prepared in accordance with the relevant applicable Indian Accounting Standards ("Ind AS") and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The table below sets forth the key financial parameters of the Company's performance during the year under review:

Particulars	Standalone		Consolidated	
	FY 2025	FY 2024	FY 2025	FY 2024
Revenue from Operations	9,580.61	8,649.29	12,436.76	10,813.05
Other Income	167.75	107.18	120.45	124.89
<b>Total Income</b>	<b>9,748.36</b>	<b>8,756.47</b>	<b>12,557.21</b>	<b>10,937.94</b>
Total Expenses	8,549.45	7,819.49	10,847.05	9,642.65
Profit Before Tax	1,198.91	936.98	1,710.16	1,295.29
Total Tax Expenses	304.21	255.37	427.58	351.84
<b>Profit for the year</b>	<b>894.70</b>	<b>681.61</b>	<b>1,282.58</b>	<b>943.45</b>

### 2. REVIEW OF OPERATIONS AND STATE OF THE COMPANY'S AFFAIRS:

#### Standalone Performance

During the year under review, on standalone basis, revenue from operations increased by 10.8% to ₹ 9,580.61 million in FY 2025 from ₹ 8,649.29 million in FY 2024. This growth was mainly influenced by volume growth through better capacity utilization.

The EBITDA increased to ₹ 1,390.74 million from ₹ 1,186.88 million, demonstrating a growth of 17.2%.

The profit for FY 2025 was at ₹ 894.70 million, increasing by 31.3% from ₹ 681.61 million in FY 2024, as a result of increased EBITDA complemented by savings in finance cost.

#### Consolidated Performance

During the year under review, on consolidated basis, revenue from operations increased by 15.0% to ₹ 12,436.76 million in FY 2025 from ₹ 10,813.05 million in FY 2024. This growth was mainly due to better capacity utilization and volume growth across the entities.

The EBITDA increased by 18.7% to ₹ 1,982 million. The EBITDA margin also showed improvement to 15.9% in FY 2025 from 15.4% in FY 2024 primarily on account of better gross margin.

The profit for FY 2025 was at ₹ 1,282.58 million, increasing by 35.9% from ₹ 943.45 million in FY 2024, as a result of increased EBITDA and savings in finance cost due to repayments of borrowings post IPO.

#### Business areas

##### A. CDMO Business

The Contract Development and Manufacturing Organization ("CDMO") business continued to be the largest business area, contributing approximately 53.1% to the total revenue. Revenue from this business stood at ₹ 6,598.88 million in FY 2025, compared to ₹ 6,217.58 million in the previous year. Long-standing client relationships remain a cornerstone of this success, with almost 80% of revenue coming from clients we have served for more than five years. We continue to strengthen these partnerships, now serving 200+ clients, including some of the top pharmaceutical companies in India. Our offerings span a diverse range of formulations, including oral solids, injectables, and complex dosage forms. Our product offerings increased to 3,300+ from 2,900+ last year.

##### B. Domestic Branded Generics

The Company's domestic formulations business is driven by Univentis Medicare Limited, is wholly owned subsidiary, which continues to strengthen its position in the Indian pharmaceutical market. With a reliable network of 6,000+ distributors and access to 220,000+ touchpoints nationwide which ensure that our high-quality, affordable medicines are available across various regions. The product basket we offer has expanded to 750+ products as compared to 600+ last year. In FY 2025, it posted year-on-year impressive

revenue growth of 20.8%, generating ₹ 2,307.03 million in revenue, reaffirming its important role in overall business results of the Company.

#### C. International Branded Generics

The International Branded Generics Business registered impressive growth during the year, with revenue rising to ₹ 1,562.84 million from ₹ 1,252.85 million in FY 2024, reflecting a year-on-year increase of 24.7%. This business area now accounts for approximately 12.6% of the total revenue. The Company's foray into regulated markets such as the United Kingdom and Canada, combined with increased penetration across emerging markets, has positioned us well for sustained double-digit growth in this business. Company's branded generics portfolio is now expanded to 30 countries, underscoring our growing global presence and regulatory credibility.

#### D. Sharon

FY 2025 marked the first full year of integration following the acquisition of Sharon Bio-Medicine Limited in June 2023. Revenue from Sharon grew to ₹ 1,968.01 million in FY 2025, compared to ₹ 1,432.73 million in the prior year post acquisition on 30 June 2023, contributing 15.8% to our consolidated revenue from operations. Through careful integration, cost optimization and alignment of operations, we have enhanced profitability and unlocked synergies across the broader Innova platform. Sharon also strengthens Company's capability mix with its formulation and API manufacturing, aligned with global quality standards.

#### 3. TRANSFER TO RESERVES:

During FY 2025, the Company has not transferred any amount to Reserves. The Board of Directors has decided to retain the entire amount of profit for FY 2025 and re-invest the profits back into the Company to support its growth objectives.

#### 4. DIVIDEND:

With a purpose to allocate capital towards strategic expansion initiatives and in order to conserve the resources for the future business requirements of the Company, the Directors have decided not to recommend any dividend for the FY 2025 and this decision aligns with Company's commitment to sustainable growth and maximizing long-term shareholder value. The rationale for this approach has been detailed as under:

#### Funding High-Impact Expansion Projects

The Company is at a pivotal juncture, with opportunities to expand its operational footprint, enhance product offerings and enter high-growth markets. Key expansion initiatives may include acquisitions / operational scale-up / geographic expansion.

These projects require significant capital investment. By retaining earnings, the Company can fund these initiatives internally, reducing reliance on external financing such as debt or equity issuance, which may dilute shareholder value or increase financial risk.

#### Enhancing Long-Term Shareholder's Value

While dividend provide immediate returns, reinvesting profit into high-return projects is expected to yield greater value over time. Expansion initiatives are projected to increase revenue and profitability and strengthen competitive positioning of the Company while enhancing the long-term shareholder's value.

#### Financial Prudence and Flexibility

Withholding dividend strengthens the balance sheet, providing liquidity for expansion, risk mitigation towards any unforeseen economic downturn and lower financing costs.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company adopted the Dividend Distribution Policy setting out the broad principles for guiding the Board and the management in matters relating to declaration and distribution of dividend and the same is available on the website of the Company at <https://innovacaptab.com/docs/Dividend%20distribution%20policy.pdf>

#### 5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The Company is not required to transfer any amount of unpaid/unclaimed dividend or any other amount to the Investor Education and Protection Fund during the year under review.

#### 6. SHARE CAPITAL:

As on 31 March 2025 the Authorized Share Capital of the Company is ₹ 660,00,00,000.00 (Rupees Six Hundred Sixty million Only) consisting of:

1. 64,00,00,000 (Sixty-Four million) Equity Shares of ₹ 10.00 each and
2. 2,00,00,000 (Two million) Preference Shares of ₹ 10.00 each

The Paid-up Share Capital of the Company is ₹ 572,249,290.00 (Rupees Five Hundred Seventy-Two Million, Two Hundred Forty-Nine Thousand and Two Hundred Ninety only) divided into 57,224,929 equity shares of face value of ₹ 10.00 each.

During the year under review, no change occurred in the Capital Structure of the Company.

#### 7. DETAILS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

As on 31 March 2025 the Company had three (3) subsidiaries and there has been no material change in the nature of business of the subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act read with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing the salient features of Financial Statements of the Company's subsidiary(s) and their contribution to the overall performance of the Company in Form No. AOC-1 is appended as Annexure-A to the Board's Report.

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at <https://innovacaptab.com/docs/Policy%20determining%20material%20Subsidiaries.pdf>

There are no Associate Companies or Joint Venture Companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

The Financial Statement of the Subsidiary Companies has been prepared and consolidated with the Company and forms an integral part of this Report.

The Consolidated Financial Statements of the Company are prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and forms an integral part of this report.

Further, pursuant to the provisions of Section 136 of the Act, the Standalone and Consolidated Financial Statements of the Company along with relevant documents and separate Audited Financial Statements in respect of subsidiaries, are available on the website of the Company at <https://innovacaptab.com/investor-Resources.php>

#### 8. CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:

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

#### 9. KATHUA, JAMMU MANUFACTURING UNIT:

The Company has successfully commissioned a new greenfield facility in Kathua, Jammu during the FY 2025 w.e.f. 14 January 2025 and same has been intimated to the Stock exchanges vide letter dated 14 January 2025.

Total project cost for the Jammu Facility was ₹ 4,874.30 million. The facility comprises of four dedicated manufacturing blocks - Penam, Penicillin, Cephalosporin and General injectables. While Cephalosporin is an expansion to Company's current product offerings, Penam and Penicillin are new to the basket. Also, from the General block we have introduced new dosage forms being injectables i.e. large & small volume parenterals and resuples. The Company is also poised to benefit from the Central Government's 'New Central Sector Scheme' which offers GST linked incentives of 300% investment made in eligible Plant & Machinery, available over a period of ten years and capital interest subvention of 6% per annum on loan availed on eligible Plant & Machinery. With this expansion, the Company, at a consolidated level, now has total five facilities comprising of nine independent manufacturing blocks.

#### 10. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act 2013, read with Companies (Acceptance of Deposits) Rules, 2014. As on 31 March 2025 there were no deposits lying unpaid or unclaimed.

#### 11. CREDIT RATING:

The Company's financial discipline and prudence is reflected in the strong credit ratings by rating agencies. The details of credit ratings are disclosed in the Corporate Governance Report which forms part of this Annual Report.

#### 12. DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL:

##### 1. Board of Directors:

The Board is central to the Company's corporate governance framework and remains committed to upholding sound governance practices. It plays an essential role in overseeing management to ensure that the interest of members and other stakeholders are addressed in both the short-and long-term.

The composition of the Board is in conformity with Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 which, inter alia, stipulates that the Board should have an optimum combination of executive and non-executive directors. The composition of Board of Directors are as follows:

Name of the Director	Designation
Mr. Manoj Kumar Lohariwala	Chairman and Whole-Time Director
Mr. Vinay Lohariwala	Managing Director
Mr. Jayant Vasudeo Rao	Whole-Time Director
Mr. Archit Aggarwal	Non-Executive - Non-Independent Director
Mr. Sudhir Kumar Bassi	Non-Executive - Independent Director
Ms. Priyanka Dixit Sibal	Non-Executive - Independent Director
Mr. Mahendar Korthiwada	Non-Executive - Independent Director
Mr. Shirish Gundopant Belapure	Non-Executive - Independent Director

The Board of Directors of the Company is led by the Chairman and comprises of Eight (8) Directors, consisting of Two (2) Whole-Time Directors, One (1) Managing Director, Four (4) Non-Executive Independent Directors (including One (1) Woman Independent Director) and One (1) Non-Executive Non-Independent Director.

The details of the Board and Committee composition, tenure of directors, areas of expertise and other details are available in the Corporate Governance Report which forms part of this Annual Report.

Pursuant to the provisions of Section 149 of the Act and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Independent Directors have submitted declarations stating that each of them fulfils the criteria of independence as provided in Section 149(6) of the Act along with rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In the opinion of the Board, the Independent Directors are competent, experienced, proficient and possess the necessary expertise and integrity to discharge their duties and functions as Independent Directors. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

None of the Company's Directors are disqualified from being appointed as a director as specified in Section 164 of the Act. All Directors have further confirmed that they are not debarred from holding the office of a director under any order from SEBI or any other such authority.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Archit Aggarwal (DIN: 08127356), Non-Executive-Non-Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, has offered himself for re-appointment. In compliance with Secretarial Standard-2, the brief resume, expertise and other details of Mr. Archit Aggarwal is given in the notice convening this AGM. Based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board has recommended his reappointment as Director at the ensuing AGM.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, reimbursement of expenses incurred by them for the purpose of attending meetings of the Board and its Committees or other Company events and any other transactions as approved by the Audit Committee or the Board which are disclosed under the Notes to Accounts of Financial Statements. For more details about the Directors, please refer to the Corporate Governance Report.

## 2. Change in Key Managerial Personnel ("KMP"):

During the year under review, there has been no change in the Key Managerial Personnels ("KMP") of the Company. Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel ("KMP") of the Company as on the date of this report are:

Name of the Key Managerial Personnel	Designation
Mr. Manoj Kumar Lohariwala	Chairman and Whole-Time Director
Mr. Vinay Lohariwala	Managing Director
Mr. Jayant Vasudeo Rao	Whole-Time Director
Mr. Lokesh Bhasin	Chief Financial Officer
Mr. Mukeshkumar Siyaram Singh	Key Managerial Personnel
Ms. Neeharika Shukla	Company Secretary and Compliance Officer

## 3. Appointment and Resignation of Senior Managerial Personnel ("SMP"):

During the year under review, there has been no change in the Senior Managerial Personnel ("SMP") of the Company.

The Senior Managerial Personnel ("SMP") of the Company as on the date of this report are:

Name of the Senior Managerial Personnel	Designation
Mr. Jayant Vasudeo Rao	Whole-Time Director
Mr. Lokesh Bhasin	Chief Financial Officer
Mr. Mukeshkumar Siyaram Singh	Key Managerial Personnel
Ms. Neeharika Shukla	Company Secretary and Compliance Officer

## 13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The Company on recommendation of its Nomination and Remuneration Committee has laid down a Nomination and Remuneration Policy, in compliance with Section 178(3) of the Companies Act, 2013 read with the Rules made therein and Regulation 19(4) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with the Stock Exchanges (as amended from time to time).

The Company affirms that the remuneration paid to the Directors are as per the terms laid out in the Nomination and Remuneration Policy of the Company.

The Nomination and Remuneration Policy of the Company for appointment and remuneration of Directors, Senior Management Personnel including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is available on the Company's website at <https://innovacaptab.com/docs/Nomination%20&%20Remuneration.pdf>

## 14. PARTICULARS OF REMUNERATION:

The percentage increase in remuneration, ratio of remuneration of each Director and Key Managerial

Personnel ("KMP") (as required under the Act) to the median of employees' remuneration, as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in Annexure-B of this report.

Details of employees' remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be made available before the Annual General Meeting in electronic mode to any shareholder upon request sent at [investors@innovacaptab.com](mailto:investors@innovacaptab.com).

## 15. HUMAN RESOURCES AND EMPLOYEE RELATIONS:

The number of employees in the Company as on 31 March 2025 was 1,950. The Company places great emphasis on ensuring gender diversity within the organization, as at the financial year-end 3.44% of the employees were female. The Company is putting in efforts in this aspect to improve gender ratio.

The Company is committed to maintain a high level of compliance with the applicable labour laws and has implemented various policies and process to ensure timely completion of all periodic labour compliances and for monitoring and maintaining the status of compliances on an on-going basis.

The Company is also pleased to announce that it has implemented various initiatives for the benefit of its employees, such as milestone/stage based project management, leverage automation to streamline operations and well-being initiatives viz. health & fitness initiatives, employee engagement activities, work-life balance via streamlined work timings, monthly satisfaction surveys, employee training & skill enhancement and rewards & recognition/belongingness.

#### 16. ANNUAL RETURN:

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is available on Company's website at <https://www.innovacaptab.com/investor-Resources.php#:~:text=View,Annual%20Returns,%2B>

#### 17. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Board of Directors hereby state and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period;
- we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, to the extent applicable, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- we have prepared the annual accounts on a going concern basis;
- we have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board meets at regular intervals to discuss and decide on Company's business policy and strategies apart from other urgent business matters.

During the year under review, Five (5) meetings of the Board of Directors were convened. The intervening gap between two consecutive meetings was within the maximum period mentioned under Section 173 of the Companies Act, 2013, Secretarial Standard on Board Meetings (SS-1) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended from time to time. The detailed information on the meetings of the Board is included in the Corporate Governance Report which forms part of this Annual Report.

#### 19. ANNUAL EVALUATION OF PERFORMANCE BY THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS:

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board along with performance evaluation of each Director to be carried out on an annual basis. The performance evaluation was carried out by the Nomination and Remuneration Committee in its meeting held on 19 March 2025. The recommendations of the Committee were subsequently considered by the Board at its meeting held on 19 May 2025, thereby concluding the performance evaluation process.

The evaluation was conducted via a questionnaire containing qualitative questions with responses provided on a rating scale. Evaluation was based on criteria such as the composition of the Board and its Committees, their functioning, communication between the Board, its Committees and the management of the Company and performance of the Directors and Chairperson of the Board based on their participation in effective decision making and their leadership abilities.

The outcome of the performance evaluation as carried out on the basis of the above mechanism was discussed by the Nomination and Remuneration Committee and the Board at their respective meetings and noted the performance to be satisfactory and it also reflected the commitment of the Board members and its Committees to the Company.

#### 20. SEPARATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting

of the Independent Directors of the Company was held on 19 March 2025 to review, among other things, the performance of Non-Independent Directors and the Board as a whole, evaluation of the performance of the Chairman and the flow of communication between the Board and the management of the Company.

#### 21. COMMITTEES OF THE BOARD:

During the year under review, there were no change in the composition of the Committees of the Board. As on the date of this Report, the following are the Committees of the Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

The composition of various Committees and meetings held is detailed below:

##### a. AUDIT COMMITTEE:

The Audit Committee is duly constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee met Four (4) times during the FY 2025. The Company Secretary of the Company acts as a Secretary to the Committee.

The details including composition of the Audit Committee, terms of reference, attendance etc., are included in the Corporate Governance Report which is a part of this Annual Report.

During the year under review, the Board has accepted all recommendations of the Audit Committee and accordingly, no disclosure is required to be made in respect of non-acceptance of any recommendation of the Audit Committee by the Board.

##### b. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee is duly constituted in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee met Two (2) times during the FY 2025.

The details including composition of the Nomination and Remuneration Committee, terms of reference, attendance etc., are included in the Corporate Governance Report which is a part of this Annual Report.

##### c. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee was duly constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders' Relationship Committee met One (1) time during the FY 2025.

The details including composition of the Stakeholders' Relationship Committee, terms of reference, attendance etc., are included in the Corporate Governance Report which is a part of this Annual Report.

##### d. CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITTEE:

The Corporate Social Responsibility ("CSR") Committee is duly constituted in accordance with the provision of Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee met One (1) time during the FY 2025.

The details, including composition of the Corporate Social Responsibility Committee, terms of reference, attendance etc., are included in the Corporate Governance Report which is a part of this Annual Report.

##### e. RISK MANAGEMENT COMMITTEE:

The Risk Management Committee was duly constituted pursuant the provisions of the Companies Act, 2013 and Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Risk Management Committee met Two (2) times during the FY 2025.

The Company has a well-defined Risk Management Policy and framework which sets out the objectives and elements of risk management within the Company and helps to promote risk awareness across the organization and integrate risk management within the corporate culture. The Risk Management Policy inter-alia includes well defined risk management roles within the Company, risk appetite and risk

tolerance capacity of the Company, identification and assessment of the likelihood and impact of risk, risk handling and response strategy and reporting of existing and new risks associated with the Company's activities in a structured manner. This facilitates timely and effective management of risks and opportunities and achievement of the Company's objectives.

The Board, the Audit Committee and the Risk Management Committee have the responsibility for overseeing all risks. The Risk Management Committee is, inter-alia, authorized to monitor and review the risk assessment, mitigation and risk management plans for the Company from time to time and report the existence, adequacy, and effectiveness of the above process to the Board on a periodic basis.

The details including composition of the Risk Management Committee, terms of reference, attendance are included in the Corporate Governance Report which is a part of this Annual Report.

## 22. AUDITORS:

### a) Statutory Auditors and Statutory Auditor's Report:

M/s. BSR & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022) were re-appointed as Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of 17<sup>th</sup> Annual General Meeting of the Company held on 30 November 2021 till the conclusion of 22<sup>nd</sup> AGM to be held in the FY 2026 at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Company and the Auditor.

Pursuant to Section 139 and 141 of the Act and relevant Rules prescribed thereunder, the Statutory Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company. There were no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditor in their Report. The Notes to the Financial Statements referred in the Auditor's Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The Auditor's Report is enclosed with the Financial Statements in this Annual Report.

### b) Cost Auditors:

Pursuant to the provisions of 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 is required to maintain Cost Records and have them audited every year. Accordingly, the Company has made and maintained the cost accounts and records as required.

Based on recommendation of the Audit Committee and approved by the Board, **M/s. Gurvinder Chopra & Co., Cost Accountant, (Firm Registration Number 100260)**, are appointed as the Cost Auditors of the Company to carry out audit of the cost records of the Company for the FY 2025.

The resolution seeking ratification of the remuneration to the said cost auditors for the FY 2026 is set out in the Notice calling the 21<sup>st</sup> Annual General Meeting of the Company. The Cost Auditors have confirmed that their appointment is within the limits of Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment within the meaning of Section 141(3) & (4) read with proviso to Section 148(3) of the Act.

### c) Secretarial Auditors and Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, **M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries (FCS No. 9372, C.P. No. 8545, Peer Review S2009PB119300)**, were appointed as the Secretarial Auditors to undertake the Secretarial Audit of the Company for the FY 2025. The Secretarial Audit Report in the prescribed Form No. MR-3 of the Company received from **M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries (FCS No. 9372)** for the year ended 31 March 2025 is annexed as **Annexure-C** and forms part of this report.

There are no qualifications or observations or adverse remarks or disclaimer of the Secretarial Auditors in its Report.

As on 31 March 2025 the Company has 2 material subsidiary(ies) viz. Univentis Medicare Limited and Sharon Bio-Medicine Limited. Therefore, as per the requirement of Regulation 24A of Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Report of the Material Unlisted Indian Subsidiary(ies) of the Company for the FY 2025 as received from **M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries and M/s. Prakul & Kunwarpreet LLP, Practicing Company Secretaries**, respectively is annexed as **Annexure-C** and forms part of this report.

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, issued by Securities and Exchange Board of India, the Company has obtained Annual Secretarial Compliance Report for the FY 2025, from **M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries** on compliance of all applicable SEBI Regulations and circulars / guidelines issued thereunder and the copy of the same has been submitted to the Stock Exchanges on 15 May 2025.

Further, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12 December 2024, the Board of Directors have approved and recommended the appointment of **M/s. Jaspreet Dhawan & Associates, Peer Reviewed Firm of Practicing Company Secretaries (FCS No. 9372, COP No. 8545)** as the Secretarial Auditors of the Company for a term of upto 5 consecutive years from the conclusion of ensuing AGM till the conclusion of AGM of the Company to be held in the Year 2029-30. The resolution seeking approval of shareholders for the same is set out in the Notice calling the 21<sup>st</sup> Annual General Meeting of the Company.

**M/s. Jaspreet Dhawan & Associates** have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified in the Act & Rules made thereunder and SEBI (LODR) Regulations, 2015 and as given in SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of disqualifications in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations, 2015

and as mentioned in SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

### d) Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, **M/s. Goel Anish & Associates, Chartered Accountants (Firm Registration Number 036505N)** were appointed as the Internal Auditors to conduct the Internal Audit for the FY 2025 of the Company.

## 23. MAINTENENCE OF THE COST RECORDS:

For the FY 2025, the provisions of Cost Audit as specified by the Central Government under Section 148 of the Act read with the Rules framed thereunder, were applicable to the Company. As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 the Company was required to maintain cost records for the FY 2025 and accordingly, such accounts and records are maintained.

## 24. DETAILS IN RESPECT OF FRAUD REPORTED BY AUDITORS:

Pursuant to Section 143(12) of the Companies Act, 2013, during the year under review there were no frauds reported by the Statutory Auditors, Internal Auditors, Cost Auditors and Secretarial Auditors of the Company to the Audit Committee or the Board of Director. Hence, there is nothing to report under Section 134(3)(ca) of the Companies Act, 2013.

## 25. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, is available as separate section of this Annual Report.

## 26. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:

The Securities and Exchange Board of India ("SEBI"), in May 2021, introduced new sustainability related reporting requirements to be reported in the specific format of Business Responsibility and Sustainability Report ("BRSR"). Pursuant to the same, SEBI has mandated top 1,000 listed companies, based on market capitalization, to submit BRSR in the format as specified by SEBI from time to time. The same is available as separate section as a part of this Annual Report.

#### 27. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

The Audit Committee evaluates the efficiency and adequacy of Financial Control System in the Company, its compliance with operating systems, accounting procedures at all locations of the Company and strives to maintain a high Standard of Internal Financial Control.

During the year under review, no material or serious observation has been received from the Auditors of the Company citing inefficiency or inadequacy of such controls. An extensive internal audit was carried out by **M/s. Goel Anish & Associates, Chartered Accountants** and post audit reviews were also carried out to ensure follow up on the observations made.

#### 28. VIGIL MECHANISM POLICY:

The Company has adopted a Vigil Mechanism and Whistle Blower Policy and has established a vigil mechanism for directors and employees in confirmation with Section 177 of the Act and the Rules framed thereunder and Regulation 22 of the Listing Regulations to report their concerns. For more details on the Vigil Mechanism and Whistle Blower Policy, please refer to the Corporate Governance Report.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages the employees to raise their genuine concerns without fear of criticism. Therefore, Company has Vigil Mechanism and Whistle Blower Policy and has established necessary framework to protect genuine whistle blowers, employees, third parties from any unfair treatment. A report on the whistle-blower complaints, as received, is placed on quarterly basis before the Audit Committee for its review.

The Vigil Mechanism and Whistle Blower Policy is available on the website of the Company at <https://innovacaptab.com/docs/Vigil%20Mechanism%20Whistle%20Blower%20Policy.pdf>

#### 29. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company believes that while the growth and success of our business is our priority, we can reach

our greater goals only if we cater to the needs of the communities where we operate. The Community development involves implementing a long-term plan to establish a supportive and lasting framework for the progress of communities. As a result, the Company's approach to CSR extends beyond fulfilling legal obligations and instead focuses on generating social and environmental benefits.

The CSR committee of the Board oversees and guides our CSR approach and deployment in line with the CSR policy adopted by the Board. The CSR Policy covers the focus/thrust areas around which the CSR programs, projects and activities are planned for creating a significant positive impact on targeted stakeholder groups. During the year under review, the CSR efforts of the Company continued to be directed towards its focus areas in line with the Company's CSR Policy positively.

A brief outline of the Policy on Corporate Social Responsibility is available on the website of the Company at <https://innovacaptab.com/docs/Corporate%20Social%20Responsibility%20Policy.pdf>

The Annual Report on CSR activities is enclosed as **Annexure-D**.

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

The Company consciously makes all efforts to conserve energy across its operations. The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure-E** and forms part of this Annual Report.

#### 31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

In accordance with the provisions of Section 186 of the Act, the details of Loans, Guarantees given and Investments made by the Company as on 31 March 2025 are provided in the notes to the accounts of the Standalone Financial Statements which forms part of this Annual Report.

#### 32. DIRECTORS & OFFICERS LIABILITY INSURANCE:

The Company has in place the Directors & Officers Liability Insurance (D&O) for all its Directors (including Independent Directors) and Officers of the Company in line with Regulation 25(10) of the SEBI Listing Regulations.

#### 33. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has formulated a Policy on materiality of related party transactions and dealing with related party transactions and the same has been hosted on Company's website at <https://innovacaptab.com/investor-Resources.php>

The Company has in place a robust process for approval of Related Party Transactions and dealing with Related Parties. As per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, all the applicable related party transactions are placed before the Audit Committee for their review and approval. Further, prior to entering into related party transactions of repetitive nature and in the ordinary course of business at an arms' length basis, omnibus approval of the Audit Committee is obtained. Further, the Company has not entered into any material related party transaction during the year except with its wholly owned subsidiary. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2 is not applicable to the Company, since there were no material transactions with related parties.

All the transactions entered during the financial year under review with the related parties as referred to in Section 188 of the Act were in the ordinary course of the business and on the arm's length basis and are reported /stated in the Notes to the Accounts of the Standalone Financial Statements of the Company which forms part of this Annual Report.

#### 34. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The Board of Directors of the Company had approved the shifting of registered office vide Board Meeting dated 19 May 2025 from existing registered office 601, Proxima, Plot No 19, Sector 30A Vashi, Navi, Maharashtra, Mumbai- 400705 to 1513, 15<sup>th</sup> Floor, Satra Plaza, CHS Ltd. Plot No. 19&20, Sector-19D, Vashi, Navi Mumbai-400703, Maharashtra, India and there is no impact on financial position of the Company due to shifting of Registered Office.

No material changes or commitments affecting the financial position of the Company occurred between

the end of the Financial Year to which these Financial Statements relate and the date of this report, except as disclosed in this Annual Report.

#### 35. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONETIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

The Company was not required to obtain this valuation report.

#### 36. DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE:

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company or will have bearing on Company's operations.

#### 37. RISK AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy and Business Continuity Plan to

- Identify the Risk
- Assessment of Risk
- Measurement and Control
- Continuous Assessment
- Risk mitigation process

A detailed exercise is carried out as per Business Continuity Management ("BCM") and Standard Operating Procedure ("SOP") designated by the Board to identify, evaluate, manage and monitor both business and non-business risk. In this regard, the Company continues to exercise prudence on its Strategic Risks, Regulatory Risks, Legal and Secretarial Compliance Risks, Financial Risks, Operational Risks, People Risks along with some other risk which might affect business operation. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework. A copy of the Risk Management Policy is placed on the Company's website [www.innovacaptab.com](https://www.innovacaptab.com) and can be accessed at <https://www.innovacaptab.com/docs/Risk%20Management%20Policy%202025-26.pdf>

The following are the key risks faced by the Company and mitigation plans for each of those risks:

Risk	Mitigation Plan
Competition & Supplier Risk	The Company is focused on building economies of scale into the business. It has strengthened its long-term relationships with customers and developed alternative suppliers to safeguard the raw material supply chain.
Regulatory & Secretarial Compliance Risks	The Company has a framework in place to ensure timely compliance with regulatory and secretarial requirements.
Legal Risks	The legal and compliance team is dedicated to ensure strict adherence to all relevant regulations. In close collaboration with the Board of Directors and senior management, they work tirelessly to uphold these regulatory standards. Additionally, the Company is in the process of implementing advanced compliance management software, further strengthening our commitment to regulatory excellence.
Financials Risks	The Company has robust strategy and framework in place to timely Compliances of all applicable Acts, Statutes and Internal Control over Financial Reporting.
Operational Risks	The Company's all facilities are as per GMP standards. The Company has its in-house R&D team which does rigorous checks to ensure the quality and efficacy of the products as per customer standards.

Pursuant to Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors have constituted Risk Management Committee for monitoring and reviewing of the risk assessment, mitigation and risk management plan from time to time.

#### 38. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and has complied with all the applicable provisions of the during the year under review.

#### 39. PREVENTION OF INSIDER TRADING:

For dealing in shares and Unpublished Price Sensitive Information ("UPSI") of the Company and in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations) the Company has formulated and adopted the following policies:

- Code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders.
- Code of practices and procedures for fair disclosure of UPSI.

The aforesaid policies and codes are designed to maintain the highest ethical standards of trading in securities of the Company, to regulate, monitor and ensure pre-clearance and reporting of trades by the Designated Persons (including their immediate relatives) identified basis their functional role/ seniority in the Company/ its wholly owned subsidiary Company (including step down subsidiary), advise designated persons and employees on protection of UPSI and on the compliances and procedures to be followed while dealing with securities and UPSI of the Company including entry in Structured

Digital Database, investigation procedure in case of leak/suspected leak of UPSI and cautions them of the consequences of violations. The said Code is available on the website of the Company at <https://www.innovacaptab.com/docs/Code%20of%20internal%20procedures%20and%20conduct%20for%20regulating.%20monitoring.pdf>

<https://innovacaptab.com/docs/Code%20of%20practices%20and%20procedures%20for%20fair%20disclosure%20of%20UPSI.pdf>

#### 40. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment ("POSH" policy) at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under to provide a safe and harassment free workplace for every individual working in any office of the Company.

The Company has duly set up an Internal Complaints Committee ("ICC") in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The Company did not receive any complaint of sexual harassment during the year under review.

#### 41. OTHER INFORMATION:

##### a. Green Initiative:

In support of the "Green Initiative" undertaken by the Ministry of Corporate Affairs ("MCA"), to contribute towards a greener environment, the Company has adopted and implemented this initiative. Accordingly, as permitted, delivery of notices, documents, annual reports and other communications are being sent to members via electronic mode.

##### b. General:

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise;
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme;

- Buy back of the shares of the Company;
- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016;
- There was no instance of onetime settlement with any Bank or Financial Institution.

#### 42. ACKNOWLEDGEMENT:

The Directors also acknowledges and appreciates the contribution made by dedicated and loyal and all past and present employees at all levels of the Company for their hard work, dedication, commitment and efforts. The Directors also wish to place on record their appreciation for the continuous co-operation, assistance and support extended by all stakeholders, Government Authorities, Financial Institutions, Banks, Customers, Dealers, Suppliers etc. of the Company.

**For and on behalf of the Board of Directors**  
**Innova Captab Limited**

**Manoj Kumar Lohariwala**

Place: Panchkula Chairman and Whole-Time Director  
 Date: 19 May 2025 DIN: 00144656

## ANNEXURE A

### FORM NO. AOC.1

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

#### Part "A": Subsidiaries

(₹ in million)

Name of the Subsidiary Company	Univentis Medicare Limited
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period.	31 March 2025
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Reporting currency: INR Exchange rate: N.A.
Share capital	1.50
Reserves & surplus	785.00
Total assets	2,622.02
Total liabilities	1,835.52
Investments	10.00
Revenue from operation	2,391.20
Profit before taxation	191.04
Total tax expenses	45.43
Profit after taxation	145.61
Proposed Dividend	NIL
% of shareholding	100
Date on which it became the Subsidiary of the Company	31 December 2021

(Amount in ₹)

Name of the Subsidiary Company	Univentis Foundation*
Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	31 March 2025
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Reporting currency: INR Exchange rate: N.A.
Share capital	N.A.
Reserves & surplus (Accumulated Fund)	737,565.00
Total assets	796,765.00
Total liabilities	59,200.00
Investments	100,000.00
Receipts	5,432,617.00
Excess of income over expenditure	(236,931.00)
Date on which it became the Subsidiary of the Company	14 June 2021

\*Univentis Foundation is a Trust and hence the details provided in the table has to be construed accordingly.

#### Annexure A (Contd.)

		(₹ in million)
Name of the Subsidiary Company	Sharon Bio-Medicine Limited	
Reporting period for the subsidiary concerned, if different from the holding Company's reporting period.		31 March 2025
Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries		Reporting currency: INR Exchange rate: N.A.
Share capital		0.05
Reserves & surplus (Accumulated Fund)		488.26
Total assets		2,132.25
Total liabilities		1,643.94
Investments		0.00
Revenue from operation		1,974.83
Profit before taxation		310.31
Total tax expenses		78.52
Profit after taxation		231.79
Proposed Dividend		NIL
Date on which it became the step-down subsidiary of the Company		30 June 2023

NOTE:

- There are no subsidiaries which are yet to commence operations
- There are no subsidiaries which have been liquidated or sold during the year.

#### Part "B": Associates and Joint Ventures

Not Applicable as the Company does not have any Associate and Joint Venture.

For and on behalf of the Board of Directors  
of Innova Captab Limited

Place: Panchkula

Date: 19 May 2025

Manoj Kumar Lohariwala

Chairman and Whole-Time Director

DIN: 00144656

## ANNEXURE B

Details of Remuneration as required under section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 2025 is as under:

Sl. no	Name of Director/ KMP	Designation	Remuneration of Director / KMP (In ₹)		% Increase in Remuneration in the FY 2025	Ratio of Remuneration of each Director/KMP to median remuneration of the employees
			FY 2024	FY 2025		
1	Mr. Manoj Kumar Lohariwala	Chairman and Whole-Time Director	6,200,000.00	10,043,108.00	62%	64 : 1
2	Mr. Vinay Lohariwala	Managing Director	6,200,000.00	10,043,108.00	62%	64 : 1
3	Mr. Jayant Vasudeo Rao	Whole-Time Director	1,605,200.00	1,760,200.00	10%	11 : 1
4	Mr. Archit Aggarwal*	Non-Executive Non-Independent Director	NA	NA	NA	NA
5	Mr. Sudhir Kumar Bassi**	Non-Executive Independent Director	1,370,000.00	610,000.00	(55)%	4 : 1
6	Ms. Priyanka Dixit Sibal**	Non-Executive Independent Director	810,000.00	330,000.00	(59)%	2 : 1
7	Mr. Mahendar Korthiwada**	Non-Executive Independent Director	1,170,000.00	440,000.00	(62)%	3 : 1
8	Mr. Shirish Gundopant Belapure**	Non-Executive Independent Director	1,100,000.00	330,000.00	(70)%	2 : 1
9	Mr. Lokesh Bhasin***	Chief Financial Officer	930,064.00	6,509,035.00	600%	42 : 1
10	Mr. Mukeshkumar Siyaram Singh	Key Managerial Personnel ("KMP")	1,566,000.00	3,025,359.00	93%	19 : 1
11	Ms. Neeharika Shukla	Company Secretary and Compliance Officer	658,784.00	957,288.00	45%	6 : 1

\* Mr. Archit Aggarwal, Non-Executive Non-Independent Director, is not drawing any remuneration/ sitting fees.

\*\* Decrease in sitting fees of Non-Executive Independent Director (from sl.no 5 to sl.no 8) due to change in frequency of Board and Committee meeting during FY 2025.

\*\*\*Mr. Lokesh Bhasin was appointed Chief Financial Officer ("CFO") as on 30 March 2024.

II. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the FY 2025: Refer the Table at Point No. I above.

### Annexure B (Contd.)

III. The percentage increase in the median remuneration of employees during the FY 2025: In the FY 2025, there was an increase of 5.30% in the median remuneration of employees of the Company.

IV. The number of permanent employees on the rolls of Company. There were 1,950 permanent employees on the rolls of the Company as on 31 March 2025.

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NA

VI. The key parameters for any variable component of remuneration availed by the directors: NA

VII. Affirmation that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration paid to the Directors, KMPs and other employees is as per the Policy for remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

VIII. The names of the top ten employees in terms of remuneration drawn in FY 2025:

#### Name of Employee

Mr. Sanjeev Mahajan

Mr. Sujit Kumar Dana

Mr. Satyendra Kumar

Mr. Arvind Kumar Singh

Mr. Girdhari Lal Yadav

Mr. Jatinder Singh Mahant

Mr. Rajesh Kumar Sharma

#### Name of Employee

Mr. Tarang Sharma

Mr. Himanshu Agarwal

Mr. Abhinav Upadhyaya

(a) Number of employees with remuneration drawn during the year of Rupees One Crore Two lakhs or more: Nil

(b) Top ten employees in terms of remuneration drawn during the year and employees employed for part of the financial year with remuneration drawn during the year of Rupees Eight lakhs fifty thousand or more per month: Nil

(c) Top ten employees employed throughout the financial year or part thereof, who were in receipt of aggregate remuneration in that year, at a rate which, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company: NA

The statement as required under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 containing the aforesaid details, shall be made available to any shareholder on a specific request made by them in writing to the Company at [cs\\_icl@innovacaptab.com](mailto:cs_icl@innovacaptab.com).

For and on behalf of the Board of Directors  
of Innova Captab Limited

Manoj Kumar Lohariwala

Place: Panchkula Chairman and Whole-Time Director  
Date: 19 May 2025 DIN: 00144656

## ANNEXURE C

### FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31 March 2025

[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,  
Innova Captab Limited  
601, Proxima, Plot No 19,  
Sector 30 A, Vashi Navi Mumbai,  
Thane, Maharashtra - 400705, India

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Innova Captab Limited**, CIN: L24246MH2005PLC150371 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31 March 2025** 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Innova Captab Limited** ("the Company") for the financial year ended on **31 March 2025**, 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

### Annexure C (Contd.)

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018; **(The provisions of the said regulations are not applicable to the Listed Entity during the review period.)**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(The provisions of the said regulations are not applicable to the Listed Entity during the review period.)**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(The provisions of the said regulations are not applicable to the Listed Entity during the review period.)**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(The provisions of the said regulations are not applicable to the Listed Entity during the review period.)**
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (vi) The management has identified and confirmed the following laws as being specifically applicable to the Company:

I 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.

I further report that during the audit period following event occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

#### 1. COMMENCEMENT OF NEW MANUFACTURING UNIT SITUATED AT K. NO.11 SIDCO, INDUSTRIAL COMPLEX, GHATTI – KATHUA JAMMU AND KASHMIR-184143:

During the period under review, commercial operations at new manufacturing unit situated at K. No.11 SIDCO, Industrial Complex, Ghatti – Kathua, Phase-II, Village – Nanan, Tehsil – Kathua, District – Kathua, Jammu and Kashmir-184143, has successfully commenced with effect from 14 January 2025 and the same has been intimated under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to stock exchanges vide letter dated 14 January 2025.

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

For Jaspreet Dhawan & Associates  
Company Secretaries

**Jaspreet Singh Dhawan**  
M. No. 9372  
CP. No: 8545  
Date: 19 May 2025  
Place: Mohali  
PR No. 1335/2021  
(UDIN: F009372G000379621)

## 'Annexure-A'

To,  
**The Members,**  
**Innova Captab Limited**  
**601, Proxima, Plot No 19,**  
**Sector 30 A, Vashi Navi Mumbai,**  
**Thane, Maharashtra - 400705, India**

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The compliance by the Company of the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed by me since the same have been subject to the review by statutory auditors and other professionals.
7. 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 Jaspreet Dhawan & Associates  
 Company Secretaries

Jaspreet Singh Dhawan  
 M. No. 9372  
 CP. No: 8545  
 PR No. 1335/2021  
 (UDIN: F009372G000379621)

Date: 19 May 2025

Place: Mohali

## ANNEXURE C

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31 March 2025

[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**  
**Univentis Medicare Limited**  
**Plot No. L6, MIDC Road, Taloja,**  
**Navi Mumbai, Taloja, Raigarh**  
**Panvel- 410208, Maharashtra, India**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Univentis Medicare Limited, CIN: U24232MH2015PLC402722** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31 March 2025** 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Univentis Medicare Limited** ("the Company") for the financial year ended on **31 March 2025**, 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (**The provisions of the said regulations are not applicable to the Entity during the review period.**)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**The provisions of the said regulations are not applicable to the Entity during the review period.**)
- k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.; (**The provisions of the said regulations are not applicable to the Entity during the review period.**)
- (vi) The management has identified and confirmed the following laws as being specifically applicable to the Company:
  - (a) The Drugs Control Act, 1950 and Rules made thereunder;
  - (b) The Narcotic Drugs and Psychotropic Substances Act, 1985; and Rules made thereunder;
  - (c) The Drugs (Prices Control) Order, 2013 and Rules made thereunder;

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

- a) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

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

Based on our examination and the information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent

Directors. There were no changes in the composition of the Board of Directors during the period under review.

2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent well 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.
3. As per the minutes, the decisions at the Board Meetings were taken unanimously.

I **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.

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

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

For Jaspreet Dhawan & Associates  
Company Secretaries

Jaspreet Singh Dhawan  
M. No. 9372  
CP. No: 8545

Date: 19 May 2025  
Place: Mohali

PR No. 1335/2021  
(UDIN: F009372G000379654)

**'Annexure-A'**

To,

**The Members**  
**Univentis Medicare Limited**  
Plot No. L6, MIDC Road, Taloja,  
Navi Mumbai, Taloja, Raigarh  
Panvel- 410208, Maharashtra, India

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. Compliance with the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The compliance by the Company of the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed by me since the same have been subject to the review by statutory auditors and other professionals.
7. 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 Jaspreet Dhawan & Associates  
Company Secretaries

Jaspreet Singh Dhawan  
M. No. 9372  
CP. No: 8545  
PR No. 1335/2021  
(UDIN: F009372G000379654)

Date: 19 May 2025  
Place: Mohali

## Annexure C (Contd.)

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2025**

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

**To,**  
**The Members,**  
**Sharon Bio-Medicine Limited**  
 (CIN: U24110MH1989PLC052251)  
 Plot No. L6, MIDC Road, Taloja, Raigarh,  
 Panvel, Maharashtra-410208

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Sharon Bio-Medicine Limited ("Company")** for the financial year ended 31 March 2025 (**"Audit Period"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my 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 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 March 2025 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 March 2025 according to the provisions of:

- i. The Companies Act, 2013 (**"the Act"**) and the rules made there under;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- iii. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder to the extent of overseas Direct Investment and External Commercial Borrowings. (**Not applicable for the period under report**);
- iv. 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.

Being an unlisted public Company during the period, the following Acts, Rules, Guidelines and Regulations prescribed under the Securities and Exchange Board of India Act, 1992

("SEBI Act"), were **Not Applicable**:

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015\*
- (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013.

\*The Company being a material subsidiary of Innova Captab Limited ("Innova"), certain employees of the Company have been categorized as Designated Persons and are covered by the Code of Conduct under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, of ICL.

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI). Based on the information provided by the Company, other than general laws like fiscal, labour laws, environmental laws, following laws/Acts are also, *inter alia*, applicable to the Company:

- a. The Drugs & Cosmetics Act. 1940 and the Drugs & Cosmetics Rules 1945;
- b. The Maharashtra Shops and Establishments (Regulation of Employment and Condition of Service) Act, 2017;

## Annexure C (Contd.)

c. Sexual Harassment of Women at Workplace (Prevention and Prohibition and Redressal) Act, 2013

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

a. Whereas, in terms of the provisions of Sections 196, 197, and 117 of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company was required to file necessary forms with the Registrar of Companies in connection with the appointment of a Manager and his remuneration specified under Section 197 of the Act during the period under review; however, the prescribed e-forms could not be filed within the stipulated timelines. The Management has informed that necessary steps are being initiated to file necessary forms with the Registrar of Companies.

We have not examined compliance by the Company with respect to:

- a) Applicable financial laws, like direct and indirect tax laws, maintenance of financial records, etc., since the same have been subject to review by statutory (financial) auditors, tax auditors and other designated professionals.
- b) Listing Agreement with the Stock Exchange(s), as the Company is an Unlisted Public Company, and is a wholly owned material subsidiary of Innova Captab Limited.
- c) As informed by the Company the Industry specific laws / general laws as applicable to the Company has been complied with. The management has also represented and confirmed that all the laws, rules, regulations, orders, standards and guidelines as are specifically applicable to the Company relating to Industry / Labour, etc., have been complied with.

**Recommendations as a matter of best practice:**

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.

**We further report that:**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system

exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions are carried through unanimous approval and there was no minuted instance of dissent in Board or Committee meetings.

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.

The Compliance by the Company of applicable financial laws as to maintenance of financial record and books of Accounts has not been reviewed in this audit since the same are subject to review by statutory auditor and other designated Professionals.

We further report that during the Audit Period, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc, except the following:

- (i) Public/Right/Preferential issue of shares – debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities.
- (iii) Increase in borrowing limit and creation of security on the movable and immovable properties of the Company, both present and future, in respect of borrowings in pursuance to section 180 of the Companies Act, 2013
- (iv) Approval of shareholders under Section 197 for payment of remuneration to the manager in excess of limits provided under the Act
- (v) Merger / amalgamation / reconstruction, etc.
- (vi) Foreign technical collaborations

The Registrar of Companies, Mumbai, has imposed penalties on the Company for non-compliance with Sections 92 and 137 of the Companies Act, 2013, pertaining to the period during which the Company was undergoing Corporate Insolvency Resolution Process. The Company has filed appeals against the said orders before the concerned Regional Director.

This report is to be read with the letter of even date which is annexed as **Annexure-A** which forms an integral part of this report.

**For Prakul and Kunwarpreet LLP,**  
 Company Secretaries

**Kunwarpreet Singh**  
 Partner

FCS No. 13210

Date: 19 May 2025

COP No. 24604

Place: New Delhi

UDIN: F013210G000381380

## 'Annexure A'

To,

The Members,

SHARON BIO-MEDICINE LIMITED

(CIN: U24110MH1989PLC052251)

 Plot No. L6, MIDC Road, Taloja, Raigarh,  
Panvel, Maharashtra-410208

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 practice 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. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same;
4. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
5. We have held discussion with the management on several points and wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc;
6. The Compliance of the Provision of Corporate and other applicable laws, rules and regulations, standards are the responsibility of management. Our examination was limited to the verification of the procedures on test basis.
7. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;
8. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Prakul and Kunwarpreet LLP,  
Company Secretaries

Kunwarpreet Singh

Partner

FCS No. 13210

COP No. 24604

UDIN: F013210G000381380

Place: New Delhi

Date: 19 May 2025

## ANNEXURE D

 ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES  
(Pursuant to Rule 8 (1) of Companies (Corporate Social Responsibility Policy) Rules, 2014)

## 1. BRIEF OUTLINE ON CSR POLICY OF THE COMPANY:

Giving back to the society is embedded in the value system of the Company and we believe and aim to bring about a positive change in the nation. The Company's approach to CSR extends beyond fulfilling legal obligations and instead focuses on generating social and environmental benefits. As an integral part of the Company's commitment to Good Corporate Citizenship, the Company, believe in actively assisting in improvement of the quality of life of people in communities.

The Company actively contribute to ensure that the people living in local areas around business operations lead a good quality life. Towards achieving long-term stakeholder value, the Company shall always continue to respect the interests of and be responsive towards key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and the marginalized.

The CSR Policy ('the Policy') of the Company as approved by the Board is available on the Company's website. The Company's CSR is in alignment with the initiatives undertaken by it.

For details of the CSR Policy along with projects and programs, kindly refer to the following web-link at <https://www.innovacaptab.com/docs/Corporate%20Social%20Responsibility%20Policy.pdf>

## 2. COMPOSITION OF CSR COMMITTEE:

S. N.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vinay Lohariwala	Chairman	Managing Director	1	1
2.	Mr. Manoj Kumar Lohariwala	Member	Whole-Time Director	1	1
3.	Mr. Sudhir Kumar Bassi	Member	Non-Executive, Independent Director	1	1

## 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:

- Composition of the CSR committee is available on the Company's website on: <https://www.innovacaptab.com/docs/Committee%20Constitution.pdf>
- CSR policy: Corporate Social Responsibility Policy.pdf (innovacaptab.com)
- CSR projects on: Currently there are no ongoing projects.

## 4. PROVIDE THE EXECUTIVE SUMMARY ALONG WITH WEB-LINK(S) OF IMPACT ASSESSMENT OF CSR PROJECTS CARRIED OUT IN PURSUANCE OF SUB-RULE (3) OF RULE 8, IF APPLICABLE:

Not Applicable

- 2% of Average net profit of the Company as per section 135(5): ₹ 868,457,583.00
- Total CSR obligation for the FY 2025: ₹ 17,369,152.00
- Surplus arising out of the CSR projects or programs or activities of the previous financial years: ₹ 2,212,077.00
- Amount required to be set-off for the financial year, if any: ₹ 2,212,077.00
- Total CSR obligation for the Financial Year [(b) +(c) -(d)]: ₹ 15,157,075.00

## 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).

- Currently there are no ongoing projects.
- Details of CSR amount spent against other than ongoing projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the Project	Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.
				State	District	Name	CSR registration number
1.	Promoting Education	(ii)	No	Punjab	Sangrur	265,600.00	Yes
						Sarvhitkari Education Society	Not Applicable
2.	Promoting health care, Promoting Education, Animal Welfare	(i,ii,iv)	Yes	Haryana	Panchkula	5,547,848.00	No
						Univentis Foundation	CSR00028556
3.	Promoting Healthcare	(i)	Yes	Himachal Pradesh	Solan	500,000.00	No
						Red Cross Society	CSR00079137
4.	Promoting Healthcare	(i)	Yes	Haryana	Panchkula	500,000.00	No
						Maharaja Aggarsain Welfare Trust	CSR00042419
5.	Employment enhancing vocation skills	(ii)	Yes	Baddi	Solan	11,709,472.00	Yes
						-	-
							18,522,920.00

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: NA

(d) Total amount spent for the Financial Year [(a) + (b) + (c)]: ₹ 20,734,997.00

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 20,734,997.00	NIL	-	-	NIL	-

## (f) Excess amount for set-off, if any:

S. No.	Particulars	(in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the Company as per section 135(5)	868,457,583.00
(ii)	Total CSR obligation for the FY 2025	17,369,152.00
(iii)	Amount spent for the financial year	18,522,920.00
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any available for set-off	2,212,077.00
(v)	Total Amount spent for the financial year (iii+iv)	20,734,997.00
(vi)	Amount available for set off in succeeding financial years (v-ii)	3,365,845.00

## 7. DETAILS OF UNSPENT CORPORATE SOCIAL RESPONSIBILITY AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

S. N	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (In ₹)	Amount spent in the Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years
				Amount (in ₹)	Date of transfer	
-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO

9. Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per subsection (5) of section 135: NA

 For and on behalf of the Board of Directors  
of Innova Captab Limited

 Place: Panchkula  
Date: 19 May 2025

 Vinay Lohariwala  
Chairman-CSR Committee  
DIN: 00144700

 Manoj Kumar Lohariwala  
Chairman and Whole-Time Director  
DIN: 00144656

## ANNEXURE E

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE (DISCLOSURE UNDER SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF COMPANIES (ACCOUNTS) RULES, 2014)

#### (A) Conservation of Energy

(i) The steps taken or impact on conservation of energy	<ul style="list-style-type: none"> <li>a) Retrofitting with LED lights in existing light fixtures done in phased manner across all locations. All new purchases of lights are done of LED lights primarily.</li> <li>b) Installation of Variable Frequency drive (VFD) technology for HVAC, dust collectors, pumps various process machines etc. implemented across all sites. VFD incorporated in new purchases of energy related equipment at procurement stage only.</li> <li>c) Targeted zero leakage and implemented well-structured utility leakages management program across all locations.</li> <li>d) Per Unit Energy Cost Reduction Program: <ul style="list-style-type: none"> <li>• Fuel switches from High Speed Diesel to PNG for steam generation.</li> <li>• Fuel switched from FO to LSHS</li> <li>• Provision for Agro Based Briquettes in boiler system</li> <li>• Maintaining unit power factor across all locations. This has helped reduce the power demand and improve life of electrical switchgears.</li> </ul> </li> <li>e) Operationalized precise control of environmental condition of manufacturing area.</li> <li>f) Automation system: <ul style="list-style-type: none"> <li>1. Installed limit switches sensors for air curtains.</li> <li>2. Seasonal set point optimization of chillers.</li> <li>3. Auto water level sensors fixed in RO plant &amp; underground &amp; overhead water tanks etc.</li> <li>4. Installed energy efficient air blower for aeration at ETP.</li> <li>5. Re-utilizing steam condensate to pre heat the feed water.</li> <li>6. Utilization of RO reject water in washrooms.</li> <li>7. Lux Level of lights are being monitored periodically.</li> <li>8. Regular Training and awareness session for energy conservation.</li> </ul> </li> </ul> <p>Impact of above measures:</p> <ul style="list-style-type: none"> <li>(i) Reduction in energy consumption and cost.</li> <li>(ii) Reduction in carbon footprint.</li> <li>(iii) Reduction in per unit production cost.</li> <li>(iv) Availability of utilities for additional user points.</li> <li>(v) Increase in operational efficiencies.</li> </ul>
(ii) The steps taken by the Company for utilizing alternate sources of energy	Company continued its steps to adopt green energy utilization as an alternate source of energy and took various initiatives in this regard.
(iii) The capital investment on energy conservation equipment	Company has invested substantial amounts on energy conservation equipment across all units.

#### Annexure E (Contd.)

#### (B) Technology Absorption:

(i) The efforts made towards technology absorption	The Company has continued its efforts on technology up-gradation in the area of manufacturing of pharmaceutical products.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	<ol style="list-style-type: none"> <li>1. The quality of pharmaceutical products</li> <li>2. Reduction in costs</li> <li>3. Increase in exports</li> </ol>
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)-	NIL
(a) the details of technology imported	NIL
(b) the year of import;	N. A
(c) whether the technology been fully absorbed	N. A
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N. A
(iv) The expenditure incurred on Research and Development	₹ 65.50 million

#### (C) Foreign Exchange Earnings and Outgo:

Particulars	FY 2025	FY 2024
Expenditure in foreign currency	390.86	2,060.19
Earnings in foreign currency	1,481.98	1,138.64

For and on behalf of the Board of Directors  
of Innova Captab Limited

Manoj Kumar Lohariwala

Chairman and Whole-Time Director  
DIN: 00144656

Place: Panchkula  
Date: 19 May 2025

# CORPORATE GOVERNANCE REPORT

## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance is creation and enhancing long term sustainable value for the stakeholders through ethically driven business process. The Company is dedicated to strengthening its governance framework to create sustainable long-term value for its stakeholders. It upholds ethical and responsible leadership at both the Board and Management levels, ensuring transparency and integrity in all its operations. With well-defined processes, protocols, and systems, the Company adheres to the highest standards of corporate governance, fostering trust, investor confidence and long-term shareholder value.

Guided by the core principles of integrity, transparency, accountability and business ethics, the Company integrates these values into its culture, policies and stakeholder relationships. Company's commitment to ethical business conduct ensures that the interests of all stakeholders are safeguarded in a fair, balanced and transparent manner. We believe corporate governance is not just a destination but a journey to constantly work on sustainable value creation.

## A. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all Board members, the senior management of the Company and all employees including employees of its subsidiary companies. This Code serves as a guide for our daily business interactions reflecting our standard for appropriate behavior and our corporate values and is designed to prevent, detect and address any allegation of misconduct and to provide guidance to personnel in recognizing and dealing with important ethical and legal issues and to foster a culture of honesty and accountability within the organization. The Code of Conduct of the Company is available on the website of the Company at <https://www.innovacaptab.com/docs/Code%20of%20conduct%20for%20BOD%20&%20SMP.pdf>. All the directors and senior management affirm compliance with the Code of Conduct as approved and adopted by the Board of Directors and a declaration to this effect signed by the Managing Director has been annexed as **Annexure-1** to this Report.

All members of the senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may give rise to potential conflict with the interest of the Company at large.

The Corporate Governance Report for FY 2025 is prepared in accordance with Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ("Listing Regulations") as amended up to date read with relevant provision of the Companies Act, 2013 ("the Act") & Rules framed thereunder.

As on 31 March 2025, the Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance. This report contains information of all events till 31 March 2025 unless otherwise specified.

## B. BOARD OF DIRECTORS

The Board of Directors ("the Board") is at the helm of the governance structure at the Company and endorses that good governance is not merely an objective but also means to achieve the objective of operating as a responsible citizen. The Board is entrusted with the ultimate responsibility for the management, general affairs, direction and strategies of the Company and vested with requisite powers, authorities and duties. The Board along with its Committees provides leadership and guidance to the Company's management and supervises the Company's performance.

The Board of Directors of the Company is led by the Chairman and comprises of Eight (8) Directors consisting of:

Managing Director	1
Whole-Time Director	2
Non-Executive Non-Independent Director	1
Independent Director	4 (including 1 Woman Director)

The profiles of Directors can be viewed at <https://www.innovacaptab.com/board-of-directors.php> as at the end of FY 2025, the composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

As per Section 165 of the Companies Act 2013, none of the Directors on the Company's Board hold the office of Director in more than 20 companies including 10 public companies. None of the Directors on the Board is a member of more than Ten (10) Board Committees and Chairperson of more than Five (5) Board Committees across all public companies in which he/she is a Director. Further, as per Regulation 17A of the SEBI Listing Regulations, none of the Directors hold Directorship in more than 7 listed entities and none of the Independent Directors serve

## Corporate Governance Report (Contd.)

as Independent Director in more than 7 listed entities and in case they are Whole-Time Director/ Managing Directors in any listed entity, then they do not serve as Independent Director in more than 3 listed entities. Necessary disclosures regarding committee positions in other public companies as on 31 March 2025 have been made by the Directors. None of the Directors are related to each other. Further, the Managing Director and Whole-Time Director does not serve as an Independent Director in any listed company.

During the FY 2025, the Board of the Company met

Five (5) times as follows:

S.No.	Date
1.	29 May 2024
2.	09 August 2024
3.	04 October 2024
4.	07 November 2024
5.	05 February 2025

The quorum was present for all the meetings held during FY 2025 and the interval between any two consecutive meetings never exceeded 120 days.

**Details of the composition of the Board, the Board meetings held during the year, attendance of Directors at Board meetings and at the last Annual General Meeting (AGM) are as under:**

Name of the Director	DIN	Category of Directorship	No. of Board Meeting attended	Attendance at the last AGM held on 18 September 2024
Mr. Manoj Kumar Lohariwala	00144656	Chairman and Whole-Time Director	5	Yes
Mr. Vinay Lohariwala	00144700	Managing Director	5	Yes
Mr. Jayant Vasudeo Rao	03627850	Whole-Time Director	3	Yes
Mr. Archit Aggarwal	08127356	Non-Executive Non-Independent Director	3	Yes
Mr. Sudhir Kumar Bassi	07819617	Non-Executive Independent Director	5	Yes
Ms. Priyanka Dixit Sibal	06578720	Non-Executive Independent Director	5	Yes
Mr. Mahendar Korthiwada	09558992	Non-Executive Independent Director	4	Yes
Mr. Shirish Gundopant Belapure	02219458	Non-Executive Independent Director	5	Yes

During the year, all the recommendations of all the Committees were accepted by the Board.

**Number of directorships / committee memberships held by the Directors of the Company in other Companies including the names of the other listed entities where the Director is a Director and the category of their directorship as on 31 March 2025:**

Name of the Director	DIN	No. of directorships in other public Companies	No. of Committee Chairmanship and Membership		Names of other Listed Companies in which he/she holds Directorship and category of Directorship	No. of Shares and Convertible Instrument held by Non-Executive Directors
			Chairman-ship	Member-ship		
Mr. Manoj Kumar Lohariwala	00144656	2*	-	1**	NA	NA
Mr. Vinay Lohariwala	00144700	2*	1\$	-	NA	NA
Mr. Jayant Vasudeo Rao	03627850	1	-	-	NA	NA
Mr. Archit Aggarwal	08127356	4	-	-	NA	4,000
Mr. Sudhir Kumar Bassi	07819617	1	1	1	NA	NA
Ms. Priyanka Dixit Sibal	06578720	-	-	-	NA	NA
Mr. Mahendar Korthiwada	09558992	2	-	-	NA	NA

Name of the Director	DIN	No. of directorships in other public Companies	No. of Committee Chairmanship and Membership		Names of other Listed Companies in which he/ she holds Directorship and category of Directorship	No. of Shares and Convertible Instrument held by Non-Executive Directors
			Chairman- ship	Member- ship		
Mr. Shirish Gundopant Belapure	02219458	4	1	3	<b>Natural Capsules Limited</b> - Non Executive, Independent Director <b>Jubilant Pharmova Limited</b> - Non Executive, Independent Director	NA

\* Mr. Manoj Kumar Lohariwala and Mr. Vinay Lohariwala are Directors in the following companies:

1. Univentis Medicare Limited (Wholly Owned Subsidiary)
2. Innoventis Medicare Limited

\*\* Mr. Manoj Kumar Lohariwala, member of the Corporate Social Responsibility Committee of Univentis Medicare Limited.

§ Mr. Vinay Lohariwala is Chairman in Corporate Social Responsibility Committee of Univentis Medicare Limited.

In order to effectively discharge its duties, it is necessary that collectively the Board holds the appropriate balance of skills and experience. The Board seeks a complementary diversity of skills and experience across its members. The table below summarizes the key qualifications, skills, expertise and competencies possessed by Directors of the Company:

Skills / Expertise / Competencies	Director who possess such skills / expertise / competencies
<b>Strategic Leadership</b> Significant leadership experience to think strategically and develop effective strategies to drive change and growth in context of the Company's overall objectives.	Entire Board
<b>Industry Experience</b> Experience and / or knowledge of the industry in which the Company operates.	Mr. Manoj Kumar Lohariwala Mr. Vinay Lohariwala Mr. Jayant Vasudeo Rao Mr. Mahendar Korthiwada Mr. Shirish Gundopant Belapure
<b>Financial Expertise</b> Qualification and/or experience in accounting and/or finance coupled with ability to analyse key financial statements; critically assess financial viability and performance; contribute to financial planning; assess financial controls and oversee capital management and funding arrangements.	Mr. Vinay Lohariwala Mr. Sudhir Kumar Bassi Mr. Archit Aggarwal
<b>Governance, Risk and Compliance</b> Knowledge and experience of best practices in governance structures, policies and processes including establishing risk and compliance frameworks, identifying and monitoring key risks.	Mr. Vinay Lohariwala Mr. Sudhir Kumar Bassi Ms. Priyanka Dixit Sibal Mr. Jayant Vasudeo Rao
<b>Diversity</b> Representation of gender, cultural or other such diversity that expand the Board's understanding and perspective.	Entire Board

#### Shareholding of Non-Executive Directors:

Details of the equity shares held by Non-Executive Directors as on 31 March 2025 are as under:

Name of the Director	Number of Equity shares
Mr. Archit Aggarwal	4,000

#### C. INDEPENDENT DIRECTORS

The Board comprises of four Independent Directors out of which, one is Woman Independent Director. 50% of the Board of the Company is represented by Independent Directors. The Independent Directors hold office for a fixed term in compliance with the maximum tenure permitted under the SEBI Listing Regulations, the Act and as approved by the Shareholders of the Company. None of the Independent Directors of the Company have resigned during the financial year under review.

All the Independent Directors on the Board of the Company have submitted a declaration confirming that they meet the criteria of independence as mentioned in Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act and that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence.

The management, has carried out an internal assessment of the declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Act and the SEBI Listing Regulations and are independent of the Management. None of the Independent Directors resigned before the expiry of their tenure during FY 2025.

Further, in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder, all Independent Directors of the Company are registered with the Independent Directors Database maintained by the Indian Institute of Corporate Affairs ("IICA") and unless exempted, have also passed the online proficiency self-assessment test conducted by IICA.

The Company has issued formal letters of appointment to the Independent Directors at the time of appointment of an Independent Director, which, inter alia, explains the roles, responsibilities and duties to be undertaken by him/her as an Independent Director of the Company. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of Independent Directors including their role, responsibility and duties are available on the website of the Company at [https://www.innovacaptab.com/docs/Terms%20&%20Conditions\\_Appointment%20of%20Independent%20Directors.pdf](https://www.innovacaptab.com/docs/Terms%20&%20Conditions_Appointment%20of%20Independent%20Directors.pdf). The Independent Directors of the Company met on 19 March 2025 under the chairmanship of Mr. Sudhir Kumar Bassi without the presence of Non-Independent Directors to review the performance of Non-Independent Directors, the Board, Committees and the Chairperson. The meeting also reviewed the quality, quantity and timeliness of flow of information between the Company and the Board.

#### Familiarization Program

Independent Directors are introduced to the organization structure, Board procedures and business strategy. The details of familiarization programs for Independent Directors have been provided in the Directors' Report and posted on the website of the Company and can be accessed at the web link <https://innovacaptab.com/docs/Details%20of%20Independent%20Directors%20Familiarization%20Program.pdf>.

#### D. COMMITTEES OF THE BOARD

The Board has constituted various Committees with an optimum representation of its members and with specific terms of reference in accordance with the Act and the SEBI Listing Regulations. The objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The Board has constituted the below mentioned mandatory committees:

- 1) Audit Committee
- 2) Nomination & Remuneration Committee
- 3) Stakeholders Relationship Committee and

- 4) Corporate Social Responsibility ("CSR") Committee and
- 5) Risk Management Committee

The Committees are represented by a combination of Executive Directors and Independent Directors of the Company. These Committees play an important role in the overall management of day to-day affairs and governance of the Company. The Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The recommendations of the Committee(s) are submitted to the Board for its approval.

During the year, all recommendations of the Committee(s) were duly considered and approved by the Board. Minutes of proceedings of Committee meetings are circulated to the respective Committee members and placed before the Board for noting.

#### 1. AUDIT COMMITTEE

Composition of the Audit Committee and the terms of reference are in compliance with the requirements under Section 177 of the Act and of Regulation 18 of the Listing Regulations:

The terms of reference of the Audit Committee, inter alia, include:

#### Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice;
4. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
5. such other powers as may be prescribed under the Act and SEBI Listing Regulations.

#### Role of Audit Committee

The role of the Audit Committee shall include the following:

1. Oversight of financial reporting process and the disclosure of financial information relating to the "Company" to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors,

including the internal auditor, cost auditor and statutory auditor of the Company and the fixation of the audit fee;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. Reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
6. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- b. Changes, if any, in accounting policies and practices and reasons for the same;
- c. Major accounting entries involving estimates based on the exercise of judgment by management;
- d. Significant adjustments made in the financial statements arising out of audit findings;
- e. Compliance with listing and other legal requirements relating to financial statements;
- f. Disclosure of any related party transactions; and
- g. Modified opinion(s) in the draft audit report.

7. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes

other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board of Directors of the Company (the "Board" or "Board of Directors") to take up steps in this matter;

9. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
10. Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

*Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

11. Approval of related party transaction to which the subsidiary is a party;
12. Scrutiny of inter-corporate loans and investments;
13. Valuation of undertakings or assets of the Company, wherever it is necessary;
14. Evaluation of internal financial controls and risk management systems;
15. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
17. Discussion with internal auditors of any significant findings and follow up there on;
18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
19. Discussion with statutory auditors before the audit commences about the nature



and scope of audit as well as post-audit discussion to ascertain any area of concern;

20. Recommending to the Board of Directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
21. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
22. Reviewing the functioning of the whistleblower mechanism;
23. Monitoring the end use of funds raised through public offers and related matters;
24. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
25. Approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
26. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision;
27. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
28. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
29. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, the Act, uniform listing agreements and/ or any other applicable law, as and when amended from time to time.

**Meetings and Composition:**

During the year under review, the Audit Committee met Four (4) times, as follows:

S.No.	Date
1.	29 May 2024
2.	09 August 2024
3.	07 November 2024
4.	05 February 2025

**Details of the composition of the Audit Committee and attendance at meetings are as follows:**

Name of Members	Position on the Committee	Designation	Number of Meetings entitled to attend	Number of Meetings attended
Mr. Sudhir Kumar Bassi	Chairman	Non-Executive Independent Director	4	4
Mr. Mahendar Korthiwada	Member	Non-Executive Independent Director	4	4
Mr. Shirish Gundopant Belapure	Member	Non-Executive Independent Director	4	2
Mr. Vinay Lohariwala	Member	Managing Director	4	4

Ms. Neeharika Shukla, the Company Secretary and Compliance Officer of the Company is the Secretary of the Audit Committee.

**2. NOMINATION AND REMUNERATION COMMITTEE ("NRC")**

The Composition of NRC and the terms of reference are in compliance with the requirements under Section 178 of the Act and Regulation 19 of the Listing Regulations.

The terms of reference of NRC, inter alia, include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

The NRC, while formulating the above policy, should ensure that:

i. The level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii. Remuneration to directors, key managerial personnel and senior management involves

a balance between fixed and incentive pay reflecting short-term and long-term performance objectives appropriate to the working of the Company and its goals.

2. For every appointment of an independent director, evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparing a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:
  - (a) use the services of an external agencies, if required;
  - (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - (c) consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity;

5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);
6. Analysing, monitoring and reviewing various human resource and compensation matters;
7. Deciding whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of independent directors;
8. Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment and determining remuneration packages of such directors;
9. Recommending to the Board, all remuneration, in whatever form, payable to non-executive directors and the senior management and other staff, as deemed necessary;
10. Carrying out any other functions required to be carried out by the NRC as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;
11. Reviewing and approving the Company's compensation strategy from time to time in the context of the current Indian market in accordance with applicable laws;
12. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable;
13. Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") including the following:
  - i. Determining the eligibility of employees to participate under the ESOP Scheme;
  - ii. Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
  - iii. Date of grant;
  - iv. Determining the exercise price of the option under the ESOP Scheme;
  - v. The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
14. Construing and interpreting the employee stock option scheme/plan approved by the Board and

shareholders of the Company in accordance with the terms of ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

15. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

- (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

16. Specifying the manner for effective evaluation of performance of Board, its committees and

individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

17. Perform such other activities as may be delegated by the Board or specified/ provided under the Act, to the extent notified and effective, as amended or by the SEBI Listing Regulations, as amended or by any other applicable law or regulatory authority.

**Meetings and Composition:**

During the year under review, the Nomination and Remuneration Committee met Two (2) times as follows:

S. No	Date
1.	09 August 2024
2.	19 March 2025

Details of the composition of the Nomination and Remuneration Committee and attendance at meetings are as follows.

Name of Members	Position in Committee	Designation	Number of Meetings entitled to attend	Number of Meetings attended
Mr. Sudhir Kumar Bassi	Chairman	Non-Executive Independent Director	2	2
Ms. Priyanka Dixit Sibal	Member	Non-Executive Independent Director	2	2
Mr. Mahender Korthiwada	Member	Non-Executive Independent Director	2	2
Mr. Archit Agarwal	Member	Non-Executive Director	2	0

Ms. Neeharika Shukla, the Company Secretary and Compliance Officer of the Company is the Secretary of the Nomination and Remuneration Committee.

**Performance Evaluation Criteria for Independent Directors:**

The Nomination and Remuneration Committee has adopted the performance evaluation criteria for Independent Directors which is in-line with the Guidance Note of SEBI on Board Evaluation. The said criteria provide certain parameters like knowledge, competency, fulfillment of functions, availability and attendance, initiative, integrity, contribution, Independence and independent views and judgement. The details of the performance evaluation carried out for FY 2025 is provided in the Boards' Report forming part of this Annual Report.

**3. STAKEHOLDERS' RELATIONSHIP COMMITTEE ('SRC')**

The composition of SRC and the terms of reference are in compliance with the requirements under Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. The terms of reference of SRC, inter alia, include:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance

sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
4. Giving effect to all transfer/transmission of shares and debentures, dematerialization of shares and re-materialization of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
5. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
6. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
7. To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;
8. To approve requests for transfer, transposition, deletion, consolidation, subdivision, change of name, dematerialization, rematerialization etc. of shares, debentures and other securities;
9. To monitor and expedite the status and process of dematerialization and rematerialization of shares, debentures and other securities of the Company;
10. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, SEBI Listing Regulations or by any other regulatory authority; and
11. Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

**Meetings and Composition:**

During the year under review, the Stakeholders' Relationship Committee met One (1) time on 19 March 2025. Details of the composition of the Stakeholder Relationship Committee and attendance at the meeting are as follows.

Name of Members	Position in Committee	Designation	Number of Meetings entitled to attend	Number of Meetings attended
Mr. Sudhir Kumar Bassi	Chairman	Non-Executive Independent Director	1	1
Mr. Vinay Lohariwala	Member	Managing Director	1	1
Mr. Manoj Kumar Lohariwala	Member	Chairman and Whole-Time Director	1	1

Ms. Neeharika Shukla is the Company Secretary and Compliance Officer of the Company is the Secretary of the Stakeholder Relationship Committee.

**Investor Complaints:**

Particulars	No. of Complaints
Pending at the beginning of the year i.e. 01 April 2024	1
Received during the year	16
Resolved during the year	17
Pending at the end of the year i.e. 31 March 2025	0

#### 4. CORPORATE SOCIAL RESPONSIBILITY ("CSR") COMMITTEE

Composition of the CSR Committee and the terms of reference are in compliance with the requirements under section 135 of the Act. The terms of reference of the CSR Committee, inter alia, include:

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act, 2013 and the rules made thereunder, as amended, monitor the implementation of the same from time to time and make any revisions therein as and when decided by the Board;
2. identify Corporate Social Responsibility policy partners and corporate social responsibility policy programs;
3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various Corporate Social Responsibility programs undertaken by the Company. The amount spent in pursuant of the "Corporate Social Responsibility Committee" shall be, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years;
4. delegate responsibilities to the Corporate Social Responsibility team and supervise proper execution of all delegated responsibilities;
5. review and monitor the implementation of Corporate Social Responsibility programs and issuing necessary directions as

##### Meetings and Composition:

During the year under review, the Corporate Social Responsibility Committee met One (1) time on 29 May 2024. Details of the composition of the Committee and attendance at the meetings are as follows:

Name of Members	Position in Committee	Designation	Number of Meetings entitled to attend	Number of Meetings attended
Mr. Vinay Lohariwala	Chairman	Managing Director	1	1
Mr. Manoj Kumar Lohariwala	Member	Chairman and Whole-Time Director	1	1
Mr. Sudhir Kumar Bassi	Member	Non-Executive Independent Director	1	1

Ms. Neeharika Shukla, the Company Secretary and Compliance Officer of the Company is the Secretary of the Corporate Social Responsibility Committee.

#### 5. RISK MANAGEMENT COMMITTEE ("RMC")

Composition of the Risk Management Committee and the terms of reference are in compliance with the requirements under Regulation 21 of the Listing Regulations. The terms of reference of the Risk Management Committee, inter alia, include:

1. To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
  - b. Measures for risk mitigation including systems and processes for internal control of identified risks; and
  - c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy including evaluating the adequacy of risk management systems;

##### Meetings and Composition:

During the year under review, the Risk Management Committee met Two (2) times on 22 October 2024 and 19 March 2025. Details of the composition of the Risk Management Committee and attendance at meetings are as follows:

Name of Members	Position in Committee	Designation	Number of Meetings entitled to attend	Number of Meetings attended
Mr. Vinay Lohariwala	Chairman	Managing Director	2	1
Mr. Manoj Kumar Lohariwala	Member	Chairman and Whole-Time Director	2	1
Mr. Sudhir Kumar Bassi	Member	Non-Executive Independent Director	2	2

Ms. Neeharika Shukla, the Company Secretary and Compliance Officer of the Company is the Secretary of the Risk Management Committee.

#### E. SENIOR MANAGEMENT

All the senior management persons of the Company are well qualified and have rich experience in their respective fields and contributing to the growth of the Company. The Company had defined the following persons as Senior Management of the Company:

Name of Senior Management Personnel ("SMP")	Designation	Changes if any, during the FY 2025 (Yes / No)	Appointment/ Cessation	Effective date
Mr. Jayant Vasudeo Rao	Whole-Time Director	No	-	-
Mr. Lokesh Bhasin	Chief Financial Officer	No	-	-
Mr. Mukeshkumar Siyaram Singh	Key Managerial Personnel	No	-	-
Ms. Neeharika Shukla	Company Secretary and Compliance Officer	No	-	-

#### F. REMUNERATION OF DIRECTORS

Pursuant to provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder, the Board has adopted a Policy on criteria for appointment of Directors, Key Managerial Personnel, Senior Management and fixing their remuneration. The Nomination and Remuneration Policy is available on the website of the Company at <https://www.innovacaptab.com/docs/Nomination%20&%20Remuneration%20Policy%202025-26.pdf>

##### a. SERVICE CONTRACTS, NOTICE PERIOD AND SEVERANCE FEES

As per the Company policies, the notice period for resignation by the Executive Directors is 3 months. There is no separate provision for severance fees payable to the Executive Directors. Additionally, none of the Directors are eligible for any stock options. Based on the recommendation of Nomination & Remuneration Committee, all decisions relating to the remuneration of Directors are taken by the Board in accordance with the Shareholders' approval. Details of remuneration paid to Executive and Non-Executive Directors for the FY 2025 is provided hereinafter.

##### • Managing Director and Executive Directors

The remuneration of the Managing Director and Whole-Time Director(s) includes salary, bonus, perquisites, contribution to provident and superannuation fund and other benefits as per Company's policy as applicable from time to time. There is no variable / performance linked pay. Details of remuneration paid to executive directors for FY 2025 as per table given below:

(Amount ₹)

Directors	Salary	Bonus	Perquisites/ Benefits	Commission	Total
Mr. Manoj Kumar Lohariwala	10,043,108.00	-	-	-	10,043,108.00
Mr. Vinay Lohariwala	10,043,108.00	-	-	-	10,043,108.00
Mr. Jayant Vasudeo Rao	1,760,200.00	-	-	-	1,760,200.00

##### • Non-Executive Directors

The Non-Executive Independent Directors of the Company are entitled to sitting fees for attending meetings of the Board and meetings of the committee for FY 2025 as per table given below:

( Amount ₹)

Director	Sitting fees
Ms. Priyanka Dixit Sibal	330,000.00
Mr. Sudhir Kumar Bassi	610,000.00
Mr. Shirish G Belapure	330,000.00
Mr. Mahendar Korthiwada	440,000.00

#### G. MATERIAL SUBSIDIARIES

Details of Material Subsidiaries of the Company, identified as per the criteria prescribed under Regulation 16 and Regulation 24 of the Listing Regulations, for the year ended 31 March 2025 are as follows:

S. No	Name of the Material Unlisted Subsidiary Company	Date of Incorporation/ Acquisition	Place of Incorporation	Name and Date of appointment of the Statutory Auditors	Company's Independent Director on the material unlisted Subsidiary*
1	Univentis Medicare Limited	31 December 2021	Himachal Pradesh	BSR & CO LLP 30 November 2021	Mr. Mahendar Korthiwada
2	Sharon Bio-Medicine Limited	30 June 2023	Mumbai	BSR & CO LLP 10 August 2024	Mr. Mahendar Korthiwada

Note: \*Independent Directors are appointed pursuant to obligation under Regulation 24 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable.

The policy for determining material subsidiaries of the Company was revised on 05 February 2025 to align it with the amendments carried out in the Listing Regulations. The revised policy for determining material subsidiaries of the Company is available on the website of the Company <https://www.innovacaptab.com/docs/Policy%20determining%20material%20Subsidiaries.pdf>

#### RELATED PARTY TRANSACTIONS

Pursuant to Regulation 23 of the Listing Regulations and applicable provisions of the Act, the Company has formulated Policy on Materiality and dealing with Related Party Transactions ("Related Party Transactions Policy") for dealing with related party transactions. All the related party transactions are entered in compliance with the provisions of the law and the Related Party Transactions Policy. The Related Party Transactions Policy was revised on 05 February 2025 to align it with the amendments carried out in the Listing Regulations. A copy of the Related Party Transactions Policy for dealing with related party transactions is available on the website <https://www.innovacaptab.com/docs/Policy%20on%20RPT.pdf>

All the related party transactions are duly approved by the Audit Committee / Board as required under the provisions of the Companies Act, 2013 and Listing Regulations as well as the Related Party Transactions Policy of the Company. All contracts/ arrangements/ transactions entered by the Company during the year under review with the related parties were in the ordinary course of business and on an arm's length basis and are reported in the Notes to the Standalone Financial Statements.

The transactions entered into pursuant to the omnibus and specific approvals are reviewed periodically by the Audit Committee.

#### H. PREVENTION OF INSIDER TRADING

The Company has a Code of Conduct for Prevention of Insider Trading ('the Code') in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') to regulate, monitor and report trading by the Designated Person(s)/ and other connected person(s). The structured digital database of Unpublished Price Sensitive Information (UPSI) is maintained with adequate internal controls. The Company's Code of practices and procedures for fair disclosure of unpublished price sensitive information is available on the website of the Company at <https://www.innovacaptab.com/docs/Code%20of%20internal%20procedures%20and%20conduct%20for%20regulating,%20monitoring.pdf>

#### OTHER DISCLOSURES

• No transaction of a material nature has been entered into by the Company with its related parties that may have a potential conflict with the interests of the Company. The policy on dealing with related party transactions is available on the website of the Company at <https://www.innovacaptab.com/docs/Policy%20on%20RPT.pdf>. A register of contracts containing transactions in which directors are interested, is placed before the Board of Directors regularly, as may be applicable. The transactions with the related parties as per Ind AS-24, are disclosed in Note no.42 of the Notes forming part of the Standalone Financial Statements for the year ended 31 March 2025.

- The Company has complied with all the requirements of regulatory authorities. During the financial year, there were no instances of non-compliance by the Company on any matters related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets.
- The Company has laid down procedures to inform Board members about the risk assessment and its minimization, which is periodically reviewed to ensure that risk control is exercised by the management effectively.
- The Company has a Vigil Mechanism and Whistle Blower Policy to monitor the actions taken on complaints received under the said. The Company affirms that no personnel have been denied access to the Audit Committee.
- Apart from the sitting fees paid to Non-Executive Directors paid to Independent Directors, there are no pecuniary transactions with non-executive directors of the Company or the companies in which they are interested which had potential conflict of interest with the Company.
- Disclosure of Commodity price risks and commodity hedging activities:

The Company purchases Active Pharmaceutical Ingredient (API) and other materials that are used in the manufacturing of drugs. The prices of raw materials generally fluctuate in line with commodity cycles over a short period of time. Commodity price risk exposure is evaluated and managed through operating procedures and sourcing policies. The Company also has Risk Management framework to pro-actively mitigate the impact through measures like cost-based price increases, cost reduction measures, portfolio rationalization, renegotiating procurement contracts etc. Additionally, the Company also develops on an ongoing basis alternate supply sources for key products subject to economic justification. Most of these materials are sourced from the domestic market and therefore do not have significant foreign exchange fluctuation risks. The Company does not use any

- derivative contracts to hedge exposure to fluctuations in commodity prices.
- Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): NA
- Certificate from a Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority has been annexed as **Annexure-3** to the Corporate Governance Report.
- The total fee paid to the Statutory Auditors of the Company during the year under review for statutory audit is ₹ 8,101,776.00/- only.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, are provided in the Boards' Report.

Following are the details required for the financial year ended 31 March 2025:

Particulars	Information
Number of complaints filed during the financial year	0
Number of complaints disposed of during the financial year	0
Number of complaints pending as on end of the financial year	0

- Details of compliance and Adoption/ Non-Adoption of the non-mandatory requirements for the year ended 31 March 2025:
  - i. The Company complies with all the mandatory requirements specified under the Listing Regulations.
  - ii. The Company submit on a quarterly basis, the quarterly financial results and investors' presentation with stock exchange and also publish on the Company's website.
  - iii. The auditors have issued an unmodified opinion on the financial statements of the Company.
  - iv. Director elected by the Board of Directors preside over the meetings of the Board in absence of the Chairman.

- v. The Lead Independent Director presides over the meetings of the Board in absence of the Chairman.
- vi. The Internal Auditor reports their findings to the Audit Committee.
- vii. No loans and/ or advances in the nature of loans are given to the firms/ companies in which directors are interested.
- viii. The Company has one woman Independent Director on its Board of Directors.
- During the year under review, the Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clause (b) to (i) and (t) of Regulation 46(2) of SEBI Listing Regulations, as applicable. There are no non-compliances of any requirement of the corporate governance report and all the required disclosures are made to stock exchanges and other regulatory bodies as and when required.
- During the year under review, the recommendations made by the Board Committees to the Board, were accepted by the Board.
- There are no agreements impacting management or control of the Company or imposing any restrictions or creating any liability upon the Company in accordance with Schedule V read with Clause 5A of Schedule III of SEBI Listing Regulations, 2015.

#### GENERAL SHAREHOLDER INFORMATION

##### 1. General Meetings

###### A. Annual General Meeting:

Day, Date and Time	Thursday, 31 July 2025; Time : 11:00 A.M. (IST)
Venue	Meeting is being conducted through VC/OAVM pursuant to the MCA General Circulars dated 05 May 2020 read with general circulars dated 08 April 2020, 13 April 2020, 13 January 2021, 08 December 2021, 14 December 2021, 05 May 2022, 28 December 2022, 25 September 2023 and 19 September 2024. For details, please refer to the Notice of the AGM.
	As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking re-appointment at this AGM are given in the Annexure to the Notice of the AGM.
Financial Year	01 April 2024 to 31 March 2025
Dividend Payment Date	The Company's Board has not recommended any dividend for the FY 2025

###### B. Location and time of the last three Annual General Meetings and the special resolutions passed, if any:

Year	Meeting	Location	Date and Time	Details of Special Resolution Passed
2021-22	18 <sup>th</sup> Annual General Meeting	Second Floor, SCO No. 301 Sector 9, Panchkula, Haryana 134109, India	30 September 2022 at 5:00 P.M. (IST)	No Special Resolution Passed
2022-23	19 <sup>th</sup> Annual General Meeting	Second Floor, SCO No. 301 Sector 9, Panchkula, Haryana 134109, India	14 August 2023 at 11:00 A.M. (IST)	No Special Resolution Passed
2023-24	20 <sup>th</sup> Annual General Meeting	Plot No. 320, Industrial Area, Phase-1, Panchkula, Haryana 134113, India	18 September 2024 at 11:00 A.M. (IST)	No Special Resolution Passed

#### EXTRAORDINARY GENERAL MEETINGS AND POSTAL BALLOTS

No Extra-Ordinary General Meetings were convened during the FY 2025.

Further, no resolutions were passed by postal ballot during the FY 2025.

**DETAILS OF SPECIAL RESOLUTION PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT:**

Currently there are no foreseen matters for which a Special resolution may be passed through a postal ballot. Any Special Resolution by way of a postal ballot, if required to be passed in the future, will be decided at that relevant time and accordingly would be communicated to the shareholders.

**CEO / CFO CERTIFICATION**

The Managing Director ("MD") & Chief Financial Officer ("CFO") have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs Annexed as **Annexure-2**.

**MEANS OF COMMUNICATION**

- The Company's unaudited quarterly financial results and audited annual financial results are sent to BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after these are approved by the Board.
- The financial results are published in English edition in Financial Express and Marathi edition in Mumbai Lakshdeep.
- The Company's results, official news releases and presentations made to Institutional Investors/ Analysts, if any, are displayed on the Company's website <https://www.innovacaptab.com/index.php>.
- Designated Exclusive Email ID: The Company has designated the email id i.e. [investors@innovacaptab.com](mailto:investors@innovacaptab.com) for investor grievances. This Email ID has been displayed on the Company's website <https://www.innovacaptab.com/index.php>.
- Annual Report: Annual Reports and any other communication will be sent to email ids of members whose emails are registered with the Company. All data required to be filed pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, such as Annual Report, quarterly financial statements, shareholding pattern, report on Corporate Governance are being regularly filed with the Stock Exchanges by the Company and is also available on the website of the Company, the web-link of which is <https://www.innovacaptab.com/index.php>.

- A Management Discussion and Analysis report is a part of this Annual Report.

**SHARES RELATED INFORMATION**
**Listing Details**

Particular	Details
Trading Symbol at BSE Limited	544067
Trading Symbol at National Stock Exchange of India Limited	INNOVACAP
Demat ISIN	INE0DUT01020

The Company has paid the Listing fees for the FY 2025, to BSE Ltd. and National Stock Exchange of India Ltd.

**In case the securities are suspended from trading, the board's report shall explain the reason thereof - Not Applicable**

**Share Transfer System and Nomination Facility**

As of 31 March 2025, all shares of the Company are held in dematerialized form. The shares of the Company are traded on the stock exchanges compulsorily in dematerialized form and as such, transfer of shares is not permitted in physical form. As on the date of this report, no shares were held in physical form.

Shareholders may please note that instructions regarding change of address, bank details, email address, nomination and power of attorney should be given directly to the Depository Participant (DP).

**Category-wise Shareholding as on 31 March 2025 of Equity Shares**
**Shareholding Pattern as on 31 March 2025:**

S. No.	Description	Total Shares	% Equity
1	Promoter Group	8,000	0.01
2	Promoters	29,119,321	50.89
3	Mutual Funds	6,151,890	10.75
4	Alternative Investment Fund	4,117,891	7.20
5	Qualified Institutional Buyer	1,039,717	1.82
6	Foreign Portfolio Investors	28,179	0.05
7	Foreign Portfolio - Corp	78,573	0.14
8	Foreign Portfolio - Corp	89,273	0.16
9	Resident Individuals	15,807,884	27.62
10	Non-Resident Indian Non Repatriable	40,972	0.07

S. No.	Description	Total Shares	% Equity
11	Non-Resident Indians	70,999	0.12
12	Bodies Corporates	546,484	0.95
13	H U F	125,167	0.22
14	Clearing Members	579	0.00
<b>Total</b>		<b>57,224,929</b>	<b>100.00</b>

**Top ten equity shareholders of the Company as on 31 March 2025:**

S. no	Description	Total Shares	% Equity
1	Manoj Kumar Lohariwala	16,636,446	29.07
2	Vinay Lohariwala	12,482,875	21.81
3	Gian Parkash Aggarwal	12,391,464	21.65
4	Kotak Mahindra Trustee Co Ltd A/C Kotak Multicap Fund	1,788,920	3.13
5	Canara Robeco Mutual Fund A/C Canara Robeco Smallcap Fund	1,582,119	2.76
6	Clarus Capital I	1,077,052	1.88
7	SBI Life Insurance Co. Ltd	1,039,717	1.82
8	360 One Special Opportunities Fund - Series 10	1,012,064	1.77
9	360 One Special Opportunities Fund - Series 9	973,127	1.70
10	Invesco India Midcap Fund	872,463	1.52
<b>Total</b>		<b>49,856,247</b>	<b>87.11</b>

**DEMATERIALIZATION OF SECURITIES**

The equity shares of the Company are traded compulsorily in the dematerialized segment of all the stock exchanges and are under rolling settlement. As of 31 March 2025, 100% of the Company's shares are held in dematerialized form with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). Shares held by promoters are all in dematerialized form. The demat security (ISIN) code for the equity share is INE0DUT01020. None of the securities of the Company are suspended from trading.

**OUTSTANDING GDRS / ADRS / WARRANTS / ANY OTHER CONVERTIBLE INSTRUMENTS**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past. The Company does not have any outstanding instruments of the captioned type.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT - NOT APPLICABLE**
**CREDIT RATINGS:**

Details of all credit ratings obtained by the Company for its borrowings including debt instruments are as follows:

Rating Agency	Instrument Type	Rating
CareEdge	Long Term Bank Facilities	CARE A; Stable
	Short Term Bank Facilities	CARE A1;

**INVESTOR CORRESPONDENCE:**

Compliance Officer	Ms. Neeharika Shukla
	Company Secretary and Compliance Officer

Plot No. 320, Industrial Area, Phase 1, Panchkula, Haryana, 134113, India  
Email: [investors@innovacaptab.com](mailto:investors@innovacaptab.com)  
Telephone: +91 172 4194500  
Website : [www.innovacaptab.com](http://www.innovacaptab.com)

Registrar	KFin Technologies Limited Selenium, Tower B, Plot No. 31&32 Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India Telephone: + 91 40 6716 2222 Email: <a href="mailto:innovacaptab.ipo@kfinotech.com">innovacaptab.ipo@kfinotech.com</a> Investor grievance e-mail: <a href="mailto:enward.ris@kfinotech.com">enward.ris@kfinotech.com</a> Website: <a href="http://www.kfinotech.com">www.kfinotech.com</a> Contact person: M Murali Krishna SEBI Registration No: INR000000221
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**PLANT LOCATIONS AS ON 31 MARCH 2025:**

- 81-B, EPIP, Phase-1, Jharmajri, Baddi, Distt. Solan [H.P.] - 173 205, India
- 1281/1, Hilltop Industrial Estate, Near EPIP Phase-I, Jharmajri, Baddi, Distt. Solan [H.P.] - 173 505, India
- K. No. 11 SIDCO, Industrial Complex, Ghatti - Kathua, Phase - II, Village - Nanan, Tehsil - Kathua, Jammu and Kashmir - 184 143, India.

For and on behalf of the Board of Directors

Innova Captab Limited

Manoj Kumar Lohariwala

Place: Panchkula Chairman and Whole-Time Director  
Date: 19 May 2025 DIN: 00144656

## ANNEXURE 1 TO CORPORATE GOVERNANCE REPORT

To  
The Shareholders,

### AFFIRMATION OF COMPLIANCE WITH CODE OF BUSINESS CONDUCT

I, Vinay Lohariwala, Managing Director, declare that the Board of Directors of the Company has received affirmation on compliance with the Code of Business Conduct for the period from 01 April 2024 or the date of their joining the Company, whichever is later, to 31 March 2025 from all Members of the Board and employees under Senior Management Cadre.

**Vinay Lohariwala**  
Managing Director  
DIN: 00144700

Place: Panchkula  
Date: 19 May 2025

## ANNEXURE 2 TO CORPORATE GOVERNANCE REPORT

### MD AND CFO CERTIFICATION

To,  
The Board of Directors,  
Innova Captab Limited

We, Vinay Lohariwala, Managing Director ("MD") and Lokesh Bhasin, Chief Financial Officer ("CFO") of Innova Captab Limited ("the Company") to the best of our knowledge and belief, certify that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31 March 2025 and that these statements:
  - 1. do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2. together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to address these deficiencies.
- D. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit committee that:
  - 1. there has been no significant change in internal control over financial reporting during the financial year ended 31 March 2025;
  - 2. there has been no significant change in accounting policies during the financial year ended 31 March 2025; and
  - 3. there has been no instance of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control systems over financial reporting.

**Vinay Lohariwala**  
Managing Director  
Place: Panchkula  
Date: 19 May 2025

**Lokesh Bhasin**  
Chief Financial Officer  
Place: Panchkula  
Date: 19 May 2025

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

To  
The Members  
**INNOVA CAPTAB LIMITED**  
(CIN: L24246MH2005PLC150371)  
Registered Office: 601, Proxima, Plot No 19, Sector 30 A  
Vashi Navi Mumbai, Thane, Maharashtra, India, 400705

1. We have examined the compliance of conditions of corporate governance by **INNOVA CAPTAB LIMITED** for the year ended 31 March 2025, as stipulated in Regulation 17 to 27 and 34(3) read with Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. The compliance of conditions of corporate governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Corporate Governance Certificate issued by the Institute of Company Secretaries of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the Audit conducted by us physically and also by way of electronic mode, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations to the extent applicable to it.
4. 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.

**(Jaspreet Singh Dhawan)**

Proprietor

Jaspreet Dhawan & Associates  
Company Secretaries  
Membership No: FCS - 9372  
CP No.: 8545  
Peer Review No: 1335/2021  
UDIN: F009372G000414689

Date: 19 May 2025  
Place: Mohali

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To

The Members

INNOVA CAPTAB LIMITED

(CIN: L24246MH2005PLC150371)

Registered Office: 601, Proxima, Plot No 19, Sector 30 A

Vashi Navi Mumbai, Thane, Maharashtra, India, 400705

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Innova Captab Limited** having CIN: L24246MH2005PLC150371 and having registered office at **601, Proxima, Plot No 19, Sector 30 A Vashi Navi Mumbai, Thane, Maharashtra, India, 400705** (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, as amended.

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](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers (including by way of remote audit), we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on 31 March 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs under the Companies Act, 2013 or any other Statutory Authority:-

S.No.	DIN	Name of the Director	Designation	Date of appointment in Company
1	00144700	Mr. Vinay Lohariwala	Managing Director	03/03/2010
2	00144656	Mr. Manoj Kumar Lohariwala	Whole-Time Director	03/06/2009
3	03627850	Mr. Jayant Vasudeo Rao	Whole-Time Director	22/11/2017
4	08127356	Mr. Archit Aggarwal	Non-Executive/Non-Independent Director	01/04/2022
5	02219458	Mr. Shirish Gundopant Belapure	Non-Executive/Independent Director	01/04/2022
6	07819617	Mr. Sudhir Kumar Bassi	Non-Executive/Independent Director	01/04/2022
7	06578720	Ms. Priyanka Dixit	Non-Executive/Independent Director	01/04/2022
8	09558992	Mr. Mahendar Korthiwada	Non-Executive/Independent Director	01/04/2022

Ensuring the eligibility of the directors for 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.

(Jaspreet Singh Dhawan)

Proprietor

Jaspreet Dhawan & Associates  
Company Secretaries  
Membership No: FCS – 9372  
CP No.: 8545  
Peer Review No: 1335/2021  
UDIN: F009372G000414766

Date: 19 May 2025

Place: Mohali

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

I am excited to present Business Responsibility and Sustainability Report (BRSR) for FY 2025, highlighting strong commitment to sustainability and the creation of long-term value for all our stakeholders.

We remain dedicated to embedding sustainability into business strategy through initiatives. This report showcases our ongoing efforts to incorporate sustainability into operations, providing a detailed overview of our Environmental, Social, and Governance (ESG) performance for FY 2025.

Diverse range of high-quality medicines continues to be a key offering and we are equally committed to investing in research and development to discover innovative molecules and improve accessibility to essential treatments.

We recognize the importance of addressing climate change and have implemented strategic actions to manage and reduce the carbon emissions associated with operations. We will continue to assess exposure to climate-related risks and opportunities, making necessary measures to mitigate potential impacts.

Employees are the cornerstone of our success. We have introduced a variety of initiatives aimed at attracting, developing, and retaining a highly skilled and diverse workforce. These efforts drive innovation, foster collaboration, and provide us with competitive advantage. By focusing on creating an inclusive and supportive work environment, we invest in training, employee well-being, and career development, empowering people to reach their full potential and achieve organizational goals.

Employee safety remains a top priority. We implant best safety standards as part of our Environment, Health, and Safety (EHS) policy, and we conduct extensive training programs across all locations to promote a culture of safety, awareness, and accountability.

Corporate Social Responsibility (CSR) initiatives continue to make a meaningful difference in underprivileged communities. We focus on healthcare, education, water, sanitation and rural development with the aim of driving holistic community development.

Corporate governance framework underpins our commitment to ethical governance and sustainable outcomes. We strive to go beyond compliance, increasing transparency and fostering trust and reliability across our operations. Guided by our Board, we have established committees to oversee various aspects of responsible business practices, supported by a comprehensive set of policies.

Additionally, we have a secure grievance redressal and whistleblower mechanism in place to uphold values and ensure the highest standards of governance.

As we continue to integrate sustainability into operations and work toward creating sustainable value, we welcome your valuable feedback to further enhance sustainability performance.

Regards

 Jayant Vasudeo Rao  
Whole-Time Director

## TABLE OF CONTENTS

<b>Section A:</b>	General disclosures
<b>Section B:</b>	Management and process disclosures
<b>Section C:</b>	Principle-wise performance disclosure
<b>PRINCIPLE 1:</b>	Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.
<b>PRINCIPLE 2:</b>	Businesses should provide goods and services in a manner that is sustainable and safe
<b>PRINCIPLE 3:</b>	Businesses should respect and promote the well-being of all employees, including those in their value chains
<b>PRINCIPLE 4:</b>	Businesses should respect the interests of and be responsive to all its stakeholders
<b>PRINCIPLE 5:</b>	Businesses should respect and promote human rights
<b>PRINCIPLE 6:</b>	Businesses should respect and make efforts to protect and restore the environment
<b>PRINCIPLE 7:</b>	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
<b>PRINCIPLE 8:</b>	Businesses should promote inclusive growth and equitable development
<b>PRINCIPLE 9:</b>	Businesses should engage with and provide value to their consumers in a responsible manner

## Business Responsibility & Sustainability Report (Contd.)

### SECTION A: GENERAL DISCLOSURES

#### Details of the listed entity

1. <b>Corporate Identity Number (CIN):</b>	L24246MH2005PLC150371
2. <b>Name of the Listed Entity:</b>	Innova Captab Limited
3. <b>Year of Incorporation:</b>	03 January 2005
4. <b>Registered Office Address</b>	*601, Proxima, Plot No 19, Sector 30A, Vashi, Navi Mumbai, Thane, Maharashtra, India - 400705.
5. <b>Corporate Address</b>	Plot Number 320, Industrial Area, Phase -1, Panchkula, Haryana, India - 134113
6. <b>E-mail</b>	cs_icl@innovacaptab.com
7. <b>Telephone:</b>	+91 172-4194500
8. <b>Website:</b>	<a href="https://www.innovacaptab.com">https://www.innovacaptab.com</a>
9. <b>Financial year for which reporting is being done:</b>	01 April 2024 to 31 March 2025
10. <b>Paid-up Capital:</b>	₹ 572,249,290
11. <b>Name of the Stock Exchange(s) where shares are listed:</b>	BSE Limited and National Stock Exchange of India Limited
12. <b>Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:</b>	Name: Ms. Neeharika Shukla, Designation: Company Secretary and Compliance Officer Telephone Number: +(91) 172-4194500 +(91) 77100 87109 E-mail ID: cs_icl@innovacaptab.com
13. <b>Reporting boundary</b>	Standalone Basis

\*Registered Office of the Company shifted to 1513, 15th Floor, Satra Plaza, CHS Ltd. Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai-400703, Maharashtra, India w.e.f. 02 June 2025

#### Products/services

##### 14. Details of business activities (accounting for 90% of the turnover):

Sr No	Description of main activity	Description of business activity	% of turnover
1.	Manufacturing of Pharmaceuticals	Chemical and chemical products, pharmaceuticals, medicinal chemical and botanical products	100

##### 15. Products / Services sold by the entity (accounting for 90% of the entity's turnover):

Sr No	Product / Service	NIC Code	% of total turnover contributed
1.	Pharmaceutical Products and Manufacturing Services	210	100

#### Operations

##### 16. Number of locations where plants and / or operations / offices of the entity are situated:

Locations	Number of plants	Number of offices	Total
National	3	2	5
International	0	0	0

##### 17. Markets served by the entity:

###### a) Number of locations:

Locations	Number
National (No. of States)	PAN India
International (No. of Countries)	30 Countries

###### b) What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage of the total turnover of the entity is ₹ 1,481.98 million (16%) in FY 2025 and ₹ 1,138.64 million (13%) in FY 2024.

###### c) A brief on types of customers: Pharmaceutical companies in India and global market are our customers.

## Employees

## 18. Details as at the end of financial year:

## a) Employees and workers (including differently abled):

Particulars	Total	Male	Male %	Female	Female %
Permanent Employees	975	909	93.23%	66	6.77%
Permanent Workers	975	974	99.90%	1	0.10%

## b) Differently Abled Employees and workers:

Particulars	Total	Male	Female
Permanent Employees	0	0	0
Permanent Workers	1	1	0

## 19. Participation/Inclusion/Representation of Women:

Particulars	Total	Number and Percentage of females	
Board of Directors	8	1	13%
Key Management Personnel	3	1	33%

## 20. Turnover rate for permanent employees and workers

Employees	FY 2025	FY 2024	FY 2023
Male	31%	37%	36%
Female	35%	48%	53%
<b>Total</b>	<b>31%</b>	<b>38%</b>	<b>38%</b>
Workers	FY 2025	FY 2024	FY 2023
Male	27%	32%	30%
Female	0%	0%	0%
<b>Total</b>	<b>27%</b>	<b>32%</b>	<b>30%</b>

## Holding, Subsidiary and Associate Companies (including Joint Ventures)

## 21. Names of holding / subsidiary / associate companies / joint ventures:

Sr No	Name of the holding/ subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ subsidiary/associate/ joint venture	% of shares held by listed entity	Entity (A) participate in the business responsibility initiatives of the listed entity
1	Univentis Medicare Limited	Wholly Owned Subsidiary	100% hold by the Company	No
2	Sharon Bio-Medicine Limited	Step Down Subsidiary	100% hold by Univentis Medicare Limited	No

## CSR Details

## 22. Corporate Social Responsibility (CSR) Details

- (i) Whether CSR is applicable as per section 135 of Companies Act: 2013 Yes
- (ii) Turnover: ₹ 9,580.61 million
- (iii) Net Worth: ₹ 8,129.65 million
- (iv) Amount of CSR spend during the financial year: ₹ 20.73 million

## Transparency and Disclosures Compliances

## 23. Complaints / Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place If Yes, then provide web-link for grievance redress policy	FY 2025			FY 2024		
		Number of complaints filed	Number of complaints pending resolution at the end of the year	Remarks	Number of complaints filed	Number of complaints pending resolution at the end of the year	Remarks
Communities	<a href="https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf">https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf</a>	Nil	Nil	Vigil Mechanism and Whistle Blower Policy	Nil	Nil	Vigil Mechanism and Whistle Blower Policy
Investors (other than shareholders)		Not applicable					
Shareholders	<a href="https://www.innovacaptab.com/docs/19.%20Investors%20Grievance%20Policy.pdf">https://www.innovacaptab.com/docs/19.%20Investors%20Grievance%20Policy.pdf</a>	Nil	Nil	Investor Grievance Policy	Nil	Nil	Investor Grievance Policy
Employees and workers	<a href="https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf">https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf</a>	Nil	Nil	Vigil Mechanism and Whistle Blower Policy	Nil	Nil	Vigil Mechanism and Whistle Blower Policy
Customers	<a href="https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf">https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf</a>	Nil	Nil	Vigil Mechanism and Whistle Blower Policy	Nil	Nil	Vigil Mechanism and Whistle Blower Policy
Value Chain Partners	<a href="https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf">https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf</a>	Nil	Nil	Vigil Mechanism and Whistle Blower Policy	Nil	Nil	Vigil Mechanism and Whistle Blower Policy
Other (Please specify)	NA	Nil	Nil	-	Nil	Nil	-

**24. Material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to business, rationale for identifying the same approach to adapt or mitigate the risk along-with its financial implications:**

Sr No	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	<b>Corporate Governance and Business Ethics</b>	Risk and Opportunity	<b>Risk:</b> Not adhering to the highest standards of corporate governance and business ethics may lead to regulatory action, financial loss, and reputational harm. <b>Opportunity:</b> Adhering to ethical and responsible governance practices supports the sustainable creation of long-term value for all stakeholders.	1. Maintaining consistent and proactive engagement with regulatory authorities to ensure compliance and minimize the risk of non-compliance.  2. All staff members receive focused and regular training to ensure strict adherence to the Company's Code of Conduct and business ethics. In addition, strong emphasis is placed on quality control across all operational sites to uphold compliance with Good Manufacturing Practices (GMP).	<b>Positive:</b> The Company's dedication to ethical business practices and ongoing regulatory compliance will be viewed favorably by stakeholders, strengthening our reputation as a responsible corporate entity.  <b>Negative:</b> Failure to comply with regulatory standards could negatively impact the Company's reputation and long-term business sustainability.
2.	<b>Product Quality, Safety</b>	Risk	<b>Risk:</b> As a pharmaceutical Company, we are highly vulnerable to product quality and safety concerns. Hence, it is imperative to address risks associated with product quality and operational safety.	1. Ensure persistent and strict compliance with quality standards and protocols and the applicable local regulatory requirements.  2. Provide Standard Operating Procedures (SOPs) to ensure effective monitoring and reporting of adverse events.  3. Regular investment in technological advancement, training programs on current Good Manufacturing Practices (GMP) and employee skill development.  4. Undertake detailed and regular quality assessments of third-party suppliers.	<b>Positive:</b> Sustaining the highest standards of product quality and safety builds the Company's reputation with stakeholders and improves our brand image positively.  <b>Negative:</b> Significant concerns with product safety and quality could lead to recalls and regulatory alerts, temporarily impair business operations, and harm our reputation and brand. It could also result in legal repercussions, fines and penalties.

Sr No	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	<b>Cyber Security and Data Privacy</b>	Risk and Opportunity	<b>Risk:</b> Any potential cybersecurity and data privacy risk/threat directly affects the security and integrity of the IT system of the entire business.  <b>Opportunity:</b> Providing a secure IT network through a strong governance mechanism for data integrity, technology, and digitalization, which in turn enhances productivity and facilitates continuity of operations and thereby enhances the business performance.	1. Regular vulnerability assessments IT systems are undertaken to prevent breaches of Company's or stakeholders' data.  2. Implemented patch management, antivirus software and IT monitoring systems to reduce the risks associated with cyber security and data breaches. Furthermore, we regularly provide training to our staff members on cybersecurity and safeguarding against phishing emails and hacker attacks.	<b>Positive:</b> Compliance and alignment with data security and privacy laws is maintained through adoption of technology and digitalization. This safeguards against data loss, enhances productivity and fosters sustainable long-term growth.  <b>Negative:</b> The absence of a strong data integrity and security mechanism significantly increases the risk of data breaches, potentially leading to the loss of valuable data with potential adverse effects on the business. Breaches of customer/ stakeholder data may expose us to litigation, fines, and penalties.
4.	<b>Human Capital Development</b>	Risk and Opportunity	<b>Risk:</b> Human Capital Development encompasses talent management, including acquisition, retention, and employee well-being. Failure to meet or exceed employee expectations may negatively impact employee retention, productivity, and business continuity.  <b>Opportunity:</b> The Company's emphasis on enhancing employee welfare and development. This fosters the retention and attracts top talent, driving productivity, innovation, long-term business growth and value creation for all stakeholders.	1. We implement various initiatives to attract and retain talent, including competitive compensation, fostering an inclusive work culture and offering employee benefits programs.  2. We prioritize employee skill enhancement through continuous training and development opportunities.	<b>Positive:</b> Concentrated efforts on human capital development yield a motivated workforce with high retention and satisfaction rates. These indicators showcase the Company's commitment to nurturing a positive work environment.  <b>Negative:</b> Neglecting to meet employee expectations could lead to adverse long-term effects on productivity and hinder the Company's growth trajectory.

Sr No	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	<b>Environmental Impact Management</b>	Risk	<b>Risk:</b> For business to have a positive environmental impact, waste and water management are essential. To show that the business is dedicated to a sustainable future and a healthy world, concentrated efforts must be made to limit waste generation, consumption of water, and proper disposal.	1. We continue to identify opportunities to minimize any adverse environmental effect from our operations.  2. We closely monitor and track our waste management and water consumption. Our priorities are to increase water efficiency, decrease water withdrawal, and increase water recovery.	<b>Negative:</b> Neglecting environmental effects can result in unfavorable legal, regulatory, and financial repercussions, a decline in shareholder trust and reputation, and finally could lead to potential loss of an operating license.
6.	<b>Climate Change</b>	Risk and Opportunity	<b>Risk:</b> In the absence of effective management of green houses gas (GHG) emissions, the business could be at risk of physical and transition risks associated with climate change that could cause operations to be disrupted and have an impact on business continuity.  <b>Opportunity:</b> Adopting new low-carbon technology will help build business resilience and opportunities for more effective manufacturing procedures.	By boosting the proportion of biomass, obtaining renewable energy, and putting energy efficiency programs into place to maximize our energy usage, we are constantly looking for ways to lessen our dependence on fossil fuels in our operations.	<b>Negative:</b> Losing reputation and the trust of stakeholders can also result from a failure to respond to the negative effects of climate change and also increase the cost of compliance.  <b>Positive:</b> Businesses may be able to adapt to newer technologies and more productive ways of producing goods by working toward climate change adaptation and mitigation.
7.	<b>Diversity, Equity and Inclusivity</b>	Opportunity	<b>Opportunity:</b> Fostering and providing for a diverse and inclusive workforce and work culture enhances our performance by bringing together people with varied experiences, knowledge and skills.		<b>Positive:</b> A diverse and inclusive workforce that includes members of all genders, ages, ethnicities, and special abilities fosters creative thinking, encourages employee engagement, and unlocks higher levels of efficiency.

Sr No	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8.	<b>Social Impact through Community Engagement</b>	Opportunity	<b>Opportunity:</b> By aligning CSR programs with the needs of the community, the Company focuses on creating an environment of mutual trust with the community. This will help in ensuring a long-term beneficial relationship with the community and enhance the social positioning of the Company.		<b>Positive:</b> The Company's perception among the local community members is enhanced by its contributions to the community's upliftment through various initiatives that focus on health, Education and environment conservation among others. These efforts also help to promote positive social outcomes.
9.	<b>Financial Controls and Reporting</b>	Risk	<b>Risk:</b> Non-compliance with disclosures and requirements as per applicable laws and regulations could materially and adversely affect our financial results and reputation of the Company. Failure to comply with applicable laws and regulations could result investigation by relevant government agencies and authorities.		<b>Negative:</b> Non-compliance with disclosure requirements and regulations could lead to significant financial penalties, legal costs, and potential fines. This may also result in reputational damage, negatively affecting investor confidence and business performance.
10.	<b>Legal Matters</b>	Risk	<b>Risk:</b> Failure to manage legal risk could have substantial implications for the Company's reputation and the credibility of the senior leaders. It could also lead to the imposition of significant financial penalties and the imposition of additional reporting obligations.		<b>Negative:</b> Failure to manage legal risk could result in substantial financial penalties and legal cost.

## Business Responsibility & Sustainability Report (Contd.)

Sr No	Material issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
11.	Health, safety and environment	Risk	<b>Risk:</b> Any issue with employee health and safety has a direct negative impact on production activity which eventually affects the business.	1. Employee well-being program. 2. Training program on health and safety. 3. Medical check-up.	<b>Negative:</b> The loss of working hours due to accidents and injuries and reduced motivation, combined with unsafe working conditions, leads to a significant decline in productivity and efficiency.
12.	Code of Conduct	Risk	<b>Risk:</b> A breach in the code of conduct will have a negative influence on the business.	Induction training sessions for the employee.	<b>Negative:</b> Failure to comply with the code of conduct can result in reputational damage, leading to loss of customer and investor's trust.
13.	Waste Management	Risk	<b>Risk:</b> Failure to manage waste will attract fines/penalties from regulating authority and have a negative impact on the environment.	Implemented the detailed Standard Operating Procedures (SOPs) for waste management.	<b>Negative:</b> Non-compliance has negative repercussions for the organization and the environment.
14.	Training and education	Opportunity	<b>Risk:</b> Skilled employees and workers are an asset to the Company leading to efficiency improvements and reductions in injuries and accidents.	Providing a need based and innovative range of training courses.	Enhancing the upskilling and reskilling of employees to address skill-based needs within the plants results in increased productivity.

## Section B: Management and Process Disclosures

## Business Responsibility & Sustainability Report (Contd.)

Disclosure questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
4 Name of the national and international codes / certifications / labels / standards adopted by your entity and mapped to each principle										
Principal 1	National Guidelines on Responsible Business Conduct (NGRBC), Business Ethics Management – ISO 27001:2022									
Principal 2	Environmental Management System – ISO 14001: 2015, Extended Producer Responsibility (EPR) regulations, National Guidelines on Responsible Business Conduct (NGRBC)									
Principal 3	Occupational Health and Safety Management Systems – ISO 45001: 2018, National Guidelines on Responsible Business Conduct (NGRBC)									
Principal 4	National Guidelines on Responsible Business Conduct (NGRBC)									
Principal 5	National Guidelines on Responsible Business Conduct (NGRBC)									
Principal 6	Environmental Management System – ISO 14001:2015, National Guidelines on Responsible Business Conduct (NGRBC),									
Principal 7	National Guidelines on Responsible Business Conduct (NGRBC)									
Principal 8	National Guidelines on Responsible Business Conduct (NGRBC)									
Principal 9	Quality Management System – ISO 9001: 2015, National Guidelines on Responsible Business Conduct (NGRBC)									
5 Specific commitments, goals and targets set by the entity with defined timelines		a) Net Zero by 2040								
		b) Water Neutrality by 2030								
		c) Plastic waste recycles 90% by 2027								
		d) Scope 1 GHG emissions bring down by 40% by 2035								
		e) Scope 2 GHG emissions bring down by 25% by 2035								
		f) Achieve intensity target reduction by 30% by 2035								
6 Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met		We are in the process of implementing mechanisms to meet its environmental, social and governance objectives which shall be presented in the subsequent reports.								
Governance, leadership and oversight										
7 Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)		Director's Message at the beginning of this Business Responsibility and Sustainability Report.								
8 Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).		Name: Jayant Vasudeo Rao Designation: Whole-Time Director								
9 Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details		Yes, Jayant Vasudeo Rao is responsible for decisions on sustainability related issues.								
10 Details of Review of NGRBCs by the Company.										
Subject for review				Indicate whether review was undertaken by director / committee of the board / any other committee					Frequency (annually / half yearly / quarterly / any other)	
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P10
a	Performance against the above policies and follow up action					Director			Periodically/Need based	
b	Compliance with statutory requirements of relevance to the principles, and rectification of any non-					Director			Ongoing basis	

**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**
**PRINCIPLE 1**

Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent, and accountable.

Integrity, accountability, and transparency form the foundation of the manner and mode in which Company conducts business. Company's Code of Conduct (Code') is the guiding framework for ethical business conduct.

Company is also committed to high standards of quality of products to impact human health positively. The Quality teams maintain strict vigilance of all processes to ensure safe and high-quality products.

We strive to foster a respectful and safe environment for all employees and society at large. We also ensure strict alignment with applicable local laws, regulations, industry codes and requirements to deliver the best products and services to stakeholders.

**Essential Indicators**
**1. Percentage coverage by training and awareness programs on any of the principles during the financial year:**

Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact	% of people in respective category covered by awareness programs
Board of Directors		• The Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment and provide overview of the operations and familiarize the Directors on matters related to the Company's values and commitments, organization structure, constitution and terms of reference of the Committees, board procedures, management strategies etc.	100%
		• The Company also provide regular updates on the latest amendments to the various regulations – Corporate Laws, SEBI Regulations, Labor Laws and such other Statutes as may be applicable to the Company.	
Key Managerial Personnel	As a part of the Board process specified above, all Key Managerial Personnel of the Company were also informed of various developments in the Company.	100%	
Employees other than BoD and KMPs	40	The employees/workers undergo various trainings/ awareness sessions such as induction training at the time of joining and Code of Conduct, POSH, Safety, Hazard Identification and Risk Assessment, safely handle and manage hazardous substances, environmental issues, Career Management and skill enhancement, health and safety risks, good working practices, Fire and Safety, Lab Safety, Chemical Spillage Safety, Environment Safety, Environment Health and Safety (EHS) trainings during the course of employment.	100%
Workers			100%

\* Both employees and workers were provided with a wide range training in areas which will enhance health and safety and sustainable practices.

**2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year.**

No case of fine/penalty/award/compounding fees/settlement amount reported under regulation 30 of SEBI (LODR) 2015 Punishment.

**3. Of the instances disclosed in question 2 above, details of the appeal / revision preferred in cases where monetary or non-monetary action has been appealed.**

Since Company was compliant, there were no cases of appeal/revision.

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a link to the policy.**

Yes, we have Anti-Bribery and Corruption policy. The policy provides information and guidance on how to recognize and deal with bribery and corruption issues. The policy guides us to act professionally, fairly and with utmost integrity in all business dealings and relationships. <https://www.innovacaptab.com/docs/Anti-bribery%20and%20Corruption%20Policy-Signed.pdf>.

**5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:**

There were no instances of disciplinary action against any of the Directors, KMP, employees or workers.

**6. Details of complaints regarding conflict of interest:**

No complaints about conflict of interest in the reporting period.

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.**

Since there were no complaints in relation to conflict of interest or corruption, corrective action does not arise.

**8. Number of days of accounts payables (Accounts payable \*365) / Cost of goods/services procured) in the following format:**

	FY 2025	FY 2024
Number of days of accounts payables	79	79

**9. Open-ness of business:**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances and investments, with related parties, in the following format:

Parameter	Metrics	FY 2025	FY 2024
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Nil	Nil
	b. Number of dealers / distributors to whom sales are made	Nil	Nil
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	10.42%	10.96%
	b. Sales (Sales to related parties / Total Sales)	15.93%	15.12%
	c. Loans and advances (Loans and advances given to related parties / Total loans and advances)	98.86%	99.18%
	d. Investments (Investments in related parties / Total Investments made)	Nil	Nil

**PRINCIPLE 2**
**Businesses should provide goods and services in a manner that is sustainable and safe**

Quality, safety and consistent supply of Company's products is a critical priority. Robust quality management processes are strictly adhered to for the lifecycle of all products across all stages of the supply chain. Company's Quality Management System and processes have been formalized in line with Good Manufacturing Practice (GMP) regulations and other good practice procedures for ensuring Product Quality. Strict compliance with this enables Company to provide customers with high quality and safe products.

**Essential Indicators**
**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environment and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	Current financial year (%)	Previous financial year (%)	Details of improvements in environmental and social impacts
R&D	Nil	Nil	
Capex		Not applicable	

**2. Does the entity have procedures in place for sustainable sourcing? If Yes, what percentage of inputs were sourced sustainably?**

We have documented supplier code of conduct in place. Materials are procured from approved vendors both local and international. Quality assurance team conducts periodic audits of vendors, especially those who supply key materials. We continue to receive unrelenting support from vendors. We have long standing business relations with regular vendors adhering to sustainability principles which includes the following:

- Compliance with all Statutory norms of labor, health, safety, environment and ethical standards
- Zero tolerance towards corruption, fraud, bribery and other unethical conduct
- Prohibition of child labor and protection of human rights
- Equal opportunities and no discrimination based on gender, race, age, caste etc.
- Protection of environment
- Safe and healthy workplace

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) Other waste.**

**Disposing at the end of life**

Plastic (including packaging)	The disposal of the plastics (including packaging) is carried out as per the Government rules and the provisions of the Plastic Waste Management Rules 2022. Company has engaged a waste management agency to collect and recycle plastic waste in accordance with regulatory norms.
E-waste	To ensure environmental responsibility, the Company is complying with applicable rules as per the E-Waste Management Rules, 2022
Hazardous waste	The Company has a comprehensive standard operating procedure for handling and safe disposal of all categories of hazardous waste
Other Waste	Metal waste etc.
<b>4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.</b>	Yes, The Company has registered as an importer on the Central Pollution Control Board, Extended Producer Responsibility Portal for Plastic Waste as the Company imports goods/ materials that contain plastic components or are wrapped in plastic materials. Further, Company has applied for registration as an producer during the FY 2025. The Company compiles the EPR target quantities of plastic waste every year as per the provision of Plastic Waste Management Rules 2022.

**PRINCIPLE 3**

**Businesses should respect and promote the well-being of all employees, including those in their value chains**

Company's employees are recognized as assets and priority is given to creating a conducive working environment for them to flourish. As a modern Company, efforts are focused on fostering a culture that prioritizes the well-being of all employees. This approach to employee management strengthens and nurtures the workforce, while also enabling Company to attract and retain highly skilled professionals, creating value for all stakeholders.

Fostering a transparent culture that supports and prioritizes two-way communication is a critical priority. Supporting the right capabilities and providing for adequate opportunities of learning and development is Company's approach to talent management.

We also have a Whistle-Blower policy, and it provides a mechanism for all stakeholders to approach the management to raise issues of concern. Robust internal mechanisms, as detailed in Safeguarding people who report unethical or illegal conduct policy, provide for protection of the identity of a complainant and prevention of any retaliation against them.

**Essential Indicators**

**1a. Details of measures for the well-being of employees:**

Category	% of employees covered by								
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)
<b>Permanent Employees</b>									
Male	909	909	100%	909	100%	0	-	0	-
Female	66	66	100%	66	100%	66	100%	0	-
<b>Total</b>	<b>975</b>	<b>975</b>	<b>100%</b>	<b>66</b>	<b>100%</b>	<b>66</b>	<b>100%</b>	<b>0</b>	<b>-</b>
<b>Permanent Workers</b>									
Male	974	974	100%	974	100%	0	-	0	-
Female	1	1	100%	1	100%	1	100%	0	-
<b>Total</b>	<b>975</b>	<b>975</b>	<b>100%</b>	<b>975</b>	<b>100%</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>-</b>

Note: Employees and workers covered under the ESI Act are categorized under health insurance. Total is taken basis head count as on 31 March 2025.

**1b. Spending on measures towards the well-being of employees and workers (including permanent and other than permanent).**

	FY 2025	FY 2024
Cost incurred on wellbeing measures as a % of total revenue of the Company	0.021%	0.016%

**2. Details of retirement benefits, for current financial year and previous financial year.**

Benefits	FY 2025			FY 2024		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority
PF	99%	100%	Y	98%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
Employee State Insurance (ESI)	24%	69%	Y	26%	80%	Y

**3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, we are committed to providing a workplace that is accessible to all employees, regardless of their abilities.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, Labor and Human Rights Policy of the Company which includes equal opportunity policy.

Weblink: <https://www.innovacaptab.com/docs/Labor%20Human%20Rights%20Policy.pdf>

**5. Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Female*	100%	100%	-	-
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>-</b>	<b>-</b>

Note: While calculating the retention rate for the year, the Company has considered those women employees who joined back after their maternity leave.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If Yes, give details of the mechanism in brief:

		If Yes, then give details of the mechanism in brief	
Permanent Workers		We have whistle blower policy in place that provides a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The complaint can be made to <a href="mailto:cs_icl@innovacaptab.com">cs_icl@innovacaptab.com</a> The Company also has Internal Complaint Committee for handling the grievances arising from sexual harassment at the workplace, thereby adhering to the Prevention of Sexual Harassment Act. Employees can file any complaints/grievances related to sexual harassment at <a href="mailto:ghr@innovacaptab.com">ghr@innovacaptab.com</a> .	
Other than Permanent Workers			
Permanent Employees			
Other than Permanent Employees		Company encourages the entire workforce to raise and report any concern and grievance with their managers and human resource. We also have a zero-tolerance approach for retaliation against individuals who concern in good faith.	

7. Membership of employees and workers in association(s) or unions recognized by the listed entity:

The Company recognizes the right to freedom of association and collective bargaining. The Company does not discriminate against employees/ workers who participate in associations/ unions. Currently no associations/ unions are in existence.

8. Details of training given to employees and workers:

	FY 2025			FY 2024				
	Total (A)	Health and safety measures		Skill upgradation		Total (D)		
		No. (B)	% (B / A)	No. (C)	% (C / A)			
<b>Employees</b>								
Male	909	909	100%	909	100%	503	503	100%
Female	66	66	100%	66	100%	49	49	100%
<b>Total</b>	<b>975</b>	<b>975</b>	<b>100%</b>	<b>975</b>	<b>100%</b>	<b>552</b>	<b>552</b>	<b>100%</b>
<b>Workers</b>								
Male	974	974	100%	974	100%	700	700	100%
Female	1	1	100%	1	100%	0	0	-
<b>Total</b>	<b>975</b>	<b>975</b>	<b>100%</b>	<b>975</b>	<b>100%</b>	<b>700</b>	<b>700</b>	<b>100%</b>

9. Details of performance and career development reviews of employees and workers

	FY 2025			FY 2024		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	909	909	100%	503	503	100%
Female	66	66	100%	49	49	100%
<b>Total</b>	<b>975</b>	<b>975</b>	<b>100%</b>	<b>552</b>	<b>552</b>	<b>100%</b>
<b>Workers</b>						
Male	974	974	100%	700	700	100%
Female	1	1	100%	0	0	-
<b>Total</b>	<b>975</b>	<b>975</b>	<b>100%</b>	<b>700</b>	<b>700</b>	<b>100%</b>

10. Health and safety management system:

a) Whether an occupational health and safety management system has been implemented by the entity? If Yes, the coverage such system?

Yes. The Company has implemented an Occupational health and safety management system. The coverage is 100% of facilities, and it covers both regular employees and contractors. Health, safety, and well-being of employees and associates are a crucial material topic for the Company. The Company is committed towards instilling a healthy lifestyle, a safe working environment and a healthy work-life balance. Health and safety training is provided to both permanent and contractual workers, ensuring that our team understands the significance of safe procedures and

guidelines. Risk identification and assessments are undertaken as part of the process before scaling up. Health and Safety Management System (ISO 45001:2018) has been implemented across all sites which specifies requirements for an occupational health and safety management systems and provides guidance for its use to enable organizations to provide safe and healthy workplaces by preventing work related injury and ill health.

b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company continuously initiates measures to promote employee well-being and healthcare, a proper hazard identification risk management system has been put in place to ensure continuous improvement of occupational health and safety of the Company. Periodic monitor compliance and identify and assess work-related hazards in a timely manner. The Company also provides Environment Health and Safety (EHS) training to its personnel. Hazard Identification Risk Assessment (HIRA) is carried out regularly at all levels by a highly skilled process owner or a qualified safety coordinator well versed with details of all activities and safety standards.

c) Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks

Yes, The Company has formalized robust Standard Operating Procedures (SOPs) for timely identification and mitigation of work-related hazards and risks. The Company provides occupational health and safety training to all workers. The training modules cover methodologies to identify workplace hazards, evaluate the risks involved, as well as take appropriate action to reduce them. Employees receive training on how to use emergency equipment like fire hydrants, fire-fighting systems, leak and spill control methods, safety alarms, and more during the safety and emergency evacuation drills. Additionally, the ability of the staff to handle emergencies is assessed on a regular basis. The practical training educates employees about reporting and responding to work-related hazards.

d) Do the employees / worker of the entity have access to non-occupational medical and healthcare services?

Yes, the Company provides its employees and workers with non-occupational medical and healthcare services. Moreover, the Company ensures that all its employees and workers have access to medical insurance. Further, periodic health checkups and preventive health checkups are arranged from time to time.

11. Details of safety related incidents:

Safety Incident / Number	Category*	FY 2025	FY 2024
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	1.80%	0
Total recordable work-related injuries	Employees	0	0
	Workers	7	4
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	1	0

\*Including the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

We prioritize the health and safety of employees and undertake several initiatives to promote employee health and quality of life. We have adopted a health and safety policy in this regard. We work to ensure a safe and healthy workplace and provide employees with the benefits, resources and flexibility to maintain and improve their wellness.

13. Number of complaints on the following made by employees and workers

No complaints were made by any employee or worker regarding the working conditions and health and safety.

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of the locations are audited internally by the entity
Working Conditions	

## Business Responsibility & Sustainability Report (Contd.)

### 15. Provide details of any corrective action taken or underway to address safety-related incidents and on significant risks/ Concerns arising from assessments of health and safety practices and working conditions.

There have been no adverse findings from the assessments undertaken for the reporting year and hence no corrective actions were required.

### PRINCIPLE 4

#### Businesses should respect the interests of and be responsive to all its stakeholders.

Endeavor to create long-term value creation for all stakeholders. Company has been able to build trust with a broad range of stakeholders through a continued focus on quality of product delivery and ethical business conduct.

##### Essential Indicators

###### 1. Describe the processes for identifying key stakeholder groups of the entity.

Company strives to maintain a strong relationship with all stakeholders and uphold its commitment to fulfill their expectations and requirements. Company has defined important stakeholder groups based on those who are impacted as well as those who have a significant impact on the business as part of the stakeholder engagement and materiality assessment exercise. Investors/shareholders, regulators, suppliers/vendors/third-party manufacturers, community, customer, employees and senior management are the primary internal and external stakeholder groups defined by the Company as part of the engagement process.

###### 2. List stakeholder groups identified as key for entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as vulnerable and marginalized group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (annually / half yearly / quarterly / others)	Purpose and scope of engagement including key topics and concerns raised during such engagement
1 Investors/ Shareholders	No	<ul style="list-style-type: none"> <li>- Investor presentation</li> <li>- Annual/ quarterly Reports</li> <li>- Earning Calls</li> <li>- Emails</li> <li>- Updates on Company websites</li> <li>- Meetings (Virtual/In-person)</li> </ul>	Quarterly/ Need based	Investors/ Shareholders form an integral part of the stakeholder group, influencing the decisions of the Company. The key areas of interest for the investors/ shareholders are: Corporate Governance, Transparency in Disclosures, Regulatory Compliance etc.
2 Regulator	No	<ul style="list-style-type: none"> <li>- Email</li> <li>- Helpdesk</li> <li>- In person Meetings/ Visiting offices</li> <li>- Statutory Submissions/</li> <li>- Acknowledgments</li> </ul>	Need based	Transparent communication with the regulators is critical from the compliance perspective. The key areas of interests for the regulators is Regulatory compliance
3 Suppliers/ Vendors/ Third Party Manufacturer	No	<ul style="list-style-type: none"> <li>- Email</li> <li>- Audits</li> <li>- Virtual Meetings</li> <li>- In-person Meetings</li> </ul>	Need based	The key areas of engagement with the suppliers are: Timely supply of materials as prescribed, timely payments and adherence to specifications.
4 Community	No	<ul style="list-style-type: none"> <li>- Engagement through NGO/Charitable trusts</li> <li>- In-person Meetings</li> <li>- Virtual mode</li> </ul>	Ongoing	The key areas of interest for community are: Community development programs with a focus on health, education, sanitation etc and prioritize hiring individuals from the local area to meet our manpower requirements whenever feasible. Further, engaging with NGOs streamline our CSR activities of the Company.

## Business Responsibility & Sustainability Report (Contd.)

Stakeholder Group	Whether identified as vulnerable and marginalized group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (annually / half yearly / quarterly / others)	Purpose and scope of engagement including key topics and concerns raised during such engagement
5 Customer	No	<ul style="list-style-type: none"> <li>- Email</li> <li>- Audits</li> <li>- Virtual Meetings</li> <li>- In-person Meetings</li> </ul>	Need based	Customers form a vital part of the Company's stakeholder group. The key areas of interest for Customer are: Product quality, timely delivery as per agreed specifications, access and pricing.
6 Employees	No	<ul style="list-style-type: none"> <li>- Email</li> <li>- Employee training</li> <li>- In person meetings</li> <li>- Employee recognition</li> </ul>	Ongoing	Employee wellbeing and satisfaction is an integral part of the Company's growth. The key areas of interest for employees are: Employee Training, Professional growth and development, Employee recognition, well being initiatives, fair remuneration and no discrimination.

### PRINCIPLE 5

#### Businesses should respect and promote human rights

Company acknowledges its responsibility to uphold human rights and address any negative impacts on them within its sphere of influence. Company has implemented a strict zero-tolerance policy towards violence, harassment, and any form of unreasonable, offensive, or threatening behavior. Code of Conduct clearly defines the responsibilities of each individual within the Company to protect and respect human rights.

##### Essential Indicators

###### 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity.

	FY 2025			FY 2024		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Permanent employees	975	975	100%	552	552	100%
Permanent Workers	975	975	100%	700	700	100%

###### 2. Details of minimum wages paid to employees and workers:

	FY 2025			FY 2024						
	Total (A)	Equal to Minimum Wage (B)	More than Minimum Wage (C)	Total (A)	Equal to Minimum Wage (B)	More than Minimum Wage (C)				
	(B)	% (B / A)	(C)	% (C / A)	(B)	% (B / A)	(C)	% (C / A)		
<b>Permanent Employees</b>										
Male	909	0	-	909	100%	503	0	503	100%	
Female	66	0	-	66	100%	49	0	-	49	100%
<b>Permanent Workers</b>										
Male	974	0	-	974	100%	700	73	10%	627	90%
Female	1	0	-	1	100%	0	0	-	0	-

## 3. Details of remuneration / salary wages:

## a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
Board of Directors (BoD)	7	610,000	1	330,000
Key Managerial Personnel	2	4,668,518	1	897,288
Employees other than BoD and KMP	1133*	202,488	85*	191,005
Workers	1207*	145,812	1*	5,627

\* Employees and workers count reflect those employed during the year.

## b. Gross wages paid to females as a % of total wages paid by the entity:

Particulars	FY 2025	FY 2024
Gross wages paid to females as a % of total wages	3.65%	4.13%

## 4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the HR representative nominated by the management, governed by Labor and Human Rights Policy, is responsible for addressing human rights impacts.

## 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Any concerns of misconduct, potential unethical and illegal actions, sexual harassment or violation of any human right can be reported by all stakeholder as process mentioned in formalized Vigil Mechanism and whistle blower policy. Refer the policy <https://www.innovacaptab.com/docs/Vigil%20%20Mechanism%20%20Whistle%20Blower%20Policy.pdf>

## 6. Number of Complaints on the following made by employees and workers:

No Complaints related to child labor, forced labor, wages, sexual harassment and discrimination at workplace in the current and previous financial year.

## 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

No Complaints related to Sexual Harassment on of Women at workplace in the current and previous financial year.

## 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder, to redress complaints received regarding sexual harassment. Refer policy <https://www.innovacaptab.com/docs/Policy%20for%20prevention%20of%20Sexual%20Harassment.pdf>

## 9. Do human rights requirements form part of your business agreements and contracts?

Yes, Human Rights requirements form part of the Company's business agreements.

## 10. Assessments for the year:

	% of plants and offices that were assessed
Child labor	
Forced / involuntary labor	
Sexual harassment	100% of the locations are audited internally by the entity.
Discrimination at workplace	
Wages	
Others – please specify	

## 11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not applicable.

## PRINCIPLE 6

## Businesses should respect and make efforts to protect and restore the environment

The Company's approach to business is closely integrated with principles of sustainability. Concerted efforts are regularly made to ensure that operations do not have a negative impact on the environment in and around operations. We have also successfully integrated the Environment, Health and Safety (EHS) strategy across the value chain. This has enabled us to comply with the necessary applicable environmental laws and mandates during manufacturing and commercial activities. We continue to explore ways in which we can contribute to a greater positive impact on the environment.

## Essential Indicators

## 1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameter	FY 2025	FY 2024
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	39,210,448	24,218,429
Total energy consumed from renewable source (A+B+C) (in Mega Joules)	39,210,448	24,218,429
From non-renewable sources		
Total electricity consumption (D)	70,391,408	45,080,982
Total fuel consumption (E)	5,649,000	9,576,000
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F) (in Mega Joules)	76,040,408	54,656,982
Total energy consumed (A+B+C+D+E+F) (in Mega Joules)	115,250,856	78,875,411
Energy intensity per rupee of turnover	0.01203	0.00912
(Total energy consumption in Mega Joule/Revenue from operations)		
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	-	-
(Total energy consumed / Revenue from operations adjusted for PPP)		
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.		No

## 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? If Yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken.

No, the Company is not identified as a designated consumer under the Performance Achieve and Trade (PAT) Scheme of the Government of India.

## 3. Provide details of the following disclosures related to water:

Parameter	FY 2025	FY 2024
Water withdrawal by source (in kiloliters)		
(i) Surface water	0	0
(ii) Groundwater	118,387	129,143
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	118,387	129,143
Total volume of water consumption (in kiloliters)	118,387	129,143
Water intensity per rupee of turnover	0.012	0.015
(Water Consumed in litre / Revenue from operations)		

Parameter	FY 2025	FY 2024
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency.	No	

4. Provide the following details related to water discharged:

Company operates an effluent treatment plant designed to manage wastewater efficiently, ensuring the production of clean water after primary and secondary treatments, then supplied to third parties for final discharge. Additionally, we focus on optimizing water usage through strategies such as the installation of flow meters to continuously monitor water consumption

Further, Recharging of ground water source / borewell by rainwater harvesting.

	FY 2025	FY 2024
<b>Water discharge by destination and level of treatment (in kiloliters)</b>		
(i) To surface water	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To groundwater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To seawater	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	31,280	15,972
(v) Others	-	-
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kiloliters)</b>	<b>31,280</b>	<b>15,972</b>

Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? If Yes, name of the external agency

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If Yes, provide details of its coverage and implementation.

Currently, we have no mechanism for zero liquid discharge. All the manufacturing units has an effluent treatment plant to manage wastewater and produce clean water suitable for reuse in gardening, cooling towers and in washrooms.

6. Please provide details of air emissions (other than GHG emissions) by the entity:

Parameter	Unit	FY 2025	FY 2024
Nox	µg/m³	8	11
Sox	µg/m³	6	9
Particulate matter (PM-10)	µg/m³	73	72
Particulate matter (PM-2.5)	µg/m³	34	31
Persistent organic pollutants (POP)	NA	Nil	Nil
Volatile organic compounds (VOC)	NA	Nil	Nil
Hazardous air pollutants (HAP)	NA	Nil	Nil
Others – please specify	NA	Nil	Nil
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency	Shivalik Solid Waste Management Limited		

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:

Parameter	Unit	FY 2025	FY 2024
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	360.46	611.04
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	15,838.07	10,143.22
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emission (In Kg) / Revenue from operations)		0.00169	0.00124
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output		-	-
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	CO <sub>2</sub> equivalent/ Metric tonnes	-	-
Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? If yes, name of the external agency	No		

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company is committed to continuously improve energy performance and conserve energy in its various operations along with reducing GHG emissions.

Major projects related to reducing GHG emission are listed below:

- In our manufacturing facility, we have changed boiler fuel from diesel to Agro Waste Briquettes.
- Installation of Heat Pump to generate hot water for HVAC purpose which has resulted in reduction in electricity consumption.
- Installation of VFD (Variable Frequency Drives) in various pumps and blowers to reduce electricity consumption.
- Use of piped natural gas
- Collection of all condensate water to re-feed to boiler which in turn reduces the water makeup of the boiler and fuel consumption.
- Apart from the above we also take up various energy conservation initiatives every year at manufacturing units for reducing energy consumption and in-turn GHG emissions reduction.

9. Provide details related to waste management by the entity:

	FY 2025	FY 2024
<b>Total waste generated (in metric tonnes)</b>		
Plastic waste (A)	39.83	30.33
E-waste (B)	-	-
Bio-medical waste (C)	6.53	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other hazardous waste (G) (includes used oil, PVC Drums and ETP sludge)	1.66	-
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>48.02</b>	<b>30.33</b>
Waste intensity per rupee of turnover (Total waste generated in Kg / Revenue from operations)	0.000005	0.000004
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	-	-

	FY 2025	FY 2024
<b>Waste intensity in terms of physical output</b>	-	-
<b>Waste intensity (optional) – the relevant metric may be selected by the entity</b>	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) <i>Recycled</i>	-	-
(ii) <i>Re-used</i>	-	-
(iii) <i>Other recovery operations</i>	-	-
<b>Total</b>	-	-
<b>For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) <i>Incineration</i>	-	-
(ii) <i>Landfilling</i>	-	-
(iii) <i>Other disposal operations</i>	-	-
<b>Total</b>	-	-

Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? If yes, name of the external agency. No

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by Our Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Company incorporates a waste management practices towards waste minimization, segregation and safe disposal. The Company has adopted initiatives to divert hazardous waste toward co-processing and recycling over other disposal mechanisms, such as incineration and landfilling as part of the hazardous waste disposal mechanism. Additionally, the Company has embraced digitalization to reduce paper consumptions.

**11. If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details:**

None of the Company operations/offices are in ecologically sensitive areas.

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

The requirement for carrying out environmental impact assessments did not arise during the current financial year.

**13. Is the entity compliant with the applicable environmental law / regulations / guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder. If not, provide details of all such non-compliances:**

Yes, we are compliant with all applicable environmental laws/ regulations/ guidelines in India. We had no major non-compliances for FY 2025.

#### PRINCIPLE 7

**Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

Code of conduct is a critical guiding document that enables us to maintain interactions with these associations with transparency and with integrity. As responsible corporate citizens, we do not make any political contributions.

#### Essential Indicators

**1a. Number of affiliations with trade and industry chambers / associations.**

The Company is a member of five trade and industry chambers/ associations.

**1b. List the top trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to:**

Sr No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations
1	Pharmaceuticals Export Promotion Council of India (Pharmexcil)	National
2	PHD Chamber of Commerce and Industry	National
3	Himachal Drugs Manufacturers Association	National
4	Federation of Pharma Entrepreneurs	National
5	Baddi Barotiwala Nalagarh Association	National

**3. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.**

For the reporting year, there were no adverse orders from regulatory authorities against the Company for issues pertaining to anticompetitive conduct.

#### PRINCIPLE 8

**Businesses should promote inclusive growth and equitable development**

We strongly recognize the role we must play to create positive social impact for society at large. Recognizing the need for access to quality and affordable healthcare and education, CSR programs have been designed to create ample opportunities for empowerment of all communities. Such activities enable us to create long-term positive social impact.

#### Essential Indicators

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

The Company did not undertake any Social Impact Assessments of projects

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (RandR) is being undertaken by your entity.**

None of the Company's operations and units have caused displacement to local communities due to which rehabilitation and resettlement would need to be taken.

**3. Describe the mechanisms to receive and redress grievances of the community.**

The communities can raise their grievances as per the mechanism provided in our Whistle Blower and Vigil Mechanism available on the website of the Company.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2025	FY 2024
Directly sourced from MSMEs/ small producers	27.40%	0.32%
Directly from within India	95.42%	95.55%

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Not applicable. The company's approach to hiring is location agnostic. Hence wages paid is based on job role and there are no geographical variations.

#### PRINCIPLE 9

**Businesses should engage with and provide value to their consumers in a responsible manner.**

Endeavor remains to keep customers' needs first and provide them with safe and high-quality products. We strictly comply with internal protocols and Good Manufacturing Practices (GMP) regulations for manufacturing products. Aligned to statutory requirements, the packaging of all our products provides necessary information about the product and any additional information that is consistent with scientific evidence.

#### Essential Indicators

## 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

We have a standard procedure of dealing with all such consumer complaints in a time bound manner. For handling market complaints from Regulated markets, Standard Operating Procedures are in place through Quality Assurance department. Once a product quality complaint is received by the Company, it is acknowledged, and an assessment is undertaken to identify the nature and severity of complaints. Along with the initial evaluation, a follow-up is initiated for requesting the complaint sample and any additional information to facilitate the assessment and the investigation. A remedial action plan is launched after the investigation is completed and the root cause is determined. A complaint summary report is also prepared at the same time. The complaint is finally closed after a final risk assessment is completed and a response is delivered to the complainant.

## 2. Turnover of products and / services as a percentage of turnover from all products / service that carry information about:

As a percentage to total turnover		
Environmental and social parameters relevant to the product		Not applicable
Safe and responsible usage		100%
Recycling and / or safe disposal		Not applicable

## 3. Number of consumer complaints in respect of the following:

	FY 2025		FY 2024		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year
Data privacy					
Advertising					
Cyber-security					
Delivery of essential services	Nil			Nil	
Restrictive trade practice					
Unfair trade practices					
Other					

## 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

## 5. Does the entity have a framework / policy on cyber security and risks related to data privacy? (Yes / No) If available, provide a web-link of the policy.

Yes, Weblink of the Policy of Cybersecurity- <https://www.innovacaptab.com/docs/Cyber%20Security%20Policy.pdf>

## 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No such incidents were reported during the reporting period.

## 7. Provide the following information relating to data breaches:

- Number of instances of data breaches: Nil
- Percentage of data breaches involving personally identifiable information of customers: Nil
- Impact, if any, of the data breaches: Not applicable

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Innova Captab Limited

### Report on the Audit of the Standalone Financial Statements

#### OPINION

We have audited the standalone financial statements of Innova Captab Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

#### Revenue Recognition-Fraud Risk

Refer Note 26 of standalone financial statements

#### The key audit matter

The Company recognises revenue from sale of goods and services when control over goods is transferred to customer/ services are rendered based on specific terms and conditions of sale/service contracts entered into with respective customers.

We have identified recognition of revenue as a key audit matter as—

- revenue is a key performance indicator; and
- there is a presumed fraud risk of revenue being overstated through manipulation of the timing and amount of revenue recognized due to pressures to achieve performance targets as well as meeting external expectations.

In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:

1. Assessing the compliance of the Company's revenue recognition policies with Ind AS 115 Revenue from Contracts with Customers.
2. Evaluating the design and implementation and testing operating effectiveness of relevant key internal controls with respect to revenue recognition;
3. Performing substantive testing on samples selected using statistical sampling method for revenue transactions recorded during the year by testing underlying documents such as:
  - invoices,
  - goods dispatch notes(as applicable),
  - third party shipping documents / customer acceptances (as applicable), and
  - subsequent receipts in the bank statements (as applicable)
 to assess revenue is recognized in relevant period in which control is transferred or services are provided;
4. Testing of journals posted to revenue ledger selected based on specified risk-based criteria to identify unusual items;

The key audit matter	How the matter was addressed in our audit
	<p>5. Testing on a sample basis using statistical sampling method, specific revenue transactions recorded before and after the financial year end date to check revenue recognition in the correct financial period;</p> <p>6. Carrying out analytical procedures on revenue recognized during the year to identify unusual variances;</p> <p>7. Testing contractual terms to assess performance obligation and basis for revenue recognition;</p> <p>8. Assessing adequacy of disclosures in the financial statements against the requirements of Ind AS 115.</p>

#### OTHER INFORMATION

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

#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the

preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

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

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

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

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

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

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

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- A. As required by Section 143(3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - On the basis of the written representations received from the directors as on 11 April 2025, 17 April 2025, 21 April 2025, 26 April 2025, 29 April 2025, 03 May 2025 and 08 May 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - the qualification relating to the maintenance of accounts and other matters connected therewith as are stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

## Independent Auditor's Report (Contd.)

- a. The Company does not have any pending litigations which would impact its financial position.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d. (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(vi) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The Company has neither declared nor paid any dividend during the year.
- f. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility.

The feature of recording audit trail (edit log) facility for the one of the accounting software has operated throughout the year except for certain tables/fields relating to revenue, trade receivables, inventory, fixed assets, purchases, trade payable, and other allied areas where the same were enabled from 19 June 2024 and certain remaining tables/fields relating to trade receivables, trade payable, inventory, revenue and fixed assets where the same were enabled from 12 March 2025. Further, we are unable to comment on whether audit trail feature was enabled at the database layer for the said software due to absence of logs of direct data changes made at the database layer.

Based on our examination which included test checks, the Company has used a separate accounting software for maintaining its books of account related to payroll which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the said accounting software. Further, the audit trail was not enabled at the database level for this accounting software to log any direct data changes.

For the period where audit trail (edit log) facility was enabled and operated we did not come across any instance of the audit trail feature being tampered with.

Additionally, except for the instances where audit trail was not enabled in prior year, the audit trail has been preserved by the Company as per statutory requirements for record retention.

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

For B S R & Co. LLP

Chartered Accountants

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

Gaurav Mahajan

Partner

Place: Panchkula

Membership No.: 507857

Date: 19 May 2025

ICAI UDIN:25507857BMOAKG5705

## ANNEXURE A

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

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

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this

periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (INR mn)	Held in the name of	Whether promoter, director or their relative or employee	Period held-indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Industrial Plot together with factory building at EPIP Phase 1, Jharmajri, Baddi, Himachal Pradesh	34.02	M/s Flex Art Foil Limited (formerly known as M/s Flex Art Foil Pvt. Ltd.)	No	Since FY 2023-24	The Company has acquired this asset in E-auction under The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The Company is in the process of getting the asset transferred in its name.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii)(a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10%

in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments or provided any guarantee or given any security or advances in the nature of loans to companies, firms, limited liability partnership or any other parties and has not granted loans to companies, firms or limited liability partnership during the year. The Company has granted unsecured loans to other parties in respect of which the requisite information is as below.

(a) Based on the audit procedures carried on by us and as per the information and explanations

given to us the Company has provided loans to employees as below:

Particulars	Non-interest bearing loans (In ₹ million)
Aggregate amount during the year	8.34
- Others (Employees of the Company)	
Balance outstanding as at balance sheet date	12.40

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans during the year are, *prima facie*, not prejudicial to the interest of the Company. Further, the Company has not made any investment or provided guarantee or given security or granted advances in the nature of loan during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal has been stipulated and the repayments or receipts have been regular except for the loan of ₹ 1,071.00 million given to its subsidiary company which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular. However, payment of interest was not stipulated in case of non-interest bearing loans given to employees as per approved policy of the Company. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances

in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loan to its subsidiary company as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act").

Particulars	Related Parties (In ₹ million)
Aggregate of loans/advances in nature of loan	
- Repayable on demand (A)	1,071.00
- Agreement does not specify any terms or period of Repayment (B)	-
<b>Total (A+B)</b>	<b>1,071.00</b>
Percentage of loans/advances in nature of loan to the total loans	99%

(iv) According to the information and explanation given to us and on the basis of our examination of records of the Company, in respect of investments made and loans given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with. The Company has not provided any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and

Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful default by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any money by way of initial public offer/further public offer(including debt instruments) during the year. However, proceeds from issue of equity shares which were received during the year ended 31 March 2024 and remained unutilised as at that date amounting to ₹ 620.00 million have been utilised by the Company for the purposes for which they were raised during the previous year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.



## STANDALONE BALANCE SHEET

as at 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	Note	As at 31 March 2025	As at 31 March 2024
<b>Assets</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	5(a)	6,201.77	1,445.82
(b) Right-of-use assets	6	167.34	182.62
(c) Capital work-in-progress	5(a)	210.15	3,389.83
(d) Intangible assets	5(b)	5.57	7.11
(e) Financial assets			
(i) Investments	7	600.00	600.00
(ii) Loans	8	1,077.68	1,373.32
(iii) Other financial assets	9	65.53	8.42
(f) Other non-current assets	10	32.32	169.17
<b>Total non-current assets</b>		<b>8,360.36</b>	<b>7,176.29</b>
<b>(2) Current assets</b>			
(a) Inventories	11	1,399.45	939.90
(b) Financial assets			
(i) Trade receivables	12	2,489.01	2,173.88
(ii) Cash and cash equivalents	13	153.07	113.89
(iii) Bank balances other than (ii) above	14	525.85	749.63
(iv) Loans	15	5.72	3.73
(v) Other financial assets	16	314.44	63.78
(c) Other current assets	17	403.54	329.56
<b>Total current assets</b>		<b>5,291.08</b>	<b>4,374.37</b>
<b>Total assets</b>		<b>13,651.44</b>	<b>11,550.66</b>
<b>Equity and liabilities</b>			
<b>(1) Equity</b>			
(a) Equity share capital	18	572.25	572.25
(b) Other equity	19	7,557.40	6,664.92
<b>Total equity</b>		<b>8,129.65</b>	<b>7,237.17</b>
<b>Liabilities</b>			
<b>(2) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	20	2,435.48	2,081.98
(ii) Lease liabilities	6	13.46	22.42
(b) Provisions	21	39.34	26.66
(c) Deferred tax liabilities (net)	35	131.87	48.42
<b>Total non-current liabilities</b>		<b>2,620.15</b>	<b>2,179.48</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	20	835.80	325.87
(ii) Lease liabilities	6	7.03	8.95
(iii) Trade payables	22		
- total outstanding dues of micro and small enterprises		88.32	0.12
- total outstanding dues of creditors other than micro and small enterprises		1,673.20	1,535.00
(iv) Other financial liabilities	23	225.96	213.54
(b) Other current liabilities	24	26.73	35.99
(c) Provisions	21	9.25	6.68
(d) Current tax liabilities (net)	25	35.35	7.86
<b>Total current liabilities</b>		<b>2,901.64</b>	<b>2,134.01</b>
<b>Total liabilities</b>		<b>5,521.79</b>	<b>4,313.49</b>
<b>Total equity and liabilities</b>		<b>13,651.44</b>	<b>11,550.66</b>

Material accounting policies 3  
Notes to the Standalone Financial Statements 5(a)-49

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date attached.

For B S R & Co. LLP  
Chartered Accountants  
Firm registration number: 101248W/W-100022

Gaurav Mahajan  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

For and on behalf of Board of Directors of  
Innova Captab Limited

Manoj Kumar Lohariwala  
Chairman & Wholetime Director  
DIN: 00144656

Lokesh Bhasin  
Chief Financial Officer

Place: Panchkula  
Date: 19 May 2025

Vinay Lohariwala  
Managing Director  
DIN: 00144700

Neeharika Shukla  
Company Secretary  
M.No.: A42724

Place: Panchkula  
Date: 19 May 2025

## STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>I Revenue from operations</b>	26	9,580.61	8,649.29
<b>II Other income</b>	27	167.75	107.18
<b>III Total income (I + II)</b>		<b>9,748.36</b>	<b>8,756.47</b>
<b>IV Expenses</b>			
Cost of materials consumed	28	7,155.10	6,404.67
Purchase of stock-in-trade	29	6.84	64.00
Changes in inventories of finished goods, work-in-progress and stock-in-trade	30	(113.42)	(13.51)
Employee benefits expense	31	627.43	501.11
Finance costs	32	21.68	135.91
Depreciation and amortization expense	33	170.15	113.99
Other expenses	34	681.67	613.32
<b>Total expenses (IV)</b>		<b>8,549.45</b>	<b>7,819.49</b>
<b>V Profit before tax (III-IV)</b>		<b>1,198.91</b>	<b>936.98</b>
<b>VI Tax expense:</b>			
Current tax	35	220.00	251.84
Deferred tax	35	84.21	3.53
<b>Total tax expense (VI)</b>		<b>304.21</b>	<b>255.37</b>
<b>VII Profit for the year (V-VI)</b>		<b>894.70</b>	<b>681.61</b>
<b>VIII Other comprehensive income / (loss)</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit obligation		(2.98)	3.70
Income tax relating to items that will not be reclassified to profit or loss		0.76	(0.93)
<b>Other comprehensive (loss)/income for the year (net of tax)</b>		<b>(2.22)</b>	<b>2.77</b>
<b>IX Total comprehensive income for the year (VII+VIII)</b>		<b>892.48</b>	<b>684.38</b>
<b>Earnings per equity share</b>	36	<b>15.63</b>	<b>13.48</b>
Basic and diluted [nominal value of ₹ 10 per share]			
Material accounting policies	3		
Notes to the Standalone Financial Statements	5(a)-49		
The accompanying notes form an integral part of the Standalone Financial Statements.			

As per our report of even date attached.

For B S R & Co. LLP  
Chartered Accountants  
Firm registration number: 101248W/W-100022

Gaurav Mahajan  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

For and on behalf of Board of Directors of  
Innova Captab Limited

Manoj Kumar Lohariwala  
Chairman & Wholetime Director  
DIN: 00144656

Lokesh Bhasin  
Chief Financial Officer

Place: Panchkula  
Date: 19 May 2025

Vinay Lohariwala  
Managing Director  
DIN: 00144700

Neeharika Shukla  
Company Secretary  
M.No.: A42724

## STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

### A Equity share capital (refer note 18)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the reporting year	57,224,929	572.25	48,000,000	480.00
Add: Fresh issue of equity shares	-	-	9,224,929	92.25
<b>Balance at the end of the reporting year</b>	<b>57,224,929</b>	<b>572.25</b>	<b>57,224,929</b>	<b>572.25</b>

### B Other equity (refer note 19)

Particulars	Reserves and surplus			Total
	Capital reserve	Retained earnings	Security premium	
<b>Balance as at 01 April 2024</b>	<b>0.44</b>	<b>2,887.14</b>	<b>3,777.34</b>	<b>6,664.92</b>
Add: Profit for the year	-	894.70	-	894.70
Add: Other comprehensive income (net of tax) for the year	-	(2.22)	-	(2.22)
<b>Total comprehensive income for the year</b>	<b>0.44</b>	<b>892.48</b>	<b>3,777.34</b>	<b>892.48</b>
<b>Balance as at 31 March 2025</b>	<b>0.44</b>	<b>3,779.62</b>	<b>3,777.34</b>	<b>7,557.40</b>
<b>Balance as at 01 April 2023</b>	<b>0.44</b>	<b>2,202.76</b>	<b>-</b>	<b>2,203.20</b>
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>681.61</b>	<b>-</b>	<b>681.61</b>
Add: Profit for the year	-	2.77	-	2.77
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>684.38</b>	<b>-</b>	<b>684.38</b>

### Transactions with owners of the Company

#### Contributions and distributions

Add: Fresh Issue of equity shares				
- Cumulative Compulsorily Convertible Preference Shares ("CCCPs") converted	-	-	618.64	618.64
- Issued to 360 One special opportunities fund Series 9	-	-	146.65	146.65
- Issued to 360 One special opportunities fund Series 10	-	-	146.65	146.65
- Public Issue made on 29 December 2023	-	-	3,128.57	3,128.57
Less: Shares issue expenses	-	-	(263.17)	(263.17)
<b>Total contributions and distributions</b>	<b>0.44</b>	<b>2,887.14</b>	<b>3,777.34</b>	<b>3,777.34</b>
<b>Balance as at 31 March 2024</b>	<b>0.44</b>	<b>2,887.14</b>	<b>3,777.34</b>	<b>6,664.92</b>

Material accounting policies

3

Notes to the Standalone Financial Statements

5(a)-49

The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date attached.

For B S R & Co. LLP  
Chartered Accountants  
Firm registration number: 101248W/W-100022

Gaurav Mahajan  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

For and on behalf of Board of Directors of  
Innova Captab Limited

Manoj Kumar Lohariwala  
Chairman & Wholetime Director  
DIN: 00144656

Lokesh Bhasin  
Chief Financial Officer

Place: Panchkula  
Date: 19 May 2025

Vinay Lohariwala  
Managing Director  
DIN: 00144700

Neeharika Shukla  
Company Secretary  
M.No.: A42724

## STANDALONE STATEMENT OF CASH FLOW

for the year ended 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>A Cash flows from operating activities</b>		
Profit before tax for the year	1,198.91	936.98
<b>Adjustments for:</b>		
Depreciation and amortization expense	170.15	113.99
Expected credit loss/(reversal) on trade receivables	3.85	(2.08)
Bad debts written off	32.85	0.82
Net loss/(profit) on sale of property, plant and equipment	0.80	(0.41)
Unrealized foreign exchange loss/(gain)	4.34	(2.44)
Amortization of government grant	(0.43)	(0.43)
Finance costs	20.37	135.91
Provision for obsolete inventory	(0.50)	16.16
Transaction costs related to borrowings	1.31	-
Loss on fair valuation of cumulative compulsorily convertible preference shares	-	19.36
Loan to employee written off	-	5.10
GST linked incentive	39.13	-
Interest income	(138.92)	(62.87)
<b>Operating cash flows before working capital changes</b>	<b>1,331.86</b>	<b>1,160.09</b>
<b>Working capital adjustments:</b>		
(Increase)/decrease in inventories	(459.05)	16.66
(Increase)/decrease in trade receivables	(356.17)	126.59
Increase in trade payables	226.40	54.28
(Increase)/decrease in loans	(1.35)	1.56
(Increase)/decrease in other financial assets	(299.31)	13.33
Decrease in other non-current assets	0.44	0.96
(Increase) in other current assets	(73.98)	(45.22)
(Decrease)/increase in other current liabilities	(8.84)	4.42
Increase in other financial liabilities	19.69	19.51
Increase in provisions	12.27	4.42
<b>Cash generated from operating activities</b>	<b>391.96</b>	<b>1,356.60</b>
Income tax paid (net)	(193.95)	(239.86)
<b>Net cash generated from operating activities (A)</b>	<b>198.01</b>	<b>1,116.74</b>
<b>B Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangible assets (including capital-work-in progress)	(1,609.29)	(2,772.30)
Proceeds from sale of property, plant and equipment and intangible assets	1.48	1.16
Interest income received	147.79	53.06
Loan repayment received/(given) to subsidiary	295.00	(1,366.00)
Bank deposits made	(966.46)	(631.46)
Proceeds from maturity of bank deposits	1,134.02	-
<b>Net cash (used in) investing activities (B)</b>	<b>(997.46)</b>	<b>(4,715.54)</b>

Standalone Statement of Cash flow  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>C Cash flows from financing activities</b>		
Proceeds from issue of share including securities premium (net of share issue expenses)	-	3,231.09
Principal payment of lease liabilities	(7.55)	(8.14)
Finance cost paid (including interest paid on lease liabilities)	(15.94)	(67.52)
Repayments of non-current borrowings	(114.03)	(161.32)
Proceeds from non-current borrowings	637.29	1,688.27
Proceeds/(Repayment) of current borrowings (net)	338.86	(1,001.04)
<b>Net cash generated from financing activities (C)</b>	<b>838.63</b>	<b>3,681.34</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>39.18</b>	<b>82.54</b>
Cash and cash equivalents at the beginning of the year	113.89	31.35
<b>Cash and cash equivalents at the end of the year</b>	<b>153.07</b>	<b>113.89</b>

Notes:

1. For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.62	0.32
Balances with banks - in current accounts	2.45	113.57
Bank deposits with original maturity of less than three months	150.00	-
<b>Cash and cash equivalents at the end of the year</b>	<b>153.07</b>	<b>113.89</b>

2. The above statement of cash flow has been prepared under the indirect method set out in the applicable Indian Accounting Standard (Ind AS) 7 on "Statement of Cash Flows".

3. Reconciliation of movements of current and non-current borrowings to cash flows arising from financing activities:

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings at the beginning of the year (including interest accrued on borrowings)	2,418.08	1,895.48
Proceeds from non-current borrowings	637.29	1,688.27
Repayments of non-current borrowings	(114.03)	(161.32)
Proceeds/(Repayment) of current borrowings (net)	338.86	(1,001.04)
Transaction costs related to borrowings	1.31	-
Finance cost	17.11	64.21
Finance cost paid	(14.12)	(67.52)
<b>Borrowings at the end of the year (including interest accrued on borrowings)</b>	<b>3,284.50</b>	<b>2,418.08</b>

Standalone Statement of Cash flow  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

4 Reconciliation of movements of lease liabilities to cash flows arising from financing activities during the year:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	31.37	15.91
Additions	-	20.98
Deletions	(3.33)	-
Accretion of interest	1.82	2.62
Payment of lease liabilities	(9.37)	(8.14)
<b>Balance as at end of the year</b>	<b>20.49</b>	<b>31.37</b>

Material accounting policies 3  
Notes to the Standalone Financial Statements 5(a)-49  
The accompanying notes form an integral part of the Standalone Financial Statements.

As per our report of even date attached.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm registration number: 101248W/W-100022

**For and on behalf of Board of Directors of**  
Innova Captab Limited

**Gaurav Mahajan**  
Partner  
Membership Number: 507857

**Manoj Kumar Lohariwala**  
Chairman & Wholetime Director  
DIN: 00144656

**Vinay Lohariwala**  
Managing Director  
DIN: 00144700

Place: Panchkula  
Date: 19 May 2025

**Lokesh Bhasin**  
Chief Financial Officer

**Neetika Shukla**  
Company Secretary  
M.No.: A42724

Place: Panchkula  
Date: 19 May 2025

# NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2025

## NOTE 1 - REPORTING ENTITY

Innova Captab Limited (CIN: L24246MH2005PLC150371) ("the Company"), a Company domiciled in India with its registered office situated at, Office No. 606, Ratan Galaxie-6th Floor, J.N. Road, Plot No. 1, Mulund (W), Mumbai, MH 400080, India, was incorporated in Mumbai on 03 January 2005 as a private limited company. The Company was initially incorporated with the name of "Harun Healthcare Private Limited" and later the name was changed to "Innova Captab Private Limited". The Company was converted to a Public Limited Company w.e.f 26 July 2018. After conversion, the name of the Company is "Innova Captab Limited". The Company got listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 29 December 2023. The Company had applied for change in CIN from unlisted to listed and the application vide SRN No AA6898984 dated 06 March 2024 which was approved by MCA on 16 July 2024 and CIN has been updated from U24246MH2005PLC150371 to L24246MH2005PLC150371. Furthermore, w.e.f. 16 October 2023 Company has changed its registered office to 601, Proxima, Plot No 19, Sector 30A Vashi, Navi, Mumbai 400705.

The Company is engaged in the business of manufacturing and trading of drugs and pharmaceuticals.

## NOTE 2 - BASIS OF PREPARATION

### (i) Statement of compliance

These standalone financial statements ("standalone financial statements") have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of Companies Act, 2013, ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The standalone financial statements have been prepared on a going concern basis. The accounting policies adopted are consistent with those of the previous financial year and corresponding reporting period. A number of amended standards became applicable for the current reporting period. The Company did not have to change its accounting policies or make retrospective adjustments as a result of adopting these amended standards.

These standalone financial statements were approved for issue by the Company's Board of Directors on 19 May 2025.

### (ii) Basis of measurement

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

Items	Measurement basis
Financial assets and liabilities acquired under business combination	Fair value
Derivative financial instruments	Fair value
Defined benefits liability	Present value of defined benefits obligations

### (iii) Functional and presentation currency

The functional currency of the Company is the Indian rupee. These standalone financial statements are presented in Indian rupees. All amounts have been rounded-off to the nearest millions, up to two places of decimal, unless otherwise indicated.

### (iv) Current versus non-current classification

The Company presents assets and liabilities in the standalone financial statements based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- Cash 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 current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Company classifies all other liabilities as non-current.

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

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



Corporate Overview



Statutory Reports



Financial Statements

Notes to the Standalone Financial Statements for the year ended 31 March 2025 (Contd.)

### (v) Use of estimates and judgments

In preparation of the standalone financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the standalone financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

### Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in the following notes:

- Note 3(h) and 26 – revenue recognition: whether revenue is recognized over time or at a point in time.

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- Note 2(vi) – Fair value measurement (including fair value of consideration transferred on business combination and fair value of the assets acquired and liabilities assumed)
- Note 3(c) and 5a – Assessment of useful life and residual value of property, plant and equipment
- Note 3(d) and 6 – Discount rate and assessment of useful life of right-to-use asset
- Note 3(e) and 5b – Assessment of useful life of intangible assets
- Note 3(f) – Valuation of inventories
- Note 3(g) – Impairment of financial assets; impairment test of non-financial assets: key assumptions underlying recoverable amounts
- Note 3(l) and 38 – Measurement of defined benefit obligations: key actuarial assumptions
- Note 3(o) and 35 – Recognition and estimation of tax expense including deferred tax
- Note 3(p), 3(q), and 43(i) – Recognition and measurement of provision and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources.

### (vi) Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values. This includes the top management division which is responsible for overseeing all significant fair value measurements, including Level 3 fair values. The top management division regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the top management division assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's Audit Committee.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred. Further information about the assumptions made in measuring fair values used in preparing the standalone financial statements is included in the Note 41.

### NOTE 3 - MATERIAL ACCOUNTING POLICIES

The Company has consistently applied the following accounting policies to all periods presented in these standalone financial statements, except if mentioned otherwise.

Set out below are the material accounting policies:

#### (a) Financial instrument

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

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivable, that do not contain a significant financing component are measured at transaction price) is recognized initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognized immediately in the Statement of Profit and Loss. A trade receivable without a significant financing component is initially measured at the transaction price.

On initial recognition, a financial asset is classified as measured at:

- amortized cost
- fair value through other comprehensive income ('FVOCI')
- fair value through profit or loss ('FVTPL')

#### Financial asset at amortized cost

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss to retained earnings.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

#### Investments in subsidiaries

Investments in equity instruments of subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates, the difference between net disposal proceeds and the carrying amounts are recognized in the Standalone Statement of Profit and Loss.

#### Subsequent measurement and gains and losses

<b>Financial assets at FVTPL</b>	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
<b>Financial assets at amortised cost</b>	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
<b>Debt investment at FVOCI</b>	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
<b>Equity investment at FVOCI</b>	These assets are subsequently measured at fair value. Impairment losses (and reversals of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

#### Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- The stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- How the performance of the portfolio is evaluated and reported to the Company's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated
  - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets – Subsequent measurement and gains and losses

- a) Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

b) Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

#### Derecognition of financial assets

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

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

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

#### Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest

expense and foreign exchange gains and losses are recognized in Statement of Profit and Loss. Any gain or loss on derecognition is also recognized in Statement of Profit and Loss.

#### Derecognition of financial liabilities

A financial liability is derecognized 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 recognized in the Statement of Profit and Loss.

#### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

#### Derivative financial instruments

The Company holds derivative financial instruments in form of compulsorily convertible preference shares. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognized in profit or loss.

#### (b) Financial Guarantee

A financial guarantee contract requires the Company to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values, adjusted for transaction costs that are directly attributable to the issuance of the guarantee and not arising from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with Ind AS 109; and
- the amount initially recognized less, where appropriate, cumulative amount of income

recognized in accordance with the Company's revenue recognition policies.

The Company has not designated any financial guarantee contracts as FVTPL.

The Company estimates the loss allowance on financial guarantee contracts based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

#### c) Property, plant and equipment ('PPE')

##### Recognition and measurement

Items of PPE are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation and or accumulated impairment loss, if any. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes after deducting any trade discounts and rebates and any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of PPE comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred on startup and commissioning of the project and/or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalized. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of property, plant and equipment shall be recognized as an asset if, and only if it is probable that future economic benefits associated

with the item will flow to the Company and the cost of the item can be measured reliably.

Advances paid towards acquisition of PPE outstanding at each reporting date, are shown under other non-current assets and cost of assets not ready for intended use before the period end, are shown as capital work-in-progress.

Any gain or loss on disposal of an item of PPE is recognized in the Statement of Profit and Loss.

##### Transition to Ind AS

The cost of property, plant and equipment as at 01 April 2019, the Company date of transitions to Ind AS, was determined with reference to its carrying value recognized as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

##### Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the reporting period in which they are incurred.

##### Depreciation

Depreciation is calculated on cost of items of PPE less their estimated residual values over their estimated useful lives using the straight-line method and is recognized in the Statement of Profit and Loss.

Depreciation on items of PPE is provided as per rates corresponding to the useful life specified in Schedule II to the Companies Act, 2013 read with the notification dated 29 August 2014 of the Ministry of Corporate Affairs except for certain classes of PPE which are depreciated based on the internal technical assessment of the management. The estimated useful lives of items of PPE for the current and comparative year are as follows:

Particulars	Useful life as per Schedule II	Management estimate of useful life
Building - Factory	30 Years	30 Years
Office equipment	5 Years	3 - 5 Years
Plant and equipment	3 - 15 Years	3 - 30 Years
Lab equipments	10 Years	10 Years
Electrical installations	10 Years	10 Years
Vehicles	8 - 10 Years	10 Years
Furniture and fittings	10 Years	10 Years
Computer and printer	3 - 6 Years	3 - 6 Years

Depreciation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Depreciation on additions/(disposal) is provided on a pro-rata basis i.e. from/ (upto) the date on which asset is ready for use/ (disposed of).

#### Derecognition

An item of PPE is derecognized on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss.

#### d) Leases

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

#### Leases in which the Company is a lessee

The Company's lease asset classes primarily consist of leases for buildings and leasehold land. The Company, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

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

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable.

Impairment loss, if any, is recognized in the Statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognizes the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Statement of Profit and Loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in Statement of Profit and Loss.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'financial liabilities' in the statement of financial position.

#### Short-term leases and leases of low-value assets

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The Company recognizes the lease payments associated with these leases as an expense in the Statement of Profit or Loss over the lease term.

#### e) Intangible assets

Intangible assets are acquired (including implementation of software system) are measured initially at cost. Cost of an item of intangible asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

#### f) Inventories

Inventories are valued at lower of cost or net realizable value. The method of determining cost of various categories of inventories are as follows:

Raw materials (except goods in transit)	Weighted average method
Traded goods	Weighted average method
Packing material	Weighted average method
Stores and spares	Weighted average method
Work-in-progress and finished goods (manufactured)	Weighted average including an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities.
Goods in transit	Specifically identified purchase cost

The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products.

Advances paid towards acquisition of intangible assets outstanding at each reporting date, are shown under other non-current assets and cost of assets not ready for intended use before the period end, are shown as intangible assets under development.

After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and any accumulated impairment loss.

#### Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. All other expenditure is recognized in Statement of Profit and Loss as incurred.

#### Amortisation

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognized in depreciation and amortization in Statement of profit and loss.

The estimated useful life computer software for the current and comparative year is 5 years.

#### Derecognition

Intangible assets is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Raw materials and other supplies held for use in the production of finished products are not written down below cost, except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value. The Company reviews the condition of its inventories and makes provision against obsolete and slow moving inventory items which are identified as no longer suitable for sale or use.

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

**g) Impairment**

**Impairment of financial assets**

The Company recognizes loss allowances for expected credit loss on financial assets measured at amortized cost and contract assets. At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that the financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower, debtor or issuer;
- The breach of contract such as a default or being past due for 2 years or more;
- The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial re-organization; or
- The disappearance of active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

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

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

The Company does not have any trade receivables with significant credit risk. The Company uses simplified approach to calculate impairment of trade receivables and has not accessed credit risk individually.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

**Measurement of expected credit losses**

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. difference between the cash flow due to the Company in accordance with the contract and the cash flow that the Company expects to receive).

Expected credit losses are discounted at the effective interest rate of the financial asset.

**Presentation of allowance for expected credit losses**

Loss allowance for financial assets measured at the amortized cost is deducted from the gross carrying amount of the assets.

**Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtors do not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedure for recovery of amounts due.

**Impairment of non-financial assets**

The Company's non-financial assets other than inventories, contract assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows (i.e. corporate assets) are combined together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair

value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g. head office building for providing support to CGU) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

**h) Revenue from contract with customers**

Under Ind AS 115, the Company recognized revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods underlying the particular performance obligation is transferred to the customer. Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligation in contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract liability is recognized when billings are in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which

the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for. The Company disaggregates revenue from contracts with customers by geography.

Invoices are usually payable within a range of 45 to 90 days.

**Use of significant judgments in revenue recognition:**

The Company's contracts with customers could include promises to transfer multiple products and services to a customer. The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

(i) The Company uses judgment to determine an appropriate selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative selling price of each distinct product or service promised in the contract.

(ii) The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. In case where performance obligation is satisfied at a point in time, revenue is recognized when significant risk and rewards of ownership of goods is transferred to the customers, generally ex-factory. In case where performance obligation is satisfied over a period of time, revenue is recognized on the basis of actual cost incurred plus mark up as agreed with the customers under each agreement.

**i) Export incentives**

Export incentive entitlements are recognized as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made, and where there is no significant

uncertainty regarding the ultimate collection of the relevant export proceeds.

**j) Recognition of interest income or expense**

Interest income or expense is recognized using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- The amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

**k) Government grant**

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants related to capital assets are recognized initially as deferred income at fair value when there is reasonable assurance that they will be received and the Company will comply with the conditions associated with the grant; they are then recognized in Statement of Profit and Loss as other income on a systematic basis.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other operating revenues'.

Grants that compensate the Company for expenses incurred are recognised in profit or loss by deduction in the related expense on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised when it becomes receivable. Further, where loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is

initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The grant related to capitalised finance costs is deducted from the related property, plant and equipment.

Export entitlements from government authorities are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

**l) Employee benefits**

**Short-term employee benefits**

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognized as expenses in the period in which the employee renders the related service and measured on an undiscounted basis. A liability is recognized for the amount expected to be paid e.g., salaries, wages and bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

**Post-employment benefits**

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

**Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards employee provident fund and employee state insurance scheme ('ESI') to Government administered scheme which is a defined contribution plan. The Company's contribution is recognized as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

**Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a defined benefit plan. The Company has

an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Company's net obligation in respect of gratuity is calculated separately by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

**Other long-term employee benefits**

**Compensated absences**

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilized during the service, or encased. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits. The Company's obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Such obligation such as those related to compensate absences is measured on the basis of an actuarial valuation performed annually by a qualified actuary using the projected unit credit method. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

**Termination benefits**

Termination benefits are recognised as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**Actuarial valuation**

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the

final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in other equity in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in Statement of Profit and Loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

**m) Borrowing costs**

Borrowing costs are interest and other costs incurred by the Company in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as a part of cost of the asset. Other borrowing costs are recognized as an expense in the Statement of Profit and Loss in the period in which they are incurred.

**n) Foreign currency transactions**

**Initial recognition**

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions.

**Measurement at the reporting date**

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences on restatement/settlement of all monetary items are recognized in the Statement of profit and loss.

**o) Income tax**

Income tax expense comprises current and deferred tax. It is recognized in Statement of Profit and Loss. The Company does not have any items recognized directly in equity or in other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

**Deferred tax**

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets, recognized or unrecognized, are reviewed at each reporting date and recognized / reduced to the extent that it has become probable / no longer probable respectively that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws

that have been enacted or substantively enacted by the reporting date.

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

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the current tax liabilities and assets, and they relate to income taxes levied by the same tax authorities.

**p) Provisions (other than for employee benefits)**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The reimbursement is treated as a separate asset. Provisions are reviewed at each reporting date and adjusted to reflect current best estimates.

**q) Contingent liabilities and contingent assets**

Contingent liability is a possible obligation arising 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 a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are recognized when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed where an inflow of economic benefits is probable.

Contingent liabilities and contingent assets are reviewed at each reporting date and adjusted to reflect the current best estimates.

**r) Commitments**

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Commitments are reviewed at each reporting date.

**s) Operating segment**

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

**t) Cash and cash equivalents**

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash in hand, demand deposits held with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**u) Statement of Cash Flows**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**v) Earnings per share**

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the period

attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and share split. For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**w) Corporate Social Responsibility ("CSR") expenditure**

CSR expenditure incurred by the Company is charged to the Statement of the Profit and Loss.

**x) Share capital**

Equity shares: Incremental costs directly attributable to the issue of equity shares are recognized as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

Preference shares: The Company compulsorily convertible preference shares ("CCPS") are classified as financial liabilities, because the instrument holders, in terms of the underlying agreement, had exit rights including requiring the Company to buy back shares held by them where upon the conversion ratio is also not fixed. Since both the conversion and redemption feature is conditional upon an event not under the control of the issuer, and may require entity to deliver cash, which issuer cannot avoid, or convert the CCPS into equity shares, where the fixed for fixed condition is not met, therefore, CCPS have been considered a "hybrid" financial liability.

**NOTE 4 - RECENT ACCOUNTING PRONOUNCEMENTS**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 01 April 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements. As at 31 March 2025, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Company

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)

(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 5 (a) - PROPERTY, PLANT AND EQUIPMENT**

**Reconciliation of carrying amount**

Particulars	Freehold land	Building	Leasehold Improvements	Plant and equipment	Lab equipment	Electrical equipment and installation	Vehicles	Furniture and fixtures	Office equipment	Computer and printer	Total	Capital work-in-progress
<b>Balance as at 01 April 2024</b>	<b>169.57</b>	<b>545.21</b>		<b>853.68</b>	<b>63.06</b>	<b>84.23</b>	<b>78.58</b>	<b>57.21</b>	<b>7.15</b>	<b>12.59</b>	<b>1,871.28</b>	<b>3,389.83</b>
Additions	-	945.03	7.48	3,675.50	4.72	1,60.96	16.75	79.24	4.82	19.22	4,913.72	1,734.04
Disposals	-	-	(0.75)	-	-	(2.96)	-	-	-	-	(3.71)	(4,913.72) <sup>#</sup>
<b>Balance as at 31 March 2025</b>	<b>169.57</b>	<b>1,490.24</b>	<b>7.48</b>	<b>4,528.43</b>	<b>67.78</b>	<b>245.19</b>	<b>92.37</b>	<b>136.45</b>	<b>11.97</b>	<b>31.81</b>	<b>6,781.29</b>	<b>210.15</b>
Balance as at 01 April 2023	169.57	544.50	-	821.73	59.55	84.23	41.46	56.21	4.88	11.45	1,793.58	215.43
Additions	-	0.71	-	32.44	3.51	-	38.33	1.00	2.27	1.14	79.40	3,253.80
Disposals	-	-	(0.49)	-	-	(1.21)	-	-	-	(1.70)	(79.40) <sup>#</sup>	
<b>Balance as at 31 March 2024</b>	<b>169.57</b>	<b>545.21</b>		<b>853.68</b>	<b>63.06</b>	<b>84.23</b>	<b>78.58</b>	<b>57.21</b>	<b>7.15</b>	<b>12.59</b>	<b>1,871.28</b>	<b>3,389.83</b>
<b>Accumulated depreciation</b>												
Balance as at 01 April 2024	-	89.01	-	236.65	13.16	32.29	16.66	24.17	4.21	9.31	425.46	-
Depreciation for the year	-	23.82	0.02	96.42	6.24	11.32	7.52	6.60	0.89	2.66	155.49	-
Disposals	-	-	(0.50)	-	-	(0.93)	-	-	-	(1.43)	-	
<b>Balance as at 31 March 2025</b>	<b>112.83</b>	<b>0.02</b>	<b>332.57</b>	<b>19.40</b>	<b>43.61</b>	<b>23.25</b>	<b>30.77</b>	<b>5.10</b>	<b>11.97</b>	<b>579.52</b>	<b>-</b>	
Balance as at 01 April 2023	-	71.35	-	180.07	7.43	24.16	13.26	18.75	3.51	6.89	325.42	-
Depreciation for the year	-	17.66	-	56.92	5.73	8.13	4.01	5.42	0.70	2.42	100.99	-
Disposals	-	-	(0.34)	-	-	(0.61)	-	-	-	(0.95)	-	
<b>Balance as at 31 March 2024</b>	<b>89.01</b>	<b>-</b>	<b>236.65</b>	<b>13.16</b>	<b>32.29</b>	<b>16.66</b>	<b>24.17</b>	<b>4.21</b>	<b>9.31</b>	<b>425.46</b>	<b>-</b>	
<b>Carrying amounts (net)</b>												
As at 31 March 2025	169.57	1,377.41	7.46	4,195.86	48.38	201.58	69.12	105.68	6.87	19.84	6,201.77	210.15
<b>As at 31 March 2024</b>	<b>169.57</b>	<b>456.20</b>		<b>617.03</b>	<b>49.90</b>	<b>51.94</b>	<b>61.92</b>	<b>33.04</b>	<b>2.94</b>	<b>3.28</b>	<b>1,445.82</b>	<b>3,389.83</b>

\* Represents capital work in progress capitalized during the respective year

Notes:

- Refer note 20 for information on property, plant and equipment pledged as security by the Company
- Refer note 43 (ii) for disclosure of contractual commitments for the acquisition of property, plant and equipment
- The additions in property, plant and equipment include additions on account of capitalization of Jammu plant of ₹ 4,818.36 million. The Jammu plant was capitalized on 14 January 2025. The above addition is net of interest subvention of ₹ 188.31 million pertaining to interest from 03 November 2022 till 14 January 2025 which has been netted off from additions.
- The Company has capitalized the following expenses to the cost of property, plant and equipment / capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of these amounts:

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)

(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 5 (a) - PROPERTY, PLANT AND EQUIPMENT (Contd.)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Employee benefits expense	147.79	24.19
Finance costs (Interest expense on financial liabilities measured at amortized cost - on borrowings)*	144.33	137.34
Other expenses	100.19	32.20
<b>Total</b>	<b>392.31</b>	<b>193.73</b>

\* Capitalization of borrowing costs relates to funds borrowed both specifically and generally to acquire/construct qualifying assets. The capitalisation relating to general borrowing cost was ₹ 20.19 million at 8.51% per annum for the year ended 31 March 2025 (31 March 2024 ₹ 37.98 million at 7.85%). This cost was offset by interest subvention of ₹ 107.66 million pertaining to interest from 01 April 2024 till 14 January 2025 which has been netted off from additions.

**e. Capital work in progress (CWIP) ageing schedule:**

Particulars	Amount in CWIP for a period of				
	<1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress as at 31 March 2025*	26.39	29.47	142.36	11.93	210.15
Projects temporarily suspended as at 31 March 2025	-	-	-	-	-
Projects in progress as at 31 March 2024	2,660.14	717.76	-	-	3,377.90
Projects temporarily suspended as at 31 March 2024*	-	-	11.93	-	11.93

\* During the year ended 31 March 2025, capitalization of ₹ 11.93 million (31 March 2024 ₹ 11.93) pertaining to a machine is overdue on account of technical reasons and same has been capitalised on 08 April 2025.

**NOTE 5 (b) - OTHER INTANGIBLE ASSETS**

**Reconciliation of carrying amount**

**Gross carrying amount**

Particulars	Computer software
Balance as at 01 April 2024	17.38
Additions - acquired	0.50
<b>Balance as at 31 March 2025</b>	<b>17.88</b>
Balance as at 01 April 2023	16.03
Additions - acquired	1.35
<b>Balance as at 31 March 2024</b>	<b>17.38</b>
<b>Accumulated amortization</b>	
Balance as at 01 April 2024	10.27
For the year	2.04
<b>Balance as at 31 March 2025</b>	<b>12.31</b>
Balance as at 01 April 2023	8.34
For the year	1.93
<b>Balance as at 31 March 2024</b>	<b>10.27</b>
<b>Carrying amounts (net)</b>	
<b>As at 31 March 2025</b>	<b>5.57</b>
<b>As at 31 March 2024</b>	<b>7.11</b>

As at 31 March 2025, the estimated remaining amortization year for intangible assets are as follows:

Computer Software 0.50 - 4.60 years (31 March 2024 0.50 - 4.60 years)

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 6 - RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Company has entered into agreements for leasing land and office premises. Land leases typically run for a year of 3 - 75 years. The leases for office premises typically run for 6 years after which the lease is subject to termination at the option of lessee or lessor.

a. Information about leases for which the Company is a lessee is presented below :

Right-of-use assets - building*	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	32.15	6.94
Additions	-	32.09
Deletions	(3.57)	-
Depreciation for the year	(8.17)	(6.88)
<b>Balance as at end of the year (A)</b>	<b>20.41</b>	<b>32.15</b>
Right-of-use assets - land*	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	150.47	130.94
Additions	0.91	23.72
Depreciation for the year	(4.45)	(4.19)
<b>Balance as at end of the year (B)</b>	<b>146.93</b>	<b>150.47</b>
<b>Right-of-use assets (C=(A)+(B))</b>	<b>167.34</b>	<b>182.62</b>

\* Leasehold land & building include leasehold land & building of ₹ 24.63 million & ₹ 10.30 million (31 March 2024 ₹ 23.72 million & ₹ 10.30 million) respectively situated at Industrial Plot no. 64 EPIP Phase I, Jharmajri, Baddi, Solan, Himachal Pradesh which was acquired as per sale agreement dated 05 January 2024. The Company has acquired this asset in E-auction under The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The asset is currently in the name of M/s Flex Art Foil Limited (formerly known as M/s Flex Art Foil Pvt. Ltd.) and the Company is in the process of getting the asset transferred in its name.

b. The aggregate depreciation expense on right-of-use assets is included under depreciation and amortization expense in the Standalone Statement of Profit and Loss.

c. Set out below are the carrying amounts of lease liabilities during the year :

Lease liabilities included in the balance sheet	As at 31 March 2025	As at 31 March 2024
Current	7.03	8.95
Non-current	13.46	22.42
<b>Total</b>	<b>20.49</b>	<b>31.37</b>
<b>Balance as at beginning of the year</b>	<b>31.37</b>	<b>15.91</b>
Additions	-	20.98
Deletions	(3.33)	-
Accretion of interest	1.82	2.62
Payment of lease liabilities	(9.37)	(8.14)
<b>Balance as at end of the year</b>	<b>20.49</b>	<b>31.37</b>

d. As at date, the Company is not exposed to future cash flows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 6 - RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Contd.)

e. The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Maturity analysis – contractual undiscounted cash flows	As at 31 March 2025	As at 31 March 2024
Less than one year	8.78	10.31
After one year but not longer than three years	5.21	24.65
More than three years	40.82	41.92
<b>Total</b>	<b>54.81</b>	<b>76.88</b>

f. The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

g. The Company has also taken certain office premises and residential premises (used as guest house) on lease with contract terms within one year. These leases are short-term. The Company has elected not to recognize right-of-use assets and lease liabilities for these leases. The expenses relating to short-term leases for which the recognition exemption has been applied have been charged to the Statement of Profit and Loss on straight line basis.

h. The table below provides details regarding amounts recognized in the Statement of Profit and Loss:

Particulars	As at 31 March 2025	As at 31 March 2024
Expenses relating to short-term leases	2.92	1.87
Interest on lease liabilities	1.82	2.62
Depreciation expense	12.62	11.07
<b>Total</b>	<b>17.36</b>	<b>15.56</b>

i. The following are the amounts recognized in the Standalone Statement of Cash Flow:

Particulars	As at 31 March 2025	As at 31 March 2024
Expenses relating to short-term leases	2.92	1.87
Payment of lease liabilities	9.37	8.14
<b>Total cash outflow for leases (including short term leases)</b>	<b>12.29</b>	<b>10.01</b>

j. The weighted average incremental borrowing rate applied to lease liabilities as at the date of origination of lease is 8.94% - 11.36% (31 March 2024 : 8.94% - 11.36%).

#### NOTE 7 - INVESTMENTS

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Investments in equity shares</b>		
Unquoted equity shares (at cost)		
Subsidiary (at cost)		
- Univentis Medicare Limited	600.00	600.00
1,50,000 (31 March 2024: 1,50,000) fully paid-up equity shares of ₹ 10 each (31 March 2024: ₹ 10 each)		
<b>Other (at cost)</b>		
- Shivalik Solid Waste Management Limited 250 (31 March 2024: 250) fully paid-up equity shares of ₹ 10 each (31 March 2024: ₹ 10 each)	0.00^	0.00^
	600.00	600.00
Aggregate book value of unquoted investments	600.00	600.00
Aggregate amount of impairment in value of non-current investments		

<sup>^</sup> The total value of shares in absolute value was ₹ 2,500/- but for reporting rounded upto ₹ 0.00 million

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 8 - LOANS- NON CURRENT

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Loan to related party		
- Univentis Medicare Limited (subsidiary)*	1,071.00	1,366.00
Loan to employees	6.68	7.32
	<b>1,077.68</b>	<b>1,373.32</b>

\* Loan to subsidiary carried interest rate of 8.5% per annum and is repayable on demand.

#### NOTE 9 - OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Security deposit	8.82	7.93
Balance with banks-deposits accounts with original maturity more than 12 months*	56.71	0.49
	<b>65.53</b>	<b>8.42</b>

\* These deposits include restricted bank deposits ₹ 56.61 million (31 March 2024: ₹ 0.49 million) pledged as margin money.

#### NOTE 10 - OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Capital advances	31.29	167.70
Prepaid expenses	1.03	1.47
	<b>32.32</b>	<b>169.17</b>

#### NOTE 11 - INVENTORIES

Particulars	As at 31 March 2025	As at 31 March 2024
Raw materials*	838.23	558.96
Stores and spares	-	0.86
Work-in-progress*	256.74	177.47
Finished goods **	84.98	50.76
Stock-in-trade	0.80	0.87
Packing material *	218.70	150.98
	<b>1,399.45</b>	<b>939.90</b>

#### Notes:

\*Includes goods-in-transit

- Raw material	25.45	22.34
- Finished goods	22.88	28.68
* Net of provision for obsolete inventory		
- Packing material	11.26	6.34
- Work-in- progress	11.26	8.58
- Finished goods	1.39	1.24

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 12 - TRADE RECEIVABLES

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Trade receivables	1,982.18	1,869.42
Trade receivables from related party (refer note 39)	514.32	308.10
Less: expected credit loss allowance	(7.49)	(3.64)
	<b>2,489.01</b>	<b>2,173.88</b>

#### Break-up:

Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	2,493.22	2,176.34
Trade receivables which have significant increase in credit risk	-	1.18
Trade receivables - credit impaired	3.28	-
	<b>2,496.50</b>	<b>2,177.52</b>

#### Less: expected credit loss allowance

- Trade receivables considered good - secured	-	-
- Trade receivables considered good - unsecured	(4.21)	(2.46)
- Trade receivables which have significant increase in credit risk	-	(1.18)
- Trade receivables - credit impaired	(3.28)	-
<b>Total trade receivables</b>	<b>2,489.01</b>	<b>2,173.88</b>

#### Movement in expected credit loss allowance of trade receivables:

Balance at the beginning of the year	3.64	5.72
Created/(reversed) during the year	3.85	(2.08)
<b>Balance at the end of the year</b>	<b>7.49</b>	<b>3.64</b>

#### Trade receivable ageing:

Particulars	Unbilled	Not Due	Outstanding for following periods from due date				Gross trade receivables	Expected credit loss allowance	Net trade receivables	
			< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years				
<b>As at 31 March 2025</b>										
Undisputed trade receivable - considered good	72.81	1,835.30	572.31	7.99	4.81	-	-	2,493.22	(4.21)	<b>2,489.01</b>
Undisputed trade receivable - considered doubtful	-	-	-	-	-	-	-	-	-	-
Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - considered doubtful	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-	3.28	3.28	(3.28)
<b>Total</b>	<b>72.81</b>	<b>1,835.30</b>	<b>572.31</b>	<b>7.99</b>	<b>4.81</b>	<b>-</b>	<b>3.28</b>	<b>2,496.50</b>	<b>(7.49)</b>	<b>2,489.01</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 12 - TRADE RECEIVABLES (Contd.)

Trade receivable ageing:

Particulars	Unbilled	Not Due	Outstanding for following periods from due date					Gross trade receivables	Expected credit loss allowance	Net trade receivables	
			< 6 months	6 months to 1 year	1 to 2 years	2 to 3 years	> 3 years				
<b>As at 31 March 2024</b>											
Undisputed trade receivable - considered good	21.31	1,531.56	564.41	37.81	18.93	0.22	-	2,174.24	(0.36)	2,173.88	
Undisputed trade receivable - considered doubtful	-	-	-	-	-	-	1.18	1.18	(1.18)	-	
Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-	
Disputed trade receivable - considered good	-	-	-	-	-	-	2.10	2.10	(2.10)	-	
Disputed trade receivable - considered doubtful	-	-	-	-	-	-	-	-	-	-	
Disputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-	
<b>Total</b>	<b>21.31</b>	<b>1,531.56</b>	<b>564.41</b>	<b>37.81</b>	<b>18.93</b>	<b>0.22</b>	<b>3.28</b>	<b>2,177.52</b>	<b>(3.64)</b>	<b>2,173.88</b>	

#### NOTE 13 - CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2025		As at 31 March 2024	
Balances with bank:				
- In current accounts	2.45		113.57	
Cash on hand	0.62		0.32	
Bank deposits with original maturity of less than three months	150.00		-	
<b>Total</b>	<b>153.07</b>		<b>113.89</b>	

#### NOTE 14 - BANK BALANCE OTHER THAN ABOVE

	As at 31 March 2025		As at 31 March 2024	
Bank deposits with original maturity of more than three months but less than twelve months*	525.85		749.63	
<b>Total</b>	<b>525.85</b>		<b>749.63</b>	

\* These deposits include restricted bank deposits ₹ 25.85 million (31 March 2024: ₹ 26.10 million) pledged as margin money.

#### NOTE 15 - LOANS - CURRENT

Particulars	As at 31 March 2025		As at 31 March 2024	
(unsecured considered good, unless otherwise stated)				
Loan to employees	5.72		3.73	
<b>Total</b>	<b>5.72</b>		<b>3.73</b>	

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 16 - OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Interest accrued but not due on fixed deposits	3.53	12.40
Export incentive recoverable	9.65	11.23
Government grant receivable	260.78	-
Security deposit	40.48	40.15
<b>Total</b>	<b>314.44</b>	<b>63.78</b>

#### NOTE 17 - OTHER CURRENT ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Balances with government authorities	376.35	313.02
Advances to suppliers	9.18	4.39
Advances to employees	1.02	0.20
Prepaid expenses*	16.99	11.95
<b>Total</b>	<b>403.54</b>	<b>329.56</b>

\* Prepaid expenses includes CSR asset of ₹ 4.76 million (31 March 2024: ₹ 2.47 million) as excess spent on CSR activities and it can be carry forward upto immediately succeeding three financial years as per General Circular No. 14 /2021.

#### NOTE 18 - SHARE CAPITAL

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorized</b>		
64,000,000 (31 March 2024: 64,000,000) equity shares of ₹ 10 each (31 March 2024: ₹ 10 each)	640.00	640.00
2,000,000 (31 March 2024: 2,000,000) cumulative compulsorily convertible preference share of ₹ 10 each (31 March 2024: ₹ 10 each)	20.00	20.00
<b>Total</b>	<b>660.00</b>	<b>660.00</b>
<b>Equity share capital</b>		
<b>Issued, subscribed and fully paid-up</b>		
57,224,929 (31 March 2024: 57,224,929) equity shares of ₹ 10 each (31 March 2024: ₹ 10 each)	572.25	572.25
<b>Total</b>	<b>572.25</b>	<b>572.25</b>

##### a) Rights, preferences and restrictions attached to equity shares

As per the memorandum of association, the Company's authorized share capital consist of equity shares. All equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Shareholders are entitled to one vote per equity share held in the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

##### b) Reconciliation of the number of equity shares outstanding at the beginning and end of the reporting year :

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	57,224,929	572.25	48,000,000	480.00
Add:- Issue of share capital during the year*	-	-	9,224,929	92.25
<b>Balance at the end of the year</b>	<b>57,224,929</b>	<b>572.25</b>	<b>57,224,929</b>	<b>572.25</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 18 - SHARE CAPITAL (Contd.)

# The Company has allotted 1,412,430 equity shares having face value of ₹ 10 each in the conversion ratio of 1:1 towards Cumulative Compulsorily Convertible Preference Shares ("CCPS") on 01 December 2023 at a price of ₹ 448 per share.

The Company has allotted 669,642 Pre Initial Public Offer (IPO) equity shares having face value of ₹10 each on 03 December 2023 at a price of ₹ 448 per share.

The Company, at its IPO meeting held on 26 December 2023 approved allotment of 7,142,857 Equity Shares of ₹10 each pursuant to Initial Public Offering at a securities premium of ₹ 438 per share under Fresh Issue and offer for sale of 5,580,357 Equity Shares at an Offer Price of ₹ 448 per Equity Share, to the respective applicants in various categories, in terms of the basis of allotment approved in consultation with the authorized representative of BSE Limited and NSE. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on 29 December 2023. Refer Note 48

#### c) Details of shareholders holding more than 5% equity shares in the Company:

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Manoj Kumar Lohariwala*	16,636,446	29.07%	16,636,446	29.07%
Vinay Lohariwala*	12,482,875	21.81%	12,482,875	21.81%
Gian Parkash Aggarwal	12,391,464	21.65%	12,391,464	21.65%

\* Identified as promoters

#### e) Bonus shares, shares buyback and issue of shares for consideration other than in cash during five years immediately preceding 31 March 2025.

During the five years immediately preceding 31 March 2025 ('the year'), the Company have not issued any bonus shares except given below. Further, no shares have been issued for consideration other than cash.

	For the year ended 31 March 2025		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021		For the year ended 31 March 2020	
	No. of shares	Ratio										
Bonus issue	-	-	-	-	36,000,000	3:1	-	-	-	-	-	-

#### f) Promoter Shareholding

Promoter's name	For the year ended 31 March 2025			For the year ended 31 March 2024		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Manoj Kumar Lohariwala	16,636,446	29.07%	0.00%	16,636,446	29.07%	12.61%
Vinay Lohariwala	12,482,875	21.81%	0.00%	12,482,875	21.81%	13.53%

#### NOTE 19 - OTHER EQUITY

Particulars	As at 31 March 2025	As at 31 March 2024
<b>A Capital reserve</b>		
Balance at the beginning of the year	0.44	0.44
Balance at the end of the year	0.44	0.44
<b>B Retained earnings</b>		
Balance at the beginning of the year	2,887.14	2,202.76

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 19 - OTHER EQUITY (Contd.)

Particulars	As at 31 March 2025	As at 31 March 2024
Add: Profit for the year	894.70	681.61
Add: Other comprehensive income / (loss) for the year (remeasurement of defined benefit plans, net of tax)	(2.22)	2.77
Balance at the end of the year	3,779.62	2,887.14
<b>C Securities premium</b>		
Balance at the beginning of the year	3,777.34	-
Add : Issued during the year		
- Cumulative Compulsorily Convertible Preference Shares ("CCPS") converted	-	618.64
- Issued to 360 One special opportunities fund Series 9	-	146.65
- Issued to 360 One special opportunities fund Series 10	-	146.65
- Public Issue made on 29 December 2023	-	3,128.57
Less: Share issue expenses	-	(263.17)
Balance at the end of the year	3,777.34	3,777.34
<b>Total (A+B+C)</b>	7,557.40	6,664.92

#### Nature of reserves:

- Capital reserve:** Capital reserve represents the accumulated excess of the fair value of net assets acquired under business combination over the aggregate consideration transferred.
- Retained earnings:** Retained earnings are the profits that the Company has earned till date, less any dividends or other distributions paid to shareholders.
- Securities premium:** Securities premium represents the excess consideration received by the Company over the face value of the shares issued to shareholders less the share issue expenses.

#### NOTE 20 - BORROWINGS

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
<b>A. Non-current borrowings</b>			
<i>Secured:</i>			
From banks			
Term loan	(I)	2,704.23	2,179.66
<b>Total non-current borrowings (including current maturities)</b>		<b>2,704.23</b>	<b>2,179.66</b>
Less: Current maturities of non-current borrowings		(268.75)	(97.68)
		<b>2,435.48</b>	<b>2,081.98</b>
<b>B. Current borrowings</b>			
<i>Secured</i>			
Cash credit ('CC') limit	(I)	135.00	220.92
Working capital demand loan ('WCDL')	(I)	390.00	-
Export Packing Credit ('EPC')	(I)	33.46	-
Current maturities of non current borrowings	(I)	268.75	97.68
<i>Unsecured</i>			
From Banks			
Credit card	(I)	8.59	7.27
		<b>835.80</b>	<b>325.87</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 20 - BORROWINGS (Contd.)

##### Notes I: Borrowings (Including the current maturities of non-current borrowings)

Bank Name	Nature of facility	Rate of interest % p.a.	Repayment terms	Security (Note II)	Non-current		Current	
					As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
State Bank of India	CC limit (₹)	6 Month MCLR + 0.10%	-	Refer note (first pari passu charge) (a) to (c) and (e) to (h)	-	-	96.72	213.20
	WCDL limit (₹)	7.65%	-		-	-	390.00	-
	EPC limit (₹)	7.70%	-		-	-	33.46	-
Term Loan (₹)*	3 Month MCLR	96 monthly installments starting from October 2024 after an initial moratorium of 16 months		Refer note (first pari passu charge) (a) to (h)	796.00	682.71	-	-
Yes Bank Limited	CC limit (₹)	Spread of 0.05% + 1 Month MCLR	-	Refer note (first pari passu charge) (a) to (c), (e), (f) to (h)	-	-	7.53	7.72
HDFC Bank Limited	Term loan (₹)*	3 M T Bill + 1.63%	For ₹ 1500 million (sanction amount) 32 quarterly installments from December 2024 after initial moratorium of 24 months on repayment of principle (till September 2024) with monthly interest payment from 01 December 2022	Refer note (first pari passu charge) (a) to (c), (e), (f) to (h)	1908.23	1496.95	-	-
			For ₹ 523.20 million (sanction amount) in 32 quarterly installments from March 2025 with monthly interest payment from December 2024					
	CC limit (₹)	8.50%	-	Refer note (first pari passu charge) (a) to (c), (e) to (g) and (i)	-	-	30.75	-
Credit card (₹)					-	-	8.59	7.27
					2,704.23	2,179.66	567.05	228.19

\*Term loans include the current maturities of non-current borrowings

##### Note II: Security details

###### S. No. Security details

(a) Factory land and building comprised in Khata/ Khatauni no. 117 min/ 136, Khasra no 2123/1281 and Khata/ Khatauni no. 111 min/ 130, Khasra no 2123/1281. situated at Hilltop Industrial Estate, near EPIP, Phase-1, Jharmajri, Distt Solan, Baddi, Himachal Pradesh, admeasuring total area 14 bigha.

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 20 - BORROWINGS (Contd.)

##### S. No. Security details

(b) Factory land and building comprised in Khata/ Khatauni no. 308/348 min, Khasra no 1955/ 1286 & 1358, Khata/ Khatauni no.301/341 min, Khasra no 1952/ 1286 & 1287, Khata/ Khatauni no.306/346 min, Khasra no 1953/ 1286 & 1359, Khata/ Khatauni no.313/353 min, Khasra no 1954/ 1286 situated at Hill top Industrial Estate, near EPIP, Phase-1, Jharmajri, Distt Solan, Baddi, Himachal Pradesh admeasuring 21.17 bigha.

(c) Factory Land and Building situated at Plot no.81 A & 81B, EPIP Phase I, Jharmajri, Baddi, Solan, Himachal Pradesh, admeasuring total area 4000 sqm.

(d) Land and building, Plant and machinery located at Jammu, situated at industrial plot measuring 90 Kanals situated at SIDCO Industrial Complex Ghatti Kathua Phase-II covered under Khasra No 11 min 12, 27 min village Nanan District Kathua and plant and machinery located at factory unit in Jammu.

(e) Entire current assets (present and future) of the Company.

(f) Unconditional and irrevocable personal guarantee of Manoj Kumar Lohariwala, Vinay Lohariwala.

(g) Unconditional and irrevocable personal guarantee of Gian Prakash Agarwal.

(h) Raw material, Consumable store, Store-in-process, finished goods including stock in transit and receivables of the Company.

(i) All movable fixed assets of the Company.

(j) All movable fixed assets of the Company at Jammu

##### C. Undrawn borrowings:

Bank	Currency of facility	Nature of facility	Sanctioned amounting in ₹ FY 2024-25	Sanctioned amounting in ₹ FY 2023-24	As at 31 March 2025		As at 31 March 2024	
					Total drawn amount as at 31 March 2025	Total undrawn amount as at 31 March 2025	Total drawn amount as at 31 March 2024	Total undrawn amount as at 31 March 2024
YES Bank Limited	₹	Cash credit	400.00	400.00	7.53	392.47	7.72	392.28
SBI Bank	₹	Cash credit	650.00	650.00	520.18	129.82	213.20	436.80
HDFC Bank Limited	₹	Cash credit	200.00	200.00	30.75	169.25	-	200.00
SBI Bank	₹	Term loan	800.00	800.00	800.00	-	682.71	117.29
HDFC Bank Limited	₹	Term loan	2,023.20	1,500.00	2,021.98	1.22	1,498.78	1.22

D. The Company has filed quarterly returns/statement of current assets with bank. No differences were noted between amount as per books and amount as per returns/statement in any of the quarters for the year ended 31 March 2025. For the below mentioned quarters in previous year there were certain variances between the amounts reported and amounts as per the books of accounts which are shown below:

Quarter end date	Particulars	Amount as per books of account	State Bank of India		Yes Bank Limited, HDFC Bank Limited, HSBC Limited*		Statement subsequently rectified
			Amount as reported	Amount of difference	Amount as reported	Amount of difference	
30 June 2023	Inventory	898.87	921.08	(22.21)	921.08	(22.21)	No
	Trade Receivable	2,544.89	2,497.30	47.59	2,497.30	47.59	No
	Trade Payable	1,687.12	1,641.31	45.81	1,641.31	45.81	No
30 September 2023	Inventory	914.94	914.94	-	914.94	-	No
	Trade Receivable	2,310.05	2,310.05	-	2,310.05	-	No
	Trade Payable	1,676.27	1,676.27	-	1,676.27	-	No

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 20 - BORROWINGS (Contd.)

Quarter end date	Particulars	Amount as per books of account	State Bank of India		Yes Bank Limited, HDFC Bank Limited, HSBC Limited*		Statement subsequently rectified
			Amount as reported	Amount of difference	Amount as reported	Amount of difference	
31 December 2023	Inventory	854.17	854.17	-	854.17	-	No
	Trade Receivable	2,659.71	2,659.71	-	2,659.71	-	No
	Trade Payable	2,110.70	2,086.32	24.38	2,086.32	24.38	No
31 March 2024	Inventory	939.90	940.98	(1.08)	940.98	(1.08)	No
	Trade Receivable	2,173.88	2,173.54	0.34	2,173.54	0.34	No
	Trade Payable	1,535.12	1,519.06	16.06	1,519.06	16.06	No

Company submits drawing power (DP) statements within 20 days from end of the respective quarters, in which DP limit is computed as per the terms and conditions of the sanction letter. The quarterly returns/statement submitted to banks till 31 March 2024 were prepared before incorporating the impact of certain book closure adjustments pertaining to goods in transit, advances from customers and advances to vendors w.r.t. inventory, trade receivables and trade payables respectively. Further, the actual utilization of working capital remained within the bank sanction/DP limits for the year ended 31 March 2025 and 31 March 2024. There are no difference in any quarter or for year ended 31 March 2025.

#### NOTE 21 - PROVISIONS

Particulars	As at 31 March 2025	As at 31 March 2024
<b>A. Non-current</b>		
Provision for employee benefits:		
Provision for compensated absences	9.30	4.55
Provision for gratuity (refer note 38)	30.04	22.11
	<b>39.34</b>	<b>26.66</b>
<b>B. Current</b>		
Provision for employee benefits:		
Provision for compensated absences	2.78	1.68
Provision for gratuity (refer note 38)	6.47	5.00
	<b>9.25</b>	<b>6.68</b>

#### NOTE 22 - TRADE PAYABLES

Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro and small enterprises	88.32	0.12
Total outstanding dues of creditors other than micro and small enterprises*	1,673.20	1,535.00
	<b>1,761.52</b>	<b>1,535.12</b>

Also, the Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Refer note 40 for the disclosure in respect of amounts payable to such enterprises as at year end that has been made in the Financial Information based on information available with the Company.

\* Includes dues to related parties. Refer note 39.

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 22 - TRADE PAYABLES (Contd.)

Trade payables ageing schedule:

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			< 1 year	1 to 2 years	2 to 3 years	> 3 years	
<b>As at 31 March 2025</b>							
Outstanding dues of micro and small enterprises	0.15	86.25	1.92	-	-	-	<b>88.32</b>
Outstanding dues of creditors other than micro and small enterprises	47.33	1,430.28	195.59	-	-	-	<b>1,673.20</b>
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>47.48</b>	<b>1,516.53</b>	<b>197.51</b>	-	-	-	<b>1,761.52</b>
<b>As at 31 March 2024</b>							
Outstanding dues of micro and small enterprises	-	0.12	-	-	-	-	<b>0.12</b>
Outstanding dues of creditors other than micro and small enterprises	121.05	1,241.22	172.73	-	-	-	<b>1,535.00</b>
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>121.05</b>	<b>1,241.34</b>	<b>172.73</b>	-	-	-	<b>1,535.12</b>

#### NOTE 23 - OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March 2025	As at 31 March 2024
Interest accrued but not due on borrowings	13.22	10.23
Employee related payables	75.66	55.97
Capital creditors		
- Total outstanding dues of micro and small enterprises*	0.26	-
- Total outstanding dues of other than micro and small enterprises	126.29	136.81
Security deposit	6.65	6.65
Payable to selling shareholders (refer note 48)	3.88	3.88
	<b>225.96</b>	<b>213.54</b>

\* Refer note 40 for disclosures required under MSMED Act.

#### NOTE 24 - OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2025	As at 31 March 2024
Contract liabilities	16.31	27.12
Statutory dues	10.42	8.45
Deferred government grant	-	0.42
	<b>26.73</b>	<b>35.99</b>

#### NOTE 25 - CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for income tax [net of advance tax: ₹ 186.67 million (31 March 2024: ₹ 245.73 million)]	35.35	7.86
	<b>35.35</b>	<b>7.86</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 26 - REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of finished goods	9,476.89	8,541.80
Sale of traded goods	4.00	57.30
Sale of services	38.81	31.51
Other operating revenues		
- Export incentives	16.85	15.26
- GST linked incentive	39.13	-
- Scrap sales	4.93	3.42
	<b>9,580.61</b>	<b>8,649.29</b>

#### Notes:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. Reconciliation of revenue recognized (excluding other operating revenues) with the contract price is as follows:		
Contract price	9,528.06	8,640.83
Adjustments for discounts and rebates	(8.36)	(10.22)
<b>Revenue recognized</b>	<b>9,519.70</b>	<b>8,630.61</b>
b. Contract balances		
Contract liabilities, which are included in 'other current liabilities' *	16.31	27.12
	<b>16.31</b>	<b>27.12</b>
* Considering the nature of business of the Company, the above unbilled revenue generally materializes as revenue within the same operating cycle. The amount of ₹ 27.12 million included in contract liabilities as at 31 March 2024 has been recognized as revenue during the year ended 31 March 2025 (31 March 2023: ₹ 24.03 million) As allowed by Ind AS 115, no information is provided about remaining performance obligations at 31 March 2025 or at 31 March 2024 that have an original expected duration of one year or less.		
c. Revenue from sale of goods and services disaggregated by primary geographical market		
India	8,037.72	7,491.97
Outside India	1,481.98	1,138.64
<b>Total revenue from contracts with customers</b>	<b>9,519.70</b>	<b>8,630.61</b>
d. Timing of Revenue recognition		
Product transferred at point in time	2,155.06	3,825.75
Product and services transferred over time	7,364.64	4,804.86
<b>Revenue from contract with customers</b>	<b>9,519.70</b>	<b>8,630.61</b>

#### NOTE 27 - OTHER INCOME

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on financial assets measured at amortized cost		
- on bank deposits	29.07	31.94
- on loan to subsidiary	109.85	30.93
Amortization of government grant	0.43	0.43
Net profit on sale of property, plant and equipment	-	0.41
Gain on foreign exchange fluctuation (net)	22.68	20.92
Reversal of expected credit loss	-	2.08
Financial guarantee income	-	13.43
Miscellaneous income	5.72	7.04
	<b>167.75</b>	<b>107.18</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 28 - COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Raw material	5,522.92	5,005.08
Packing material	1,632.18	1,399.59
	<b>7,155.10</b>	<b>6,404.67</b>

Movement of raw materials consumption (including purchased components and packing material consumed):

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventory at the beginning of the year*	710.80	757.13
Add: Purchases	7,501.23	6,358.34
Less: Inventory at the end of the year*	1,056.93	710.80
	<b>7,155.10</b>	<b>6,404.67</b>

\* includes goods- in-transit and net of obsolete inventory

#### NOTE 29 - PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Purchase of stock in trade	6.84	64.00
	<b>6.84</b>	<b>64.00</b>

#### NOTE 30 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance		
- Finished goods	50.76	32.44
- Work-in-progress	177.47	180.61
- Stock-in-trade	0.87	2.54
Less: Closing balance		
- Finished goods	84.98	50.76
- Work-in-progress	256.74	177.47
- Stock-in-trade	0.80	0.87
	<b>(113.42)</b>	<b>(13.51)</b>

#### NOTE 31 - EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	575.53	459.83
Contribution to provident and other funds (refer note 38)	32.23	27.57
Staff welfare expenses	19.67	13.71
	<b>627.43</b>	<b>501.11</b>

#### NOTE 32 - FINANCE COSTS

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liabilities measured at amortized cost :		
- on borrowings (other than cumulative compulsorily convertible preference shares)	16.96	63.69

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 32 - FINANCE COSTS (Contd.)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
- on cumulative compulsorily convertible preference shares	-	66.02
- on lease liabilities	1.82	2.62
Interest to others *	1.59	0.50
Other borrowing cost**	1.31	3.08
	<b>21.68</b>	<b>135.91</b>

\* Includes interest on shortfall of income tax of ₹ 1.44 million (31 March 2024: ₹ 0.49 million)

\*\* Includes financials guarantee charges paid to Univentis Medicare Limited amounting to ₹ Nil million (31 March 2024: ₹ 2.24 million).

#### NOTE 33 - DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment (refer to note 5a)	155.49	100.99
Amortization of other intangible assets (refer to note 5b)	2.04	1.93
Depreciation on right-of-use assets (refer to note 6)	12.62	11.07
	<b>170.15</b>	<b>113.99</b>

#### NOTE 34 - OTHER EXPENSES

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Power and fuel	150.69	115.78
Stores and spares consumed	72.44	54.56
Sub contracting charges	11.50	37.44
Packing charges	94.94	78.31
Lab consumables	37.09	28.35
Repairs and maintenance		
- Plant and machinery	40.10	33.57
- Building	4.90	1.50
- Others	9.68	8.24
Commission on sales	15.26	35.62
Freight charges	8.22	12.44
Rates, fees and taxes	31.41	39.61
Legal and professional fee (refer note (a) and (b) below)	22.22	24.94
CSR expenditure (refer note (c) below)	17.37	14.26
Net loss on sale of property, plant and equipment	0.80	-
Travelling and conveyance	25.95	26.55
House keeping expense	30.01	20.78
Security expenses	13.67	9.48
Printing and stationery	9.86	8.44
Rent	2.92	1.87
Expected credit loss on trade receivables	3.85	-
Bad debts written off	32.85	0.82
Insurance	8.63	10.43
Loss on fair valuation of cumulative compulsorily convertible preference shares	-	19.36
Loan to employee written off	-	5.10
Miscellaneous expenses	37.31	25.87
	<b>681.67</b>	<b>613.32</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 34 - OTHER EXPENSES (Contd.)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Includes payment to auditors (excluding goods and services tax)		
As auditor:		
- Statutory audit and limited reviews	7.50	6.60
- Reimbursement of expenses	0.60	0.43
<b>Total</b>	<b>8.10</b>	<b>7.03</b>
(b) Excludes auditor's remuneration (excluding goods and services tax) related to proposed IPO*		
- Fees	-	39.48
- Reimbursement of expenses	-	1.97
	-	<b>41.45</b>
(c) Details of CSR expenditure:		
(i) Amount required to be spent by the Company during the year :	17.37	14.26
(ii) Amount approved by the board to be spent during the year :	17.37	16.47
(iii) Amount of expenditure incurred on:		
- Construction/acquisition of any asset:	-	-
- On purposes other than above:*	20.73	16.47
(iv) Shortfall at the end of the year:	-	-
(v) Total of previous years shortfall:	-	-
(vi) Reason for shortfall:	NA	NA
(vii) Nature of CSR activities:	Eradication of hunger and malnutrition, promoting education, promoting rural sports, art and culture, healthcare, destitute care and rehabilitation, animal welfare and employment enhancing vocational training.	
(viii) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard:	5.40	5.57
(ix) CSR expenditure amounting to ₹ 5.40 million (31 March 2024 ₹ 5.57 million) has been incurred by Univentis foundation through various implementing agencies.		

\* Prepaid expenses includes CSR asset of ₹ 4.76 million (31 March 2024: ₹ 2.47 million) as excess spent on CSR activities and it can be carry forward upto immediately succeeding three financial years as per General Circular No. 14 /2021.

#### NOTE 35 - TAX EXPENSE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. Amount recognized in Statement of Profit and Loss (including other comprehensive income)		
Current tax expense:		
- Current year	220.00	253.09
- Changes in estimates related to prior year	-	(1.25)
Deferred tax expense:		
- Attributable to origination and reversal of temporary differences	83.45	4.46
<b>Total tax expense recognized</b>	<b>303.45</b>	<b>256.30</b>
b. Reconciliation of effective tax rate		
Profit before tax	1,198.91	936.98
Tax at India's statutory tax rate of 25.168%	301.77	235.84
Incremental allowance under Income tax act	-	(0.83)
Tax effect of non-deductible expenses	2.44	21.61

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 35 - TAX EXPENSE (Contd.)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024		
Changes in estimates related to prior years	-	(1.25)		
<b>Income tax expense recognized in the statement of profit and loss</b>	<b>304.21</b>	<b>255.37</b>		
<b>c. Income tax expense recognized in other comprehensive income</b>				
<i>Tax credit / (expense) arising on income and expenses recognized in other comprehensive income</i>				
Remeasurement of defined benefit obligation	0.76	(0.93)		
<b>Total income tax credit / (expense) recognized in other comprehensive income</b>	<b>0.76</b>	<b>(0.93)</b>		
<i>Bifurcation of the income tax recognized in other comprehensive income into:-</i>				
Items that will not be reclassified to profit or loss	0.76	(0.93)		
	<b>0.76</b>	<b>(0.93)</b>		
<b>d. Deferred tax balances reflected in the Balance Sheet:</b>	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>		
Deferred tax asset	25.89	21.45		
Deferred tax liability	157.76	69.87		
<b>Deferred tax liability (net)</b>	<b>131.87</b>	<b>48.42</b>		
<b>e. Movement in deferred tax balances</b>				
Deferred tax liability	As at 01 April 2024	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31 March 2025
Excess depreciation as per Income tax Act, 1961 over books	67.46	81.52	-	148.98
Unbilled revenue	0.76	5.39	-	6.15
Lease liabilities	0.73	1.90	-	2.63
<b>Deferred tax liability (A)</b>	<b>68.95</b>	<b>88.81</b>	-	<b>157.76</b>
Deferred tax asset				
Right of use asset	(0.92)	2.06	-	1.14
Expenses allowable on payment basis	13.72	1.70	0.76	16.18
Expected credit loss allowance on trade receivables	0.92	0.96	-	1.88
Deferred income on grants	0.11	-	-	0.11
Provision for obsolete inventory	6.70	(0.12)	-	6.58
<b>Deferred tax asset (B)</b>	<b>20.53</b>	<b>4.60</b>	<b>0.76</b>	<b>25.89</b>
<b>Deferred tax liability (net) (A-B)</b>	<b>48.42</b>	<b>84.21</b>	<b>(0.76)</b>	<b>131.87</b>
Deferred tax liability	As at 01 April 2023	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31 March 2024
Excess depreciation as per Income tax Act, 1961 over books	57.45	10.01	-	67.46
Unbilled revenue	0.69	0.07	-	0.76
Lease liabilities	(0.66)	1.39	-	0.73
Right of use asset	1.69	(0.77)	-	0.92
<b>Deferred tax liability (A)</b>	<b>59.17</b>	<b>10.70</b>	-	<b>69.87</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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**NOTE 35 - TAX EXPENSE (Contd.)**

Deferred tax liability	As at 01 April 2023	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31 March 2024
<b>Deferred tax asset</b>				
Expenses allowable on payment basis	12.38	2.27	(0.93)	13.72
Expected credit loss allowance on trade receivables	1.49	(0.57)	-	0.92
Deferred income on grants	0.22	(0.11)	-	0.11
Provision for obsolete inventory	1.12	5.58	-	6.70
<b>Deferred tax asset (B)</b>	<b>15.21</b>	<b>7.17</b>	<b>(0.93)</b>	<b>21.45</b>
<b>Deferred tax liability (net) (A-B)</b>	<b>43.96</b>	<b>3.53</b>	<b>0.93</b>	<b>48.42</b>

**NOTE 36 - EARNINGS PER SHARE**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
i. Profit for basic/diluted earning per share of face value of ₹ 10 each	894.70	681.61
ii. Weighted average number of equity shares for (basic and diluted)	57,224,929	50,563,901
<b>Basic and diluted earnings per share (face value of ₹ 10 each)</b>	<b>15.63</b>	<b>13.48</b>

**NOTE 37 - SEGMENT INFORMATION**

The Board of Directors monitors the operating results of this segment for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Financial Information. For management purpose, the Company has identified "Drugs and pharmaceutical products" as single operating segment.

**a. Information about products and services**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from drugs and pharmaceutical products	9,519.70	8,630.61
<b>Total</b>	<b>9,519.70</b>	<b>8,630.61</b>

**b. Information about geographical areas**

The geographical information analyses by the Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers. The following is the distribution of the Company's revenues and receivables by geographical market, regardless of where the goods were produced:

Revenue from customers*	For the year ended 31 March 2025	For the year ended 31 March 2024
India	8,037.72	7,491.97
Outside India	1,481.98	1,138.64

\*Revenue from customers has been presented based on the geographic location of customers

Trade receivables	For the year ended 31 March 2025	For the year ended 31 March 2024
India	2,152.40	1,838.16
Outside India	336.61	335.72

Trade receivables	For the year ended 31 March 2025	For the year ended 31 March 2024
India	2,152.40	1,838.16
Outside India	336.61	335.72

Trade receivables	For the year ended 31 March 2025	For the year ended 31 March 2024
India	2,152.40	1,838.16
Outside India	336.61	335.72

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 37 - SEGMENT INFORMATION (Contd.)

##### Non-current assets

The Company has common non-current assets for business in domestic and overseas markets. Hence, separate figures for non-current assets/ additions to property, plant and equipment have not been furnished.

##### c. Information about major customers (from external customers)

For the year ended 31 March 2025, one customer of the Company constituted more than 10% of the total revenue of Company amounting to ₹ 1,501.58 million (31 March 2024: two customers of the Company constituted more than 10% of the total revenue of Company amounting to ₹ 2,260.82 million).

#### NOTE 38 - EMPLOYEE BENEFITS

##### a. Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, towards Provident Fund and Employee State Insurance Scheme ('ESI') which are collectively defined as defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as an expense towards contribution to Provident Fund and ESI are as follows:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Provident fund	28.37	23.87
ESI contribution	3.86	3.70
<b>32.23</b>	<b>27.57</b>	

##### b. Defined benefit plans

###### Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employees who have completed five years of service are entitled to specific benefit. The level of benefit provided depends on the member's length of service and salary retirement age. The employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service. The same is payable on termination of service or retirement or death whichever is earlier.

The present value of the obligation under such defined benefit plan is determined based on an actuarial valuation as at the reporting date using the projected unit credit method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans is based on the market yields on government bonds as at the date of actuarial valuation. Actuarial gains and losses (net of tax) are recognized immediately in the Other Comprehensive Income (OCI).

This is an unfunded benefit plan for qualifying employees. This scheme provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service.

The above defined benefit plan exposes the Company to following risks:

###### Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

###### Salary inflation risk:

The estimates of future salary increases, considered in actuarial valuation, takes into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

###### Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 38 - EMPLOYEE BENEFITS (Contd.)

The following table sets out the status of the defined benefit plan as required under Ind AS 19 - Employee Benefits:

##### i. Reconciliation of present value of defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	27.13	26.25
Interest cost	1.97	1.94
Current service cost	6.61	4.74
Benefits paid	(2.18)	(2.11)
Actuarial (gain)/ loss recognized in other comprehensive income		
- from changes in financial assumptions	1.32	0.19
- from changes in demographic assumptions	1.69	(2.65)
- from experience adjustments	(0.03)	(1.23)
<b>Balance at the end of the year</b>	<b>36.51</b>	<b>27.13</b>

##### ii. Amount recognized in statement of profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest cost	1.97	1.94
Current service cost	6.61	4.74
	<b>8.58</b>	<b>6.68</b>

##### iii. Remeasurements recognized in other comprehensive income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial (gain)/loss for the year on defined benefit obligation	2.98	(3.70)
	<b>2.98</b>	<b>(3.70)</b>

##### iv. Actuarial assumptions

###### (i) Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (per annum)	6.45%	7.25%
Future salary growth rate (per annum)	3.00%	3.00%
Expected average remaining working lives (years)	26.50	26.51

###### (ii) Demographic assumptions

Particulars	As at 31 March 2025	As at 31 March 2024
Retirement age (years)	58	58
Mortality rate	100% (IALM) (2012-14)	100% (IALM) (2012-14)
Attrition rate (per annum)		
Upto 30 years	36.49%	47.15%
From 31 to 44 years	20.16%	20.22%
Above 44 years	11.86%	3.43%

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 38 - EMPLOYEE BENEFITS (Contd.)

##### v. Sensitivity analysis on defined benefit obligation on account of change in significant assumption:

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Increase</b>		
Discount rate (0.5% movement)	(0.76)	(0.63)
Future salary growth rate (0.5% movement)	0.81	0.69
<b>Decrease</b>		
Discount rate (0.5% movement)	0.79	0.67
Future salary growth rate (0.5% movement)	(0.78)	(0.66)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same methods (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognized in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

##### vi. Expected maturity analysis of the defined benefit plan in future years

Particulars	As at 31 March 2025	As at 31 March 2024
Within 1 year (next annual reporting year)	6.47	5.00
Between 1 to 6 years	18.76	12.16
Beyond 6 years	11.28	9.95
<b>Total expected payments</b>	<b>36.51</b>	<b>27.11</b>

##### vii. Weighted average duration and the expected employers contribution for next year of the defined benefit plan

Particulars	As at 31 March 2025	As at 31 March 2024
Weighted average duration of the defined benefit plan (in years)	3.81	4.01
Expected employers contribution for next year	10.04	6.79

#### NOTE 39 - RELATED PARTIES

##### A. List of related parties and nature of relationship with whom transactions have taken place during the current year and previous year

Description of Relationship	Name of the Party
Subsidiary	Univentis Medicare Limited
	Univentis foundation
Step down subsidiary	Sharon Bio-Medicine Limited (w.e.f 30 June 2023)
Key management personnel ('KMP')	Manoj Kumar Lohariwala (Chairman & Whole-Time Director)
	Vinay Lohariwala (Managing Director)
	Jayant Vasudeo Rao (Whole-Time Director)
	Archit Aggarwal (Non-executive Director)
	Sudhir Kumar Bassi (Independent Director)
	Mahendar Korthiwada (Independent Director)
	Shirish Gundopant Belapure (Independent Director)
	Priyanka Dixit Sibal (Independent Director)
	Gain Parkash Aggarwal (Non-executive Director till 01 April 2022)
	Lokesh Bhasin (Chief Financial officer) (w.e.f 23 May 2023 to 11 August 2023) and (w.e.f 30 March 2024)
	Gaurav Srivastva (Chief Financial officer) (w.e.f 11 August 2023 to 29 March 2024)
	Rishi Gupta (Chief Financial officer) (w.e.f 01 April 2022 to 26 April 2023)

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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#### NOTE 39 - RELATED PARTIES (Contd.)

Particulars	Mukesh Kumar Siyaram Singh (Key managerial personnel - w.e.f 30 June 2023)
Entities in which KMP and/or close member have significant influence	Neeharika Shukla (Company Secretary)
	Azine Healthcare Private Limited
	Pharmatech Healthcare
	Nugenic Pharma Private Limited
	Innoventis Medicare Limited
	Shubh Packaging
Close family member of KMP	Anshika Lohariwala (Daughter of Chairman)

B. The following table provides the total amount of transactions that have been entered into with related parties for the relevant year

Nature of transaction	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>1 Revenue from operations (net of returns)</b>		
Univentis Medicare Limited	1,499.44	1,289.11
Azine Healthcare Private Limited	2.54	4.82
Pharmatech Healthcare	13.70	13.50
Sharon Bio-Medicine Limited	0.30	-
Nugenic Pharma Private Limited	0.08	-
<b>2 Purchase of packing material</b>		
Shubh Packaging	107.73	104.82
Nugenic Pharma Private Limited	667.82	591.16
<b>3 Purchase of raw material</b>		
Sharon Bio-Medicine Limited	6.83	1.43
<b>4 Purchase of store and spares</b>		
Nugenic Pharma Private Limited	-	3.84
Shubh Packaging	-	0.10
<b>5 Purchase of trading goods</b>		
Univentis Medicare Limited	3.31	2.52
<b>6 Recovery of Employee medical Insurance</b>		
Univentis Medicare Limited	0.51	0.71
<b>7 Loans repaid during the year</b>		
Manoj Kumar Lohariwala	-	84.00
Vinay Lohariwala	-	63.40
Gian Parkash Aggarwal	-	102.50
<b>8 Loan given to employee</b>		
Mukesh Kumar Siyaram Singh	-	1.20
<b>9 Loan repaid by employee</b>		
Mukesh Kumar Siyaram Singh	0.30	0.55
<b>10 Loan given to subsidiary</b>		
Univentis Medicare Limited	-	1,366.00
<b>11 Interest income</b>		
Univentis Medicare Limited	109.85	30.93

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 39 - RELATED PARTIES (Contd.)**

Nature of transaction	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>12 Sitting fees</b>		
Priyanka Dixit Sibal	0.33	0.81
Sudhir Kumar Bassi	0.61	1.37
Shirish Gundopant Belapure	0.33	1.10
Mahendar Korthiwada	0.44	1.17
<b>13 Finance costs</b>		
Manoj Kumar Lohariwala	-	4.09
Vinay Lohariwala	-	3.09
Gian Parkash Aggarwal	-	4.77
<b>14 Employee benefits expenses *</b>		
Manoj Kumar Lohariwala	10.04	6.20
Vinay Lohariwala	10.04	6.20
Jayant Vasudeo Rao	1.76	1.61
Lokesh Bhasin	6.51	0.93
Rishi Gupta	-	0.61
Gaurav Srivastva	-	7.85
Mukesh Kumar Siyaram Singh	3.03	1.57
Neerajika Shukla	0.96	0.66
Anshika Lohariwala	2.11	-
<b>15 Financial Guarantee Income#</b>		
Univentis Medicare Limited	-	13.43
<b>16 Financial Guarantee charges##</b>		
Univentis Medicare Limited	-	2.24
<b>17 Rental Income</b>		
Sharon Bio-Medicine Limited	4.05	2.33
Univentis Medicare Limited	1.65	-
<b>18 Contribution to trust</b>		
Univentis Foundation [also refer note 34(c)]	5.40	5.80
<b>19 Loan written off</b>		
Rishi Gupta	-	5.00
<b>20 Electricity Expenses recovered</b>		
Sharon Bio-Medicine Limited	0.73	0.34
<b>21 Loan repaid by subsidiary</b>		
Univentis Medicare Limited	295.00	-
<b>22 Security deposit received</b>		
Sharon Bio-Medicine Limited	-	1.65

\* Break-up of compensation of key managerial personnel of the Company.

For the year ended 31 March 2025	For the year ended 31 March 2024
Short-term employee benefits	34.16
Post-employment benefits	0.29
<b>Total compensation paid to key management personnel</b>	<b>34.45</b>
	<b>25.62</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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**NOTE 39 - RELATED PARTIES (Contd.)**

The amount disclosed above in the table are the amounts recognized as expense during the reporting year related to key management personnel.

\*The Company has also guaranteed an amount of ₹ Nil million (31 March 2024: ₹ 300.00 million) to HDFC Bank on behalf of its subsidiary Company in relation to the short term borrowing facilities availed by the Subsidiary Company.

## Refer note 20 for details of personal guarantee provided by Manoj Kumar Lohariwala, Vinay Lohariwala and Gian Parkash Aggarwal for the borrowing facilities availed by the Company.

**C. Balances outstanding at year end**

Nature of balances	As at 31 March 2025	As at 31 March 2024
<b>1 Trade payables</b>		
Shubh Packaging	12.32	13.19
Nugenic Pharma Private Limited	175.66	152.11
Sharon Bio-Medicine Limited	-	0.21
<b>2 Trade receivables</b>		
Pharmatech Healthcare	20.77	12.17
Azine Healthcare Private Limited	4.14	3.03
Sharon Bio-Medicine Limited	0.46	0.34
Univentis Medicare Limited	488.96	292.90
<b>3 Loan outstanding to employees</b>		
Mukesh Kumar Siyaram Singh	0.80	1.10
<b>4 Loan to subsidiary</b>		
Univentis Medicare Limited	1,071.00	1,366.00
<b>5 Prepaid expenses</b>		
Univentis Foundation	-	0.43
<b>6 Employee related payables</b>		
Manoj Kumar Lohariwala	0.61	0.42
Vinay Lohariwala	0.61	0.42
Jayant Vasudeo Rao	0.13	0.12
Gaurav Srivastava	-	0.65
Lokesh Bhasin	0.38	0.01
Mukesh Kumar Siyaram Singh	0.18	0.05
Neerajika Shukla	0.07	0.03
Anshika Lohariwala	0.20	-
<b>7 Security deposit</b>		
Sharon Bio-Medicine Limited	1.65	1.65

**D. Terms and conditions of transactions with related parties**

The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions and within ordinary course of business. Outstanding balances at the year-end are unsecured and interest free other than loan and settlement occurs in cash.

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 40 - DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondences with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at the year end has been made in the Financial Information based on information available with the Company as under:

Particulars	As at 31 March 2025	As at 31 March 2024
(i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;		
- Principal amount remaining unpaid to any supplier	88.58	0.12
- Interest due thereon remaining unpaid to any supplier	-	-
(ii) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each year;	-	-
(iii) the amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	0.15	0.01
(iv) The amount of interest accrued and remaining unpaid at the end of accounting year; and	0.15	0.01
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	5.18	5.04

#### NOTE 41 - FINANCIAL INSTRUMENT: FAIR VALUE MEASUREMENTS

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Company, other than those which are measured at FVTPL:

Particulars	Note	As at 31 March 2025			As at 31 March 2024		
		Carrying value	Amortized Cost	Fair value through OCI	Carrying value	Amortized Cost	Fair value through OCI
<b>Financial assets</b>							
Investments	a	600.00	600.00	-	600.00	600.00	-
Loans	b,c	1,083.40	1,083.40	-	1,377.05	1,377.05	-
Trade receivables	c	2,489.01	2,489.01	-	2,173.88	2,173.88	-
Cash and cash equivalents	c	153.07	153.07	-	113.89	113.89	-
Bank balances other than above	c	525.85	525.85	-	749.63	749.63	-
Other financial assets	b,c	379.97	379.97	-	72.20	72.20	-
		<b>5,231.30</b>	<b>5,231.30</b>	-	<b>5,086.65</b>	<b>5,086.65</b>	-
<b>Financial liabilities</b>							
Borrowings	b,c	3,271.28	3,275.00	-	2,407.85	2,241.87	-
Lease liabilities	b,c	20.49	20.49	-	31.37	31.37	-
Trade payables	c	1,761.52	1,761.52	-	1,535.12	1,535.12	-
Other financial liabilities	c	225.96	225.96	-	213.54	213.54	-
		<b>5,279.25</b>	<b>5,282.97</b>	-	<b>4,187.88</b>	<b>4,021.90</b>	-

Notes:

a. The carrying value of investment in Shivalik Solid Waste Management Limited was ₹ 2,500/-. Fair value of this investment is not considered to be material. As per paragraph 10 of Ind AS 27, the Company has elected to measure its investment in Univentis Medicare Limited (Subsidiary of the Company), at its cost.

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#### NOTE 41 - FINANCIAL INSTRUMENT: FAIR VALUE MEASUREMENTS (Contd.)

- b. The fair value of non-current assets and non-current liabilities (except lease liabilities) are valued based upon discounted cash flow valuation method. The valuation model considers the present value of expected payments, discounted using risk adjusted discount rate. The own non-performance risk was assessed to be insignificant.
- c. The fair valuation of financial assets and liabilities with short-term maturities is considered to be approximately equal to their carrying amount, due to their short-term nature.

There are no transfers between level 1, level 2 and level 3 during the year presented.

#### NOTE 42 (a) - FINANCIAL RISK MANAGEMENT

##### Risk management framework

The Company is exposed to market risk, credit risk and liquidity risk. The Company's board of director oversees the management of these risks. The Company's board of director is responsible to ensure that Company's financial risk activities which 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. The Board of directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### (i) 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 interest rate risk and currency risk financial instruments affected by market risk include trade receivables, trade payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return.

##### (a) Interest Rate Risk

Interest rate risk is the risk that the 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 borrowings with floating interest rates. The Company is exposed to interest rate risk because funds are borrowed at floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting year are as follows:

The exposure of the Company's borrowing to floating interest rate as reported at the end of the reporting year are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Floating rate borrowings	3,262.69	2,403.93
Fixed rate borrowings	8.59	7.27
<b>Total borrowings (gross of transaction cost)</b>	<b>3,271.28</b>	<b>2,411.20</b>

##### Interest rate sensitivity analysis

A reasonably possible change of 0.50 % in interest rates at the reporting date would have affected the profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>Year ended 31 March 2025</b>				
Interest rate (0.5% movement)	0.08	(0.08)	0.06	(0.06)
<b>Year ended 31 March 2024</b>				
Interest rate (0.5% movement)	0.65	(0.65)	0.49	(0.49)

**NOTE 42 (a) - FINANCIAL RISK MANAGEMENT (Contd.)**

**(b) Currency risk**

Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Company's operating activities.

The Company does not enter into trade financial instruments including derivative financial instruments for hedging its foreign currency risk.

*Exposure to currency risk :*

The carrying amount of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting year are as follows:

Particulars		As at 31 March 2025		As at 31 March 2024	
		Amount in Foreign Currency	Amount in Indian Currency	Amount in Foreign Currency	Amount in Indian Currency
Trade Receivable	USD	2.60	233.92	3.73	310.79
	EUR	-	-	0.06	5.34
	GBP	0.51	54.29	0.19	19.59
Trade payables	USD	1.57	136.95	0.37	30.73
	EUR	-	-	0.17	15.37

Out of the above foreign currency exposures, none of the monetary assets and liabilities are hedged by a derivative instrument or otherwise.

*Sensitivity analysis:*

The following table details the Company's sensitivity to a 5% increase and decrease in the ₹ against relevant foreign currencies. 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectations of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjust their transaction at the year end for 5% change in foreign currency rates. A positive number below indicates a increase in profit or equity where the ₹ strengthens 5% against the relevant foreign currency. For a 5% weakening of the ₹ against the relevant foreign currency, there would be a comparable impact on the profit or equity balance below would be negative. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
As at 31 March 2025				
USD 5% movement	4.85	(4.85)	3.63	(3.63)
EURO 5% movement	-	-	-	-
GBP 5% movement	2.71	(2.71)	2.03	(2.03)
As at 31 March 2024				
USD 5% movement	14.00	(14.00)	13.75	(13.75)
EURO 5% movement	(0.50)	0.50	(0.75)	0.75
GBP 5% movement	0.98	(0.98)	0.73	(0.73)

**NOTE 42 (a) - FINANCIAL RISK MANAGEMENT (Contd.)**

**(ii) 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, loans and investments) and from its financing activities, including deposits with banks. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

**(a) Trade receivables**

Customer credit risk is managed as per the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

Based on internal assessment which is driven by the historical experience/current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Company estimates its allowance for trade receivable using lifetime expected credit loss. Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognized in the Statement of Profit and Loss within other expenses.

The Company's exposure to credit risk for trade receivables by geographic region is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Within India	2,152.40	1,838.16
Outside India	336.61	335.72
<b>Total</b>	<b>2,489.01</b>	<b>2,173.88</b>

The carrying amount of the Company's most significant customer is ₹ 489.34 million (31 March 2024: ₹ 292.90 million)

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables :

As at 31 March 2025	Gross carrying amount	Loss allowance	Weighted average loss rate	Whether credit-impaired
Not due	1,908.11	(1.09)	(0.06%)	No
Less than 90 days	515.65	(0.97)	(0.19%)	No
90-180 days	56.66	(0.98)	(1.73%)	No
More than 180 days	16.08	(4.45)	(27.67%)	No
<b>Total</b>	<b>2,496.50</b>	<b>(7.49)</b>		

As at 31 March 2024	Gross carrying amount	Loss allowance	Weighted average loss rate	Whether credit-impaired
Not due	1,552.87	(0.02)	0.00%	No
Less than 90 days	519.77	(0.02)	0.00%	No
90-180 days	44.64	(0.01)	(0.03%)	No
More than 180 days	60.24	(3.59)	(5.97%)	No
<b>Total</b>	<b>2,177.52</b>	<b>(3.64)</b>		

**(b) Security deposits**

The Company furnished security deposits as margin money deposits to bank. The Company considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where the Company expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

**NOTE 42 (a) - FINANCIAL RISK MANAGEMENT (Contd.)**

**(c) Financial guarantee**

The Company provides financial guarantees to banks in respect of credit facilities availed by the subsidiaries from banks to cover the loss on the credit extended to subsidiaries. The Company manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual entities within the group, and by monitoring exposures in relation to such limits. It is the responsibility of the Board of directors to review and manage credit risk.

The Company has assessed the credit risk associated with its financial guarantee contracts for allowance for Expected Credit Loss (ECL) as at the year end. The Company makes use of various reasonable supportive forward-looking parameters which are both qualitative as well as quantitative while determining the change in credit risk and the probability of default. The Company's maximum exposure relating to financial guarantees as on 31 March 2025 is ₹ Nil million (31 March 2024: ₹ 300 million). Considering the creditworthiness of entities within the group in respect of which financial guarantees have been given to banks, the management believes that the subsidiaries have a low risk of default and do not have any amounts past due. Accordingly, no allowance for expected credit loss needs to be recognised as at year end.

**(iii) Liquidity risk**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimized cost.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

As at 31 March 2025	Carrying amount	On demand	Upto 1 year	1-3 year	More than 3 years	Total
Borrowings	3,271.28	567.05	268.75	942.24	1,496.96	3,275.00
Other financial liabilities	225.96	-	225.96	-	-	225.96
Trade payables	1,761.52	-	1,761.52	-	-	1,761.52
Lease liabilities	20.49	-	8.78	5.21	40.82	54.81
<b>Total</b>	<b>5,279.25</b>	<b>567.05</b>	<b>2,265.01</b>	<b>947.45</b>	<b>1,537.78</b>	<b>5,317.29</b>

As at 31 March 2024	Carrying amount	On demand	Upto 1 year	1-3 year	More than 3 years	Total
Borrowings	2,407.85	228.19	98.21	552.38	1,532.43	2,411.21
Other financial liabilities	213.54	-	213.54	-	-	213.54
Trade payables	1,535.12	-	1,535.12	-	-	1,535.12
Lease liabilities	31.37	-	10.31	24.65	41.92	76.88
<b>Total</b>	<b>4,187.88</b>	<b>228.19</b>	<b>1,857.18</b>	<b>577.03</b>	<b>1,574.35</b>	<b>4,236.75</b>

**(iv) Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

**NOTE 42 (b) - CAPITAL RISK 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 maximize the shareholder value.

**NOTE 42 (b) - CAPITAL RISK MANAGEMENT (Contd.)**

The Company manages its capital structure and makes adjustments in light of changes in economic conditions, business strategies and future commitments. 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, trade payables and borrowings, less cash and cash equivalents and other bank balances.

Particulars	As at 31 March 2025	As at 31 March 2024
Total liabilities	5,521.79	4,313.49
Less: cash and cash equivalents (Refer note 13)	153.07	113.89
Less: Bank balances other than cash and cash equivalents (Refer note 14)	525.85	749.63
<b>Adjusted net debt</b>	<b>4,842.87</b>	<b>3,449.97</b>
Equity share capital (Refer note 18)	572.25	572.25
Other equity (Refer note 19)	7,557.40	6,664.92
<b>Total capital</b>	<b>8,129.65</b>	<b>7,237.17</b>
Total Capital and adjusted net debt	12,972.52	10,687.14
<b>Gearing ratio</b>	<b>37.33%</b>	<b>32.28%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to maintain investor, creditor and market confidence and to sustain future development of the business.

**NOTE 43 (i) - CONTINGENT LIABILITIES**

The claims against the Company not acknowledged as debts comprise mainly pending lawsuits/claims against the Company, proceedings pending with Tax and other Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements. As on 31 March 2025, there are no claims against the Company not acknowledged as debt that require disclosure under contingent liabilities in the financial statements.

**NOTE 43 (ii) - OTHER COMMITMENTS**

**(a) Guarantee outstanding**

Particulars	As at 31 March 2025	As at 31 March 2024
Guarantee outstanding	-	300.00
	-	<b>300.00</b>

The Company has also guaranteed an amount of ₹ Nil million (31 March 2024: ₹ 300.00 million) to HDFC Bank on behalf of its Subsidiary Company in relation to the short term borrowing facilities availed by the Subsidiary Company.

**(b) Capital commitment**

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for	64.75	678.40
	<b>64.75</b>	<b>678.40</b>

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#### NOTE 44 - DISCLOSURES PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013:

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Investments:</b>		
<b>(i) Investment in equity shares: Univentis Medicare Limited</b>		
Balance as at the year end	600.00	600.00
Maximum amount outstanding at any time during the year	600.00	600.00
<b>(ii) Investment in equity shares: Shivalik waste management system</b>		
Balance as at the year end ^	0.00	0.00
Maximum amount outstanding at any time during the year ^	0.00	0.00
^ The total value of shares in absolute value was ₹ 2,500/- but for reporting rounded upto ₹ 0.00 million.		
<b>Loan:</b>		
<b>(i) Loan provided by the Company to subsidiary</b>		
- For acquisition of Sharon Bio Medicine Limited		
Balance as at the year end	1,071.00	1,366.00
Maximum amount outstanding at any time during the year	1,366.00	1,366.00
<b>Guarantees:</b>		
<b>(i) Guarantee provided by Company on behalf of Univentis Medicare Limited</b>		
- For acquisition of Sharon Bio Medicine Limited		
Balance as at the year end	-	-
Maximum amount outstanding at any time during the year	-	350.00
<b>(ii) Guarantee provided by Company on behalf of Univentis Medicare Limited</b>		
- For availment of short term borrowing facilities		
Balance as at the year end	-	300.00
Maximum amount outstanding at any time during the year	-	300.00
<b>(iii) Guarantee provided by Company on behalf of Univentis Medicare Limited</b>		
- For availment of long term borrowing facilities for acquisition of Sharon Bio-Medicine Limited		
Balance as at the year end	-	-
Maximum amount outstanding at any time during the year	-	1,450.00

#### NOTE 45 - LOAN TO SPECIFIED PERSON

Type of Borrower	As at 31 March 2025		As at 31 March 2024	
Related Party-	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loan or advance in the nature of loan	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loan or advance in the nature of loan
Univentis Medicare Limited (subsidiary)*	1,071.00	98.86%	1,366.00	99.20%

\* During the year ending 31 March 2025, a loan of ₹ Nil million (31 March 2024: ₹ 1,366.00 million) was provided to the subsidiary, bearing an interest rate of 8.50% per annum. The loan is repayable on demand.

#### NOTE 46 - OTHER MATTER

During the year ended 31 March 2024, The Company has acquired Sharon Bio Medicine Limited ("Sharon") through Univentis Medicare Limited ("UML"), an entity undergoing the corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") since April 2017. Sharon is engaged in the business of manufacturing of intermediates and active pharmaceutical ingredients and finished dosages. It also offers contract manufacturing services for formulations and performs pre-clinical and toxicology research services. In accordance with the terms of the Resolution Plan approved by the NCLT, UML infused ₹ 1,954.00 million (₹ 1,944.00 million as loan and ₹ 10.00 million as equity share capital) into Sharon on 26 June 2023 and closure of implementation pursuant to the Resolution Plan was achieved on 30 June 2023. Following such infusion of funds by UML, Sharon became a wholly owned subsidiary of UML. UML availed a term loan of ₹ 1,450.00 million from HDFC bank for purpose of aforesaid infusion into Sharon. The Guarantee for this loan was given by the holding Company which was subsequently satisfied on 21 November 2023. The term loan is fully repaid by the UML during the financials year 2023-24.

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#### NOTE 47 - OTHER STATUTORY INFORMATION

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions/outstanding balances with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (iii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Further the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- (viii) The Company have not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (xi) The Company is not a Core Investment Company (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016).
- (xii) The Company has used borrowing for the purpose for which they have been obtained.

#### NOTE - 48

The Company has completed its IPO of 12,723,214 equity shares of face value ₹ 10 each at an issue price of ₹ 448 per share (including a share premium of ₹ 438 per share) and as a result the equity shares of the Company were listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on 29 December 2023. The issue comprised of a fresh issue of 7,142,857 equity shares aggregating to ₹ 3,200.00 million and offer for sale of 5,580,357 equity shares by selling shareholders aggregating to ₹ 2,500.00 million.

The Company has estimated ₹ 478.39 million as IPO related expenses and allocated such expenses between the Company (₹ 272.79 million of this amount, ₹ 263.17 million has been adjusted to the security premium account) and selling shareholders (₹ 205.60 million) in proportion to the equity shares allotted to the public as fresh issue by the Company and under offer for sale by selling shareholder respectively. Out of the total IPO proceeds the fund available in escrow account is ₹ 2.13 million for remitting funds for pending IPO related expenses (including ₹ 3.88 million is payable to selling shareholders on account of IPO expenses incurred on behalf of the Company).

The Company has received an amount of ₹ 2,931.09 million (net of IPO expenses of ₹ 268.91 million) from proceeds out of fresh issue of equity shares. The utilization of the net IPO proceeds is summarized below

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**NOTE - 48 (Contd.)**

Objectives as per Prospectus	Planned net proceeds as per prospectus	Actual net proceeds	Utilization upto 31 March 2025	Unutilized amount as on 31 March 2025
Repayment and / prepayment, in part or in full, of certain outstanding loans of Company	1,444.00	1,444.00	1,444.00	-
Investment in subsidiary for repayment and / or prepayment in part or full outstanding loan availed by the subsidiary	236.00	236.00	236.00	-
Funding Company working capital requirements	720.00	720.00	720.00	-
General corporate purpose	531.09	531.09	531.09	-
<b>Total Proceeds</b>	<b>2,931.09</b>	<b>2,931.09</b>	<b>2,931.09</b>	<b>-</b>

The utilisation of the net IPO proceeds as on 31 March 2024 is summarized below

Objectives as per Prospectus	Planned net proceeds as per prospectus	Actual net proceeds	Utilization upto 31 March 2024	Unutilized amount as on 31 March 2024
Repayment and / prepayment, in part or in full, of certain outstanding loans of Company	1,444.00	1,444.00	1,444.00	-
Investment in subsidiary for repayment and / or prepayment in part or full outstanding loan availed by the subsidiary	236.00	236.00	236.00	-
Funding Company working capital requirements	720.00	720.00	100.00	620.00
General corporate purpose	531.09	531.09	531.09	-
<b>Total Proceeds</b>	<b>2,931.09</b>	<b>2,931.09</b>	<b>2,311.09</b>	<b>620.00</b>

**NOTE 49 - RATIOS AS PER THE SCHEDULE III REQUIREMENTS**

a) **Current Ratio = Current Assets divided by the Current Liabilities**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Current assets	5,291.08	4,374.37	
Current liabilities	2,901.64	2,134.01	
<b>Ratio</b>	<b>1.82</b>	<b>2.05</b>	<b>(11.22%)</b>

b) **Debt Equity ratio = Total debt divided by the Total Equity where total debt refer to sum of current and non current borrowings.**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Current borrowings	835.80	325.87	
Non - current borrowings	2,435.48	2,081.98	
<b>Total debt</b>	<b>3,271.28</b>	<b>2,407.85</b>	
Total equity	8,129.65	7,237.17	
<b>Ratio</b>	<b>0.40</b>	<b>0.33</b>	<b>21.21%</b>

c) **Debt service coverage Ratio = Earning available for debt service divided by interest and principal repayments**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Net profit after tax	894.70	681.61	
<b>Add : Non cash operating expenses and finance cost</b>	<b>190.52</b>	<b>249.90</b>	
Depreciation and amortization expense	170.15	113.99	
Finance costs	20.37	135.91	
<b>Earning available for debt service</b>	<b>1,085.22</b>	<b>931.51</b>	
Interest cost on borrowing (A)	163.11	203.65	
Current maturities of non current borrowings (B)	268.75	97.68	

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**NOTE 49 - RATIOS AS PER THE SCHEDULE III REQUIREMENTS (Contd.)**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Undiscounted lease liability less than one year (C)	8.78	10.31	
<b>Total Interest and Principal repayments (D) = (A+B+C)</b>	<b>440.64</b>	<b>311.64</b>	
<b>Ratio</b>	<b>2.46</b>	<b>2.99</b>	<b>(17.73%)</b>

d) **Return on equity ratio = Profit after tax divided by equity**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Profit after tax	894.70	681.61	
Total equity at beginning of the year (A)	7,237.17	2,683.20	
Total equity at end of the year (B)	8,129.65	7,237.17	
Average equity (C = (A+B)/2)	7,683.41	4,960.18	
<b>Ratio</b>	<b>11.64%</b>	<b>13.74%</b>	<b>(15.28%)</b>

e) **Inventory Turnover ratio = Cost of goods sold divided by average inventory**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Cost of goods sold	7,048.52	6,455.16	
Inventory at beginning of the year (A)	939.90	972.72	
Inventory at end of the year (B)	1,399.45	939.90	
Average Inventory (C = (A+B)/2)	1,169.68	956.31	
<b>Ratio</b>	<b>6.03</b>	<b>6.75</b>	<b>(10.67%)</b>

f) **Trade receivables turnover ratio = Revenue from operations divided by average trade receivables**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Revenue from operation	9,580.61	8,649.29	
Trade receivables at beginning of the year (A)	2,173.88	2,296.76	
Trade receivables at end of the year (B)	2,489.01	2,173.88	
Average trade receivables (C = (A+B)/2)	2,331.45	2,235.32	
<b>Ratio</b>	<b>4.11</b>	<b>3.87</b>	<b>6.20%</b>

g) **Trade payable turnover ratio = Total of purchase and other expenses divided by average trade payables**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Purchase of raw materials (A)	7,501.23	6,358.34	
Purchase of stock in trade (B)	6.84	64.00	
<b>Total purchase (C=(A+B))</b>	<b>7,508.07</b>	<b>6,422.34</b>	
Other expenses (D)	631.45	578.88	
<b>Total (E=(C+D))</b>	<b>8,139.52</b>	<b>7,001.22</b>	
Trade payable at beginning of the year (F)	1,535.12	1,480.84	
Trade payable at end of the year (G)	1,761.52	1,535.12	
Average trade payable (H=(F+G)/2)	1,648.32	1,507.98	
<b>Ratio</b>	<b>4.94</b>	<b>4.64</b>	<b>6.47%</b>

h) **Net capital turnover ratio = Revenue from operations divided by working capital whereas working capital = current assets - current liabilities**

Particulars	31 March 2025	31 March 2024	Variance in ratio
Revenue from operations	9,580.61	8,649.29	
Current assets (A)	5,291.08	4,374.37	
Current liabilities (B)	2,901.64	2,134.01	
<b>Working capital (C=A-B)</b>	<b>2,389.44</b>	<b>2,240.36</b>	
<b>Ratio</b>	<b>4.01</b>	<b>3.86</b>	<b>3.89%</b>

Notes to the Standalone Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 49 - RATIOS AS PER THE SCHEDULE III REQUIREMENTS (Contd.)**

i) Net profit ratio = Profit after tax divided by revenue from operations

Particulars	31 March 2025	31 March 2024	Variance in ratio
Profit after tax	894.70	681.61	
Revenue from operations	9,580.61	8,649.29	
<b>Ratio</b>	<b>9.34%</b>	<b>7.88%</b>	<b>18.53%</b>

j) Return on capital employed = Earning before Interest and Tax (EBIT) divided by Capital Employed

Particulars	31 March 2025	31 March 2024	Variance in ratio
Profit before tax (A)	1,198.91	936.98	
Finance cost (B)	21.68	135.91	
Other Income (C)	167.75	107.18	
<b>EBIT (D) = (A)+(B)-(C)</b>	<b>1,052.84</b>	<b>965.71</b>	
Total assets (E)	13,651.44	11,550.66	
Total liabilities (F)	5,521.79	4,313.49	
Intangible assets (G)	5.57	7.11	
<b>Tangible net worth (H=(E)-(F)-(G))</b>	<b>8,124.08</b>	<b>7,230.06</b>	
Current borrowings (I)	835.80	325.87	
Non - current borrowings (J)	2,435.48	2,081.98	
<b>Total debt (K=(I)+(J))</b>	<b>3,271.28</b>	<b>2,407.85</b>	
Deferred tax liabilities (net) (L)	131.87	48.42	
<b>Capital employed (M) = (H)+(K)+(L)</b>	<b>11,527.23</b>	<b>9,686.33</b>	
<b>Ratio (D)/(M)</b>	<b>9.13%</b>	<b>9.97%</b>	<b>(8.43%)</b>

k) Return on Investment = Income generated by investment divided by time weighted average investment.

Particulars	31 March 2025	31 March 2024	Variance in ratio
Income generated from investment (A)	-	-	
Investment (B)	600.00	600.00	
<b>Ratio (A)/(B)</b>	<b>-</b>	<b>-</b>	<b>-</b>

As per our report of even date attached.

For B S R & Co. LLP  
Chartered Accountants  
Firm registration number: 101248W/W-100022

Gaurav Mahajan  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

For and on behalf of Board of Directors of  
Innova Captab Limited

Manoj Kumar Lohariwala  
Chairman & Wholetime Director  
DIN: 00144656

Lokesh Bhasin  
Chief Financial Officer  
Place: Panchkula  
Date: 19 May 2025

Vinay Lohariwala  
Managing Director  
DIN: 00144720

Neeharika Shukla  
Company Secretary  
M.No.: A42724

## INDEPENDENT AUDITOR'S REPORT

### To the Members of Innova Captab Limited

### Report on the Audit of the Consolidated Financial Statements

#### OPINION

We have audited the consolidated financial statements of Innova Captab Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on separate financial statements of such subsidiary as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31 March 2025, of its consolidated profit and other comprehensive income,

#### Revenue recognition – Fraud risk and measurement estimation

See Note 28 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group recognises revenue from sale of products and services when control over goods is transferred to customer/ services are rendered based on specific terms and conditions of sale/service contracts entered into with respective customers. Revenue is measured net of variable consideration i.e. price concessions, incentives, discounts and returns.	In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: <ol style="list-style-type: none"> <li>Assessing the compliance of the Group's revenue recognition policies with Ind AS 115 i.e. Revenue from Contracts with Customers;</li> <li>Evaluating design and implementation and testing operating effectiveness of relevant key internal controls with respect to revenue recognition;</li> <li>Performing substantive testing on samples selected using statistical sampling method for revenue transactions recorded during the year by testing underlying documents such as:               <ol style="list-style-type: none"> <li>invoices,</li> <li>goods dispatch notes,</li> <li>third party shipping documents / customer acceptances (as applicable), and</li> <li>subsequent receipts in the bank statements (as applicable)</li> </ol> </li> </ol>
We have identified recognition of revenue as a key audit matter as –	
<ul style="list-style-type: none"> <li>revenue is a key performance indicator;</li> <li>there is a presumed fraud risk of revenue being overstated through manipulation of the timing and amount of revenue recognized due to pressures to achieve performance targets as well as meeting external expectations; and</li> <li>measurement of revenue. It involves significant estimation to determine the amount to be recognized as revenue.</li> </ul>	

consolidated changes in equity and consolidated cash flows for the year then ended.

#### BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of report of the other auditor referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### KEY AUDIT MATTERS

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

The key audit matter	How the matter was addressed in our audit
	<p>to assess revenue is recognized in relevant period in which control is transferred or services are provided;</p> <ol style="list-style-type: none"> <li>4. Testing journals posted to revenue ledger selected based on specified risk-based criteria to identify unusual items;</li> <li>5. Testing on a sample basis using statistical sampling method, specific revenue transactions recorded before and after the financial year end date to check revenue recognition in the correct financial period;</li> <li>6. Carrying analytical procedures on revenue recognized during the year to identify unusual variances ;</li> <li>7. Testing contractual terms to assess performance obligation and basis for revenue recognition;</li> <li>8. Testing samples relating to price concessions, incentives, discounts and returns recorded during the year by comparing the subsequent settlements / credit notes generated towards these items;</li> <li>9. Testing the year end accruals made by checking the estimates by reference to the terms of applicable policies, historical levels of product returns, actual sales etc.;</li> <li>10. Assessing adequacy of disclosures in financial statements against the requirement of Ind AS 115.</li> </ol>

#### OTHER INFORMATION

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

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

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

#### MANAGEMENT'S AND BOARD OF DIRECTORS/BOARD OF TRUSTEES' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash

flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies and Board of trustees of the trust included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company/trust and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies and the Board of trustees of the trust included in the Group are responsible for assessing the ability of each company/trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors and Board of Trustees

either intends to liquidate the company/trust or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies and the Board of trustees of the trust included in the Group are responsible for overseeing the financial reporting process of each company/trust.

#### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which has been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in section titled "Other Matter" in this audit report.

We communicate with those charged with governance of the Holding Company and subsidiary companies included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances,

we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### OTHER MATTER

- We did not audit the financial statements of one subsidiary, whose financial statements reflects total assets (before consolidation adjustments) of ₹ 0.80 as at 31 March 2025, total revenue (before consolidation adjustments) of ₹ NIL and net cash flows (before consolidation adjustments) amounting to ₹ 0.02 for the year ended on that date, as considered in the consolidated financial statements. The financial statement has been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the following:
    - matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 and

- in case of one subsidiary company, in the absence of independent auditor's report in relation to sufficient and appropriate reporting on compliance with the back-up requirements in the service organisation, we are unable to comment on whether the back-up of books of accounts and other relevant books and papers in electronic mode has been kept on servers physically located in India on a daily basis during 1 April 2024 to 31 March 2025.
- The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- On the basis of the written representations received from the directors of the Holding Company as on 11 April 2025, 17 April 2025, 21 April 2025, 26 April 2025, 29 April 2025, 03 May 2025 and 08 May 2025 taken on record by the Board of Directors of the Holding Company and reports of statutory auditor of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us

- The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 46(i) to the consolidated financial statements.
- The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
- There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2025.
- The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Companies Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 49(x) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Companies Act have represented to us that, to the best of their knowledge and belief, as disclosed in the Note 49(xi) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or
- any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- The Holding Company and its subsidiary companies incorporated in India have neither declared nor paid any dividend during the year.
- Based on our examination which included test checks, except for the instances mentioned below, the Holding Company and its subsidiary companies have used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
  - In case of one accounting software used by the Holding Company and one subsidiary company, the feature of recording audit trail (edit log) facility for certain tables/fields relating to revenue, trade receivables, inventory, fixed assets, purchases, trade payable, and other allied areas was enabled from 19 June 2024 and for certain remaining tables/fields relating to trade receivables, trade payable, inventory, revenue and fixed assets was enabled from 12 March 2025. We are unable to comment on whether audit trail feature was enabled at the database layer for the said software due to absence of logs of direct data changes made at the database layer of this accounting software. Further, in case of one accounting software used by the Holding Company and one subsidiary company for payroll process, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes. For the period where audit trail (edit log) facility was enabled and operated we did not come across any instance of the audit trail feature being tampered with.

- In case of one subsidiary company, accounting software is operated by a third party software service provider is used for maintaining its books of account. In the absence of independent auditor's report in relation to the controls at the service organisation and sufficient and appropriate reporting on compliance with the audit trail requirement from 1 April 2024 to 31 March 2025, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature been tampered with.

In case of the Holding Company and one subsidiary company, except for the instances where audit trail was not enabled in prior year, the audit trail has been preserved by the Company as per statutory requirements for record retention. Additionally, in case of one subsidiary company, we are also unable to comment whether the audit trail has been preserved by the Company as per the statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

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

Chartered Accountants

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

**Gaurav Mahajan**

Partner

Place: Panchkula

Membership No.: 507857

Date: 19 May 2025

ICAI UDIN: 25507857BMOAKI4839

## ANNEXURE A

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

(xi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1.	Innova Captab Limited	L24246MH2005PLC150371	Holding Company	(i)(c)
2.	Sharon Bio-Medicine Limited	U24110MH1989PLC052251	Subsidiary Company	(vii)(b), (ix)(b)

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

Chartered Accountants

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

**Gaurav Mahajan**

Partner

Membership No.: 507857

ICAI UDIN: 25507857BMOAKI4839

Place: Panchkula

Date: 19 May 2025

## ANNEXURE B

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE AFORESAID CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE ACT

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

#### OPINION

In conjunction with our audit of the consolidated financial statements of Innova Captab Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies, as of that date.

In our opinion the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

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

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and

the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 internal financial controls with reference to financial statements.

#### MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

### Annexure B to the Independent Auditor's Report (Contd.)

#### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

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

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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

Chartered Accountants

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

**Gaurav Mahajan**

Partner

Place: Panchkula

Membership No.: 507857

Date: 19 May 2025

ICAI UDIN: 25507857BMOAKI4839

## CONSOLIDATED BALANCE SHEET

as at 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	Note	As at 31 March 2025	As at 31 March 2024
<b>Assets</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	5 (a)	7,669.03	2,916.08
(b) Right-of-use assets	6	455.26	486.86
(c) Capital work-in-progress	5 (a)	225.22	3,407.87
(d) Goodwill	5 (b)	166.94	166.94
(e) Other intangible assets	5 (b)	7.44	8.96
(f) Financial assets			
(i) Investments	7	0.00	0.00
(ii) Loans	8	6.68	7.32
(iii) Other financial assets	9	83.35	25.69
(g) Deferred tax assets (net)	37	122.37	199.60
(h) Other tax assets (net)	10	1.59	-
(i) Other non-current assets	11	35.05	191.95
<b>Total non-current assets</b>		<b>8,772.93</b>	<b>7,411.27</b>
<b>(2) Current assets</b>			
(a) Inventories	12	2,079.95	1,440.16
(b) Financial assets			
(i) Trade receivables	13	3,316.45	2,884.88
(ii) Cash and cash equivalents	14	155.19	117.28
(iii) Bank balances other than (ii) above	15	526.47	750.20
(iv) Loans	16	6.82	4.39
(v) Other financial assets	17	321.05	76.30
(c) Other current assets	18	551.00	524.33
<b>Total current assets</b>		<b>6,956.93</b>	<b>5,797.54</b>
Assets held for sale	19	74.21	-
<b>Total assets</b>		<b>15,804.07</b>	<b>13,208.81</b>
<b>Equity and liabilities</b>			
<b>(1) Equity</b>			
(a) Equity share capital	20	572.25	572.25
(b) Other equity	21	9,021.92	7,736.69
<b>Total equity</b>		<b>9,594.17</b>	<b>8,308.94</b>
<b>Liabilities</b>			
<b>(2) Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	22	2,435.48	2,081.98
(ii) Lease liabilities	6	13.46	23.22
(b) Provisions	23	99.05	91.44
(c) Deferred tax liabilities (net)	37	131.87	48.42
<b>Total non-current liabilities</b>		<b>2,679.86</b>	<b>2,245.06</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	22	925.22	336.09
(ii) Lease liabilities	6	7.03	9.75
(iii) Trade payables	24		
- total outstanding dues of micro and small enterprises		105.59	13.60
- total outstanding dues of creditors other than micro and small enterprises		1,912.44	1,782.95
(iv) Other financial liabilities	25	318.02	295.75
(b) Other current liabilities	26	179.12	176.66
(c) Provisions	23	42.32	30.55
(d) Current tax liabilities (net)	27	40.30	9.46
<b>Total current liabilities</b>		<b>3,530.04</b>	<b>2,654.81</b>
<b>Total liabilities</b>		<b>6,209.90</b>	<b>4,899.87</b>
<b>Total equity and liabilities</b>		<b>15,804.07</b>	<b>13,208.81</b>

Material accounting policies

3

Notes to the Consolidated Financial Statements

5(a)-50

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date attached.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm registration number: 101248W/W-100022

**Gaurav Mahajan**  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

**For and on behalf of Board of Directors of**  
Innova Captab Limited

**Manoj Kumar Lohariwala**  
Chairman & Wholetime Director  
DIN: 00144656

**Lokesh Bhasin**  
Chief Financial Officer

Place: Panchkula  
Date: 19 May 2025

**Vinay Lohariwala**  
Managing Director  
DIN: 00144700

**Neeharika Shukla**  
Company Secretary  
M.No.: A42724

For and on behalf of Board of Directors of  
Innova Captab Limited

**Gaurav Mahajan**  
Partner  
Membership Number: 507857

**Manoj Kumar Lohariwala**  
Chairman & Wholetime Director  
DIN: 00144656

**Lokesh Bhasin**  
Chief Financial Officer

Place: Panchkula  
Date: 19 May 2025

**Vinay Lohariwala**  
Managing Director  
DIN: 00144700

**Neeharika Shukla**  
Company Secretary  
M.No.: A42724

Place: Panchkula  
Date: 19 May 2025

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>I Revenue from operations</b>	28	12,436.76	10,813.05
<b>II Other income</b>	29	120.45	124.89
<b>III Total income (I + II)</b>		<b>12,557.21</b>	<b>10,937.94</b>
<b>IV Expenses</b>			
Cost of materials consumed	30	7,998.23	6,961.21
Purchase of stock-in-trade	31	392.18	355.44
Changes in inventories of finished goods, work-in-progress and stock-in-trade	32	(249.44)	(33.21)
Employee benefits expense	33	1,167.78	906.61
Finance costs	34	24.05	214.56
Depreciation and amortization expense	35	247.79	159.57
Other expenses	36	1,266.46	1,078.47
<b>Total expenses (IV)</b>		<b>10,847.05</b>	<b>9,642.65</b>
<b>V Profit before tax (III-IV)</b>		<b>1,710.16</b>	<b>1,295.29</b>
<b>VI Tax expense:</b>			
(i) Current tax	37	267.78	293.30
(ii) Deferred tax charge		159.80	58.54
<b>Total tax expense (VI)</b>		<b>427.58</b>	<b>351.84</b>
<b>VII Profit for the year (V-VI)</b>		<b>1,282.58</b>	<b>943.45</b>
<b>VIII Other comprehensive income</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit obligation		3.53	19.75
Income tax relating to items that will not be reclassified to profit or loss		(0.88)	(0.86)
<b>Other comprehensive income for the year (net of tax)</b>		<b>2.65</b>	<b>18.89</b>
<b>IX Total comprehensive income for the year (VII+VIII)</b>		<b>1,285.23</b>	<b>962.34</b>
<b>Earnings per equity share</b>			
Basic and diluted [nominal value of ₹ 10 per share]	40	22.41	18.66
Material accounting policies	3		
Notes to the Consolidated Financial Statements	5(a)-50		
The accompanying notes form an integral part of the Consolidated Financial Statements.			
As per our report of even date attached.			
<b>For B S R &amp; Co. LLP</b>			
Chartered Accountants			
Firm registration number: 101248W/W-100022			
<b>Gaurav Mahajan</b>			
Partner			
Membership Number: 507857			
Place: Panchkula			
Date: 19 May 2025			
<b>For and on behalf of Board of Directors of</b>			
Innova Captab Limited			
<b>Manoj Kumar Lohariwala</b>			
Chairman & Wholetime Director			
DIN: 00144656			
<b>Vinay Lohariwala</b>			
Managing Director			
DIN: 00144700			
<b>Neeharika Shukla</b>			
Company Secretary			
M.No.: A42724			
Place: Panchkula			
Date: 19 May 2025			

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

### A Equity share capital (refer note 20)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
<b>Balance at the beginning of the reporting year</b>	57,224,929	572.25	48,000,000	480.00
Add: Fresh issue of equity shares	-	-	9,224,929	92.25
<b>Balance at the end of the reporting year</b>	<b>57,224,929</b>	<b>572.25</b>	<b>57,224,929</b>	<b>572.25</b>

### B Other equity (refer note 21)

Particulars	Reserves and surplus			Total
	Capital reserve	Retained earnings	Security premium	
<b>Balance as at 01 April 2024</b>	<b>712.39</b>	<b>3,246.96</b>	<b>3,777.34</b>	<b>7,736.69</b>
<i>Total comprehensive income for the year</i>				
Add: Profit for the year	-	1,282.58	-	1,282.58
Add: Other comprehensive income (net of tax) for the year	-	2.65	-	2.65
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>1,285.23</b>	<b>-</b>	<b>1,285.23</b>
<b>Balance as at 31 March 2025</b>	<b>712.39</b>	<b>4,532.19</b>	<b>3,777.34</b>	<b>9,021.92</b>
<b>Balance as at 01 April 2023</b>	<b>0.44</b>	<b>2,284.62</b>		<b>2,285.06</b>
<i>Total comprehensive income for the year</i>				
Add: Profit for the year	-	943.45	-	943.45
Add: Other comprehensive income (net of tax) for the year	-	18.89	-	18.89
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>962.34</b>	<b>-</b>	<b>962.34</b>
<b>Change in ownership interests</b>				
Acquisition of subsidiary (refer note 47)	711.95	-	-	711.95
<b>Total changes in ownership interests</b>	<b>711.95</b>			<b>711.95</b>
<b>Transactions with owners of the Company</b>				
<i>Contributions and distributions</i>				
Add: Fresh Issue of equity shares				
-Cumulative Compulsorily Convertible Preference Shares ("CCCPs") converted	-	-	618.64	<b>618.64</b>
-Issued to 360 One special opportunities fund Series 9	-	-	146.65	<b>146.65</b>
-Issued to 360 One special opportunities fund Series 10	-	-	146.65	<b>146.65</b>
-Public issue made on 29 December 2023	-	-	3,128.57	<b>3,128.57</b>
Less: Shares issue expenses	-	-	(263.17)	(263.17)
<b>Balance as at 31 March 2024</b>	<b>712.39</b>	<b>3,246.96</b>	<b>3,777.34</b>	<b>7,736.69</b>
Material accounting policies	3			
Notes to the Consolidated Financial Statements	5(a)-50			

The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date attached.

For B S R & Co. LLP  
Chartered Accountants  
Firm registration number: 101248W/W-100022

Gaurav Mahajan  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

For and on behalf of Board of Directors of  
Innova Captab Limited

Manoj Kumar Lohariwala  
Chairman & Wholetime Director  
DIN: 00144656

Vinay Lohariwala  
Managing Director  
DIN: 00144700

Lokesh Bhasin  
Chief Financial Officer

Neeharika Shukla  
Company Secretary  
M.No.: A42724

Place: Panchkula  
Date: 19 May 2025

## CONSOLIDATED STATEMENT OF CASH FLOW

for the year ended 31 March 2025

(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>A Cash flows from operating activities</b>		
Profit before tax for the year	1,710.16	1,295.29
<b>Adjustments for:</b>		
Depreciation and amortization expense	247.79	159.57
Expected credit loss on trade receivables	2.65	14.20
Bad debts written off	35.51	5.45
Other assets written off	3.15	-
Net loss/(profit) on sale of property, plant and equipment	1.75	(0.33)
Unrealized foreign exchange loss/(gain)	4.52	(6.60)
Unrealized profit on Inventory	2.27	4.96
Amortization of government grant	(0.43)	(0.43)
Finance costs	22.44	214.56
Transaction costs related to borrowings	1.61	0.93
Provision for obsolete inventory	(1.64)	17.79
Loss on fair valuation of cumulative compulsorily convertible preference shares	-	19.36
Loan to employee written off	-	5.10
GST linked incentive	39.13	-
Liability written back	(15.46)	(27.98)
Interest income	(30.37)	(35.02)
<b>Operating cash flows before working capital changes</b>	<b>2,023.08</b>	<b>1,666.85</b>
<b>Working capital adjustments</b>		
(Increase)/decrease in inventories	(640.42)	15.40
(Increase)/decrease in trade receivables	(477.40)	44.90
Increase in trade payables	236.94	62.62
(Increase)/decrease in loans	(1.79)	1.92
(Increase)/decrease in other financial assets	(293.80)	14.19
Decrease in other non-current assets	2.73	5.98
(Increase)/decrease in other current assets	(29.82)	31.87
Increase in other current liabilities	2.88	26.81
Increase/(decrease) in other financial liabilities	30.28	(140.11)
Increase in provisions	22.91	9.54
<b>Cash generated from operating activities</b>	<b>875.59</b>	<b>1,739.97</b>
Income tax paid (net)	(237.15)	(276.57)
<b>Net cash generated from operating activities (A)</b>	<b>638.44</b>	<b>1,463.40</b>
<b>B Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangible assets (including capital-work-in-progress)	(1,724.95)	(2,873.53)
Proceeds from sale of property, plant and equipment	2.54	1.08
Interest income received	39.08	25.28
Acquisition of subsidiary *	-	(1,648.14)
Bank deposits made	(966.55)	(494.40)
Proceeds from maturity of bank deposits	1,134.02	-
<b>Net cash (used in) investing activities (B)</b>	<b>(1,515.86)</b>	<b>(4,989.71)</b>

Consolidated Statement of Cash flow  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>C Cash flows from financing activities</b>		
Principal Payment of lease liabilities	(8.01)	(9.41)
Finance cost paid (including interest paid on lease liabilities)	(17.68)	(149.42)
Repayments of non-current borrowings	(114.03)	(161.32)
Proceeds from non-current borrowings	636.99	1,688.27
Proceeds of current borrowings (net)	418.06	(990.87)
Proceeds from issue of share including securities premium (net of share issue expenses)	-	3,231.09
<b>Net cash generated from financing activities (C)</b>	<b>915.33</b>	<b>3,608.34</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>37.91</b>	<b>82.03</b>
Cash and cash equivalents at the beginning of the year	117.28	35.25
<b>Cash and cash equivalents at the end of the year</b>	<b>155.19</b>	<b>117.28</b>

\* refer note 47.

Notes:

1. For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

Particulars	As at 31 March 2025	As at 31 March 2024
Cash on hand	0.73	0.51
Balances with banks - in current accounts	4.46	116.77
Bank deposits with original maturity of less than three months	150.00	-
<b>Cash and cash equivalents at the end of the year</b>	<b>155.19</b>	<b>117.28</b>

2. The above cash flow statement has been prepared under the indirect method set out in the applicable Indian Accounting Standard (Ind AS) 7 on "Statement of Cash Flows".

3. Reconciliation of movements of current and non-current borrowings to cash flows arising from financing activities

Particulars	As at 31 March 2025	As at 31 March 2024
Borrowings at the beginning of the year (including interest accrued on borrowings)	2,428.30	2,363.90
Proceeds from non-current borrowings	636.99	1,688.27
Repayments of non-current borrowings	(114.03)	(161.32)
Proceeds/(Repayment) of current borrowings (net)	418.06	(990.87)
Transaction costs related to borrowings	1.61	0.93
Finance cost	18.78	142.55
Finance cost paid	(15.79)	(146.71)
Cumulative compulsorily convertible preference shares converted	-	(468.45)
<b>Borrowings at the end of the year (including interest accrued on borrowings)</b>	<b>3,373.92</b>	<b>2,428.30</b>

Consolidated Statement of Cash flow  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

4. Reconciliation of movements to cash flows arising from leases activities during the year :

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Balance as at beginning of the year</b>	<b>32.97</b>	<b>17.80</b>
Additions	-	20.97
Additions on acquisition of subsidiary (Refer note 47)	-	3.61
Deletion	(4.47)	-
Accretion of interest	1.89	2.71
Payment of lease liabilities	(9.90)	(12.12)
<b>Balance as at end of the year</b>	<b>20.49</b>	<b>32.97</b>

Material accounting policies 3  
Notes to the Consolidated Financial Statements 5(a)-50  
The accompanying notes form an integral part of the Consolidated Financial Statements.

As per our report of even date attached.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm registration number: 101248W/W-100022

**For and on behalf of Board of Directors of**  
Innova Captab Limited

**Gaurav Mahajan**  
Partner  
Membership Number: 507857

**Manoj Kumar Lohariwala**  
Chairman & Wholetime Director  
DIN: 00144656

**Vinay Lohariwala**  
Managing Director  
DIN: 00144700

Place: Panchkula  
Date: 19 May 2025

**Lokesh Bhasin**  
Chief Financial Officer

**Neetika Shukla**  
Company Secretary  
M.No.: A42724

Place: Panchkula  
Date: 19 May 2025

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2025

## NOTE 1 - CORPORATE INFORMATION

Innova Captab Limited (CIN: L24246MH2005PLC150371) ("the Company" or "the Holding Company"), a Company domiciled in India with its registered office situated at Office No. 606, Ratan Galaxie-6th Floor, J.N. Road, Plot No. 1, Mulund (W), Mumbai, MH 400080, India, was incorporated in Mumbai on 03 January 2005 as a private limited company. The Company was initially incorporated with the name of "Harun Healthcare Private Limited" and later the name was changed to "Innova Captab Private Limited". The Company was converted to a Public Limited Company w.e.f 26 July 2018. After conversion, the name of the Company is "Innova Captab Limited". The Company got listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on 29 December 2023. The Company had applied for change in CIN from unlisted to listed and the application vide SRN No AA6898984 dated 06 March 2024 which was approved by MCA on 16 July 2024 and CIN has been updated from U24246MH2005PLC150371 to L24246MH2005PLC150371. Further, w.e.f. 16 October 2023 Company has changed its registered office to 601, Proxima, Plot No 19, Sector 30A Vashi, Navi, Mumbai 400705.

The consolidated financial statements comprise the financial information of the Company and its subsidiaries (referred to collectively as the "Group").

The Group is engaged in the business of manufacturing and trading of drugs and pharmaceuticals.

## NOTE 2 - BASIS OF PREPARATION

### (i) Statements of compliance

The "consolidated financial statements" of the Group comprise of Consolidated Balance sheet of the Group as at 31 March 2025 and 31 March 2024, the Consolidated Statements of Profit and Loss, the Consolidated Statements of Cash Flows and the Consolidated Statements of Changes in Equity for each of the year ended 31 March 2025 and 31 March 2024 together with notes (together referred as "consolidated financial statements").

The consolidated financial Statements of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The consolidated financial statements have been prepared on a going concern basis. The accounting policies adopted are consistent with those of the previous financial year and corresponding reporting year. A number of amended standards became

applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these amended standards.

These consolidated financial statements were approved for issue by the Company's Board of Directors on 19 May 2025.

### (ii) Basis of measurement

The consolidated financial statements has been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Financial assets and liabilities acquired under business combination	Fair value
Derivative financial instruments	Fair value
Defined benefits liability	Present value of defined benefits obligations

### (iii) Functional and presentation currency

The functional currency of the Group is the Indian rupee. These consolidated financial statements are presented in Indian rupees. All amounts have been rounded-off to the nearest millions, up to two places of decimal, unless otherwise indicated.

### (iv) Current vs non-current classification

The Group presents assets and liabilities in the Consolidated Balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- 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 current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

## Notes to the Consolidated Financial Statements for the year ended 31 March 2025 (Contd.)

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. The Group classifies all other liabilities as non-current.

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

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

### (v) Use of estimates and judgments

In preparation of the consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the consolidated financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

### Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3(h) and 27 – revenue recognition: whether revenue is recognized over time or at a point in time, determining the transaction price,

### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes

- Note 2(vi) – Fair value measurement (including fair value of consideration transferred on business combination and fair value of the assets acquired and liabilities assumed)
- Note 3(h) - Revenue recognition- Estimating the expected value of right to return.
- Note 3(c) and 5a – Assessment of useful life and residual value of property, plant and equipment
- Note 3(d) and 6 –Discount rate and assessment of useful life of right-to-use asset
- Note 3(e) and 5b – Assessment of useful life of intangible assets

- Note 3(f) – Valuation of inventories
- Note 3(g) – Impairment of financial assets; impairment test of non-financial assets: key assumptions underlying recoverable amounts
- Note 3(l) and 41 – Measurement of defined benefit obligations: key actuarial assumptions
- Note 3(o) and 36 – Recognition and estimation of tax expense including deferred tax
- Note 3(p), 3(q), and 45 – Recognition and measurement of provision and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources.

### (vi) Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to measurement of fair values. This includes the top management division which is responsible for overseeing all significant fair value measurements, including Level 3 fair values. The top management division regularly reviews significant unobservable inputs and valuation adjustments. If third party information, is used to measure fair values, then the top management division assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirement of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's Audit Committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred. Further information about the assumptions made in measuring fair values used in preparing the consolidated financial statements is included in the Note 44.

#### NOTE 3 - MATERIAL ACCOUNTING POLICIES

The Group has consistently applied the following accounting policies to all periods presented in these standalone financial statements, except if mentioned otherwise.

Set out below are the material accounting policies:

##### a) Principles of consolidation

The consolidated financial statements comprises the financial Statements of the Group, and the entities controlled by the Group including its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

The detail of consolidated entity as follows:

Name of subsidiary	Country of incorporation	Percentage of ownership	
		As at 31 March 2025	As at 31 March 2024
Univentis Medicare Limited *	India	100%	100%
Sharon Bio Medicine Limited##	India	100%	100%
Univentis Foundation###	India	100%	100%

\* The Group has invested in Univentis Medicare Limited on 31 December 2021

## The Group has invested in Sharon Bio Medicine Limited on 30 June 2023

### Incorporated on 14 June 2021

##### Consolidation procedure

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial Statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial Statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The consolidated financial statements is prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial Statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

- Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

##### Business Combinations

Business combinations are accounted for using the acquisition accounting method as at the date of the acquisition, which is the date at which control is transferred to the Group. The consideration transferred in the acquisition and the identifiable assets acquired and liabilities assumed are recognised at fair values on their acquisition date. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. In case of leases acquired as part of business combination, the Group measures a right-of-use asset at the same amount as the lease liability. However, if the lease terms are favorable or unfavorable when compared with market terms, then the right-of-use asset is adjusted by the fair value of the off-market terms. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are recognised in the Consolidated Statements of Profit and Loss. Transaction costs are expensed as incurred, other than those incurred in relation to the issue of debt or equity securities. Any contingent consideration payable is measured at fair value at the acquisition date. Subsequent changes in the fair value of contingent consideration are recognised in the Consolidated Statements of Profit and Loss.

##### Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial Statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

##### Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in Consolidated Statements of Profit and Loss.

##### b) Financial instrument

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

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivable, that do not contain a significant financing component are measured at transaction price) is recognised initially at fair value plus or minus transaction cost that are directly attributable to the acquisition or issue of financial assets (other than financial assets at fair value through profit and loss). Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss ('FVTPL') are recognised immediately in Consolidated Statements of Profit and Loss. A trade receivable without a significant financing component is initially measured at the transaction price.

On initial recognition, a financial asset is classified as measured at:

- amortised cost
- fair value through other comprehensive income ('FVOCI')
- fair value through profit or loss ('FVTPL')

###### Financial asset at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from

OCI to the Consolidated Statements of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss to retained earnings.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Consolidated Statements of Profit and Loss.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

#### Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investment at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investment at FVOCI	These assets are subsequently measured at fair value. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

#### Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- How the performance of the portfolio is evaluated and reported to the Group's management;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- How managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- Contingent events that would change the amount or timing of cash flows;
- Terms that may adjust the contractual coupon rate, including variable interest rate features;
- Prepayment and extension features; and
- Terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

#### Financial assets – Subsequent measurement and gains and losses

- a) Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
- b) Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

#### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial

assets) is primarily derecognized (i.e., removed from the Group's Consolidated Balance sheet) when:

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

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

#### Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Consolidated Statements of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised Consolidated Statements of Profit and Loss. Any gain or loss on derecognition is also recognised in Consolidated Statements of Profit and Loss.

#### Derecognition of financial liabilities

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 Consolidated Statements of Profit and Loss.

#### Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Consolidated Balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### Derivative financial instruments

The Group holds derivative financial instruments in form of compulsorily convertible preference shares. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

#### Financial Guarantee

A financial guarantee contract requires the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values, adjusted for transaction costs that are directly attributable to the issuance of the guaranteee and not arising from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with Ind AS 109; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Group's revenue recognition policies.

The Group has not designated any financial guarantee contracts as FVTPL.

The Group estimates the loss allowance on financial guarantee contracts based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

#### c) Property, plant and equipment ('PPE')

##### Recognition and measurement

Items of PPE are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation and or accumulated impairment loss, if any. Freehold land is carried at historical cost less any accumulated impairment losses.

Cost of an item of a PPE comprises its purchase price including import duty, and other non-refundable taxes after deducting any trade discounts and rebates and any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of PPE comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located. Expenditure incurred on startup and commissioning of the project and/or substantial expansion, including the expenditure incurred on trial runs (net of trial run receipts, if any) up to the date of commencement of commercial production are capitalised. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably

Advances paid towards acquisition of PPE outstanding at each reporting date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

Any gain or loss on disposal of an item of PPE is recognised in the Consolidated Statements of Profit and Loss.

##### Transition to Ind AS

The cost of property, plant and equipment as at 01 April 2019, the Group date of transitions to Ind AS, was determined with reference to its carrying value recognized as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

##### Subsequent expenditure

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset,

as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Consolidated Statements of Profit and Loss during the reporting period in which they are incurred.

##### Depreciation

Depreciation is calculated on cost of items of PPE less their estimated residual values over their estimated

The estimated useful lives of items of PPE for the current and comparative year are as follows:

Particulars	Useful life as per Schedule II	Management estimate of useful life
Building - Factory	30 Years	30 Years
Office equipment	5 Years	3 - 5 Years
Plant and equipment	3 - 15 Years	3 - 30 Years
Lab Equipments	10 Years	10 Years
Electrical installations	10 Years	10 Years
Vehicles	8 - 10 Years	10 Years
Furniture and fittings	10 Years	10 Years
Computer and Printer	3 - 6 Years	6 Years

Depreciation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Depreciation on additions (disposal) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

##### Derecognition

An item of PPE is derecognised on disposal or when no future economic benefits are expected from its use and disposal. Losses arising from retirement and gains or losses arising from disposal of a PPE are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Consolidated Statements of Profit and Loss.

#### d) Leases

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

##### Leases in which the Group is a lessee

The Group's lease asset classes primarily consist of leases for buildings and leasehold land. The Group, at the inception of a contract, assesses whether the contract is a lease or not. A contract is, or contains, a

useful lives using the straight-line method and is recognised in the Consolidated Statements of Profit and Loss.

Depreciation on items of PPE is provided as per rates corresponding to the useful life specified in Schedule II to the Companies Act, 2013 read with the notification dated 29 August 2014 of the Ministry of Corporate Affairs except for certain classes of PPE which are depreciated based on the internal technical assessment of the management.

The estimated useful lives of items of PPE for the current and comparative year are as follows:

Particulars	Useful life as per Schedule II	Management estimate of useful life
Building - Factory	30 Years	30 Years
Office equipment	5 Years	3 - 5 Years
Plant and equipment	3 - 15 Years	3 - 30 Years
Lab Equipments	10 Years	10 Years
Electrical installations	10 Years	10 Years
Vehicles	8 - 10 Years	10 Years
Furniture and fittings	10 Years	10 Years
Computer and Printer	3 - 6 Years	6 Years

lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

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

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Consolidated Statements of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and Consolidated Statements of Profit and Loss, depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in Consolidated Statements of Profit and Loss.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use

asset has been reduced to zero. The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'financial liabilities' in the Statements of financial position.

#### Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The Group recognises the lease payments associated with these leases as an expense in the Statements of Profit or Loss over the lease term.

#### e) Intangible assets

Goodwill arising on business combinations is disclosed separately in the Consolidated Balance sheet and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Intangible assets (other than goodwill) that are acquired (including implementation of software system) are measured initially at cost. Cost of an item of intangible asset comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use.

Advances paid towards acquisition of intangible assets outstanding at each Balance sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as intangible assets under development.

After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and any accumulated impairment loss.

#### Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates. All other expenditure is recognised in Consolidated Statements of Profit and Loss as incurred.

#### Amortisation

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognized in depreciation and amortization in Statement of profit and loss.

The estimated useful life computer software for the current and comparative year is 5 years.

#### Derecognition

Intangible assets is derecognised on disposal or when no future economic benefits are expected from its use and disposal.

#### f) Inventories

Inventories are valued at lower of cost or net realizable value. The method of determining cost of various categories of inventories are as follows:

Raw materials (except goods in transit)	Weighted average method
Traded goods	Weighted average method
Packing material	Weighted average method
Stores and spares	Weighted average method
Work-in-progress and finished goods (manufactured)	Weighted average including an appropriate share of variable and fixed production overheads. Fixed production overheads are included based on normal capacity of production facilities.
Goods in transit	Specifically identified purchase cost

The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials and other supplies held for use in the production of finished products are not written down below cost, except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value. The Group reviews the condition of its inventories and makes provision against obsolete and slow moving inventory items which are identified as no longer suitable for sale or use.

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

#### g) Impairment

##### Impairment of financial assets

The Group recognises loss allowances for expected credit loss on financial assets measured at amortised cost and contract assets. At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that the financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower, debtor or issuer;
- The breach of contract such as a default or being past due for 2 years or more;
- The restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

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

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

#### Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. difference between the cash flow due to the Group in accordance with the contract and the cash flow that the Group expects to receive).

Expected credit losses are discounted at the effective interest rate of the financial asset.

#### Presentation of allowance for expected credit losses

Loss allowance for financial assets measured at the amortised cost is deducted from the gross carrying amount of the assets.

#### Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtors do not have assets or sources of income that could generate sufficient cash flows to repay the amount subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedure for recovery of amounts due.

#### Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. The Group's non-financial assets other than inventories, contract assets and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows (i.e. corporate assets) are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g. head office building for providing support to CGU) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis. An impairment loss in respect of goodwill is not subsequently reversed. An impairment loss in respect of assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### h) Revenue from contract with customers

Under Ind AS 115, the Group recognized revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods underlying the particular performance obligation is transferred to the customer. Further, revenue from sale of goods is recognized based on a 5-Step Methodology which is as follows:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligation in contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional

right to receive cash, and only passage of time is required, as per contractual terms.

Contract liability is recognised when billings are in excess of revenues.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for. The Group disaggregates revenue from contracts with customers by geography.

Invoices are usually payable within a range of 45 to 90 days.

Use of significant judgments in revenue recognition: The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgment to determine the deliverables and the ability of the customer to benefit independently from such deliverables

a) Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as price concessions and incentives. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

(i) The Group uses judgment to determine an appropriate selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative selling price of each distinct product or service promised in the contract.

(ii) The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc. In case where performance obligation is satisfied at a point in time, revenue is recognized when significant risk and rewards of ownership of goods is transferred to the customers, generally ex-factory. In case where performance obligation is satisfied over a period of time, revenue is recognized on the basis of actual cost incurred plus mark up as agreed with the customers under each agreement.

b) Right of return - Group provides a customer with a right to return in case of any defects or on grounds of quality. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognizes a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognized for the right to recover products from a customer.

#### i) Export incentives

Export incentive entitlements are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

#### j) Recognition of interest income or expense

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments or

receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

#### **k) Government grants**

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them will be complied with, and the grants will be received. Government grants related to capital assets are recognized initially as deferred income at fair value when there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant; they are then recognized in Statement of Profit and Loss as other income on a systematic basis.

Grants related to income are recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate and are presented as 'other operating revenues'.

Grants that compensate the Group for expenses incurred are recognised in profit or loss by deduction in the related expense on a systematic basis in the periods in which the expenses are recognised, unless the conditions for receiving the grant are met after the related expenses have been recognised. In this case, the grant is recognised when it becomes receivable. Further, where loans or similar assistance are provided by Government or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The grant related to capitalised finance costs is deducted from the related property, plant and equipment.

Export entitlements from government authorities are recognized in the statement of profit and loss when the right to receive credit as per the terms of

the scheme is established in respect of the exports made by the Group, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

#### **l) Employee benefits**

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

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured on an undiscounted basis. A liability is recognised for the amount expected to be paid e.g., salaries, wages and bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

##### **Post-employment benefits**

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

##### **Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards employee provident fund and employee state insurance scheme ('ESI') to Government administered scheme which is a defined contribution plan. The Group's contribution is recognised as an expense in the Consolidated Statements of Profit and Loss during the period in which the employee renders the related service.

##### **Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Gratuity is a defined benefit plan. The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The Group's net obligation in respect of gratuity is calculated separately by estimating the amount of future benefit that employees have earned

in the current and prior periods and discounting that amount. The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method.

##### **Other long-term employee benefits**

##### **Compensated absences**

As per the Group's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be utilised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits. The Group's obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. Such obligation such as those related to compensate absences is measured on the basis of an actuarial valuation performed annually by a qualified actuary using the projected unit credit method. The obligations are presented as current liabilities in the balance sheet if the Group does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

##### **Termination benefits**

Termination benefits are recognised as an expense when, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

##### **Actuarial valuation**

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.



Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in OCI. They are included in other equity in the Consolidated Statements of Changes in Equity and in the Consolidated Balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Consolidated Statements of Profit and Loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs.

#### **n) Borrowing costs**

Borrowing costs are interest and other costs incurred by the Group in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as a part of cost of the asset. Other borrowing costs are recognised as an expense in the Consolidated Statements of Profit and Loss in the year in which they are incurred.

#### **o) Foreign currency transactions**

##### **Initial recognition**

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions.

##### **Measurement at the reporting date**

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences on restatements/settlement of all monetary items are recognised in the Consolidated Statements of profit and loss.

#### **o) Income tax**

Income tax expense comprises current and deferred tax. It is recognised in Consolidated Statements of Profit and Loss, except to the extent that it relates to a business combination. The Group does not have any items recognized directly in equity or in other comprehensive income.

The Group has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

#### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the period and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

#### Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets, recognized or unrecognized, are reviewed at each reporting date and recognised / reduced to the extent that it has become probable / no longer probable respectively that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to

recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the current tax liabilities and assets, and they relate to income taxes levied by the same tax authorities.

#### p) Provisions (other than for employee benefits)

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The reimbursement is treated as a separate asset.

#### q) Contingent liabilities and contingent assets

Contingent liability is a possible obligation arising 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 a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are recognized when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate. A contingent asset is disclosed where an inflow of economic benefits is

probable.

Contingent liabilities and contingent assets are reviewed at each reporting date and adjusted to reflect the current best estimates.

#### r) Commitments

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Commitments are reviewed at each reporting date.

#### s) Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components and for which discrete financial statements is available. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance.

#### t) Cash and cash equivalents

For the purpose of presentation in the Consolidated Statements of Cash Flows, cash and cash equivalents include cash in hand, demand deposits held with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### u) Consolidated Statements of Cash Flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

#### v) Earnings per share

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings/ (loss) per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**(v) Corporate Social Responsibility ("CSR") expenditure**  
CSR expenditure incurred by the Group is charged to the Statement of the Profit and Loss.

#### w) Share capital

Equity shares: Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

Preference shares: The Group's compulsorily convertible preference shares ("CCPS") are classified as financial liabilities, because the instrument holders, in terms of the underlying agreement, had exit rights including requiring the Group to buy back shares held by them where upon the conversion ratio is also not fixed. Since both the conversion and redemption feature is conditional upon an event not under the control of the issuer, and may require entity to deliver cash, which issuer cannot avoid, or convert the CCPS into equity shares, where the fixed for fixed condition is not met, therefore, CCPS have been considered a "hybrid" financial liability.

#### NOTE 4 - RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. 01 April 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in the financial statements.

As at 31 March 2025, MCA has not notified any new standards or amendments to the existing standards which are applicable to the Group

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)

(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 5 (a) - PROPERTY, PLANT AND EQUIPMENT**

Particulars	Gross carrying amount	Freehold land	Building	Leasehold Improvements	Plant and equipment	Lab equipment	Electrical equipment and installation	Vehicles	Furniture and fixtures	Office equipment	Computer and printer	Total	Capital work-in-progress
<b>Balance as at 01 April 2024</b>	<b>395.36</b>	<b>1,346.99</b>			<b>1,184.38</b>	<b>154.47</b>	<b>110.73</b>	<b>79.26</b>	<b>67.97</b>	<b>15.71</b>	<b>21.59</b>	<b>3,376.46</b>	<b>3,407.87</b>
Additions	43.61	976.10	7.48	3,690.92	16.64	161.47	16.75	81.71	6.60	20.80	5.022.08	1,797.60	
Disposals		(0.84)		(4.73)	(0.38)		(2.96)		(0.27)			(9.18)	(4980.25) <sup>#</sup>
Assets classified as held for sale		(36.50)										(36.50)	
<b>Balance as at 31 March 2025</b>	<b>438.97</b>	<b>2,285.75</b>	<b>7.48</b>	<b>4,870.57</b>	<b>170.73</b>	<b>272.20</b>	<b>93.05</b>	<b>149.68</b>	<b>22.04</b>	<b>42.39</b>	<b>8,352.86</b>	<b>225.22</b>	
<b>Balance as at 01 April 2023</b>	<b>169.57</b>	<b>572.27</b>			<b>817.84</b>	<b>59.55</b>	<b>83.23</b>	<b>39.50</b>	<b>56.30</b>	<b>5.80</b>	<b>13.09</b>	<b>1,819.20</b>	<b>215.43</b>
Additions	57.57	4.90			81.34	5.92	6.06	38.33	2.56	3.01	1.86	1,432.98	3,336.38
Acquisition of subsidiary (refer note 47)	225.79	769.82			285.69	89.00	19.44	2.59	9.11	6.90	6.64	1,414.98	1.04
Disposals					(0.49)							(1.70)	(143.98) <sup>#</sup>
<b>Balance as at 31 March 2024</b>	<b>395.36</b>	<b>1,346.99</b>			<b>1,184.38</b>	<b>154.47</b>	<b>110.73</b>	<b>79.26</b>	<b>67.97</b>	<b>15.71</b>	<b>21.59</b>	<b>3,376.46</b>	<b>3,407.87</b>
<b>Accumulated depreciation</b>													
<b>Balance as at 01 April 2024</b>	<b>110.70</b>				<b>232.33</b>	<b>21.89</b>	<b>41.08</b>	<b>13.11</b>	<b>24.52</b>	<b>5.27</b>	<b>11.48</b>	<b>460.38</b>	
Depreciation for the year	44.16	0.02	146.89	7.07	(3.37)	(0.17)	12.08	7.88	6.92	1.20	3.40	229.62	
Disposals		(0.17)						(0.93)		(0.25)		(4.89)	
Assets classified as held for sale		(1.28)										(1.28)	
<b>Balance as at 31 March 2025</b>	<b>153.41</b>				<b>375.85</b>	<b>28.79</b>	<b>53.16</b>	<b>20.06</b>	<b>31.44</b>	<b>6.22</b>	<b>14.88</b>	<b>683.83</b>	
Balance as at 01 April 2023	-	72.08			175.77	7.43	24.14	9.11	18.59	3.96	7.06	318.14	
Depreciation for the year	-	38.62			56.90	14.46	16.94	4.61	5.93	1.31	4.42	143.19	
Disposals					(0.34)			(0.61)				(0.95)	
<b>Balance as at 31 March 2024</b>	<b>110.70</b>				<b>232.33</b>	<b>21.89</b>	<b>41.08</b>	<b>13.11</b>	<b>24.52</b>	<b>5.27</b>	<b>11.48</b>	<b>460.38</b>	
<b>Carrying amounts (net)</b>													
<b>As at 31 March 2025</b>	<b>438.97</b>	<b>2,132.34</b>	<b>7.46</b>	<b>4,494.72</b>	<b>141.94</b>	<b>219.04</b>	<b>72.99</b>	<b>118.24</b>	<b>15.82</b>	<b>27.51</b>	<b>7,668.03</b>	<b>225.22</b>	
<b>As at 31 March 2024</b>	<b>395.36</b>	<b>1,236.29</b>			<b>952.05</b>	<b>132.58</b>	<b>69.65</b>	<b>66.15</b>	<b>43.45</b>	<b>10.44</b>	<b>2,916.08</b>	<b>3,407.87</b>	

\* Represents capital work in progress capitalized during the respective years.

- Refer note 22 for information on property, plant and equipment pledged as security by the Holding and subsidiary Company.
- Refer note 46 (ii) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- The additions in property, plant and equipment include additions on account of capitalization of Jammu plant of ₹ 4,818.36 million. The Jammu plant was capitalized on 14 January 2025. The above addition is net of interest subvention of ₹ 188.31 million pertaining to interest from 03 November 2022 till 14 January 2025 has been netted off from additions.
- The Holding Company has capitalized the following expenses to the cost of property, plant and equipment / capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of these amounts.

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)

(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 5 (a) - PROPERTY, PLANT AND EQUIPMENT (Contd.)**

Particulars	As at 31 March 2025	As at 31 March 2024
Employee benefits expense	147.79	24.19
Finance costs (Interest expense on financial liabilities measured at amortized cost - on borrowings) <sup>#</sup>	144.33	137.34
Other expenses	100.19	32.20
<b>Total</b>	<b>392.31</b>	<b>193.73</b>

<sup>#</sup> Capitalization of borrowing costs relates to funds borrowed both specifically and generally to acquire/construct qualifying assets. The capitalization relating to general borrowings was ₹ 20.19 million at 7.85% per annum for the year ended 31 March 2025 (31 March 2024 ₹ 37.98 million at 7.85%). This cost was offset by interest subvention of ₹ 107.66 million pertaining to interest from 01 April 2024 till 14 January 2025 which has been netted off from additions.

**e. Capital work in progress (CWIP) ageing schedule:**

Particulars	Amount in CWIP for a period of				
	< 1 year	1-2 years	2-3 years	> 3 years	Total
Projects in progress as at 31 March 2025*	41.46	29.47	142.36	11.93	<b>225.22</b>
Projects temporarily suspended as at 31 March 2025					
Projects in progress as at 31 March 2024	2,678.18	717.76			<b>3,395.94</b>
Projects temporarily suspended as at 31 March 2024 *				11.93	<b>11.93</b>

\*During the year ended 31 March 2025, capitalization of ₹ 11.93 million (31 March 2024 ₹ 11.93) pertaining to a machine is overdue on account of technical reasons and same has been capitalized on 08 April 2025.

**NOTE 5 (b) - GOODWILL AND OTHER INTANGIBLE ASSETS**

**Gross carrying amount**

**Reconciliation of carrying amount**

Particulars	Goodwill (Refer note (b) below)	Other intangible assets - Computer software
<b>Balance as at 01 April 2024</b>	<b>166.94</b>	<b>19.27</b>
Additions - acquired		0.55
<b>Balance as at 31 March 2025</b>	<b>166.94</b>	<b>19.82</b>
Balance as at 01 April 2023	166.94	16.09
Additions - acquired		1.35
Acquisition of subsidiary (refer note 47)		1.83
<b>Balance as at 31 March 2024</b>	<b>166.94</b>	<b>19.27</b>
<b>Accumulated amortization</b>		
<b>Balance as at 01 April 2024</b>		<b>10.31</b>
Additions		2.07
<b>Balance as at 31 March 2025</b>		<b>12.38</b>
Balance as at 01 April 2023		8.36
Additions		1.95
<b>Balance as at 31 March 2024</b>		<b>10.31</b>
<b>Carrying amounts (net)</b>		
<b>As at 31 March 2025</b>	<b>166.94</b>	<b>7.44</b>
<b>As at 31 March 2024</b>	<b>166.94</b>	<b>8.96</b>

Note:

- As at 31 March 2025, the estimated remaining amortization year for other intangible assets are as follows: Computer Software 0.50 - 4.60 years (31 March 2024 0.50 - 4.60 years)
- For the purposes of impairment testing, goodwill is allocated to the Cash Generating Units (CGU) which represents

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 5 (b) - GOODWILL AND OTHER INTANGIBLE ASSETS (Contd.)

the lowest level at which the goodwill is monitored for internal management purposes, which is not higher than the Group's operating segments. The entire goodwill of ₹ 166.94 million has been allocated to the purchase of business of Univentis Medicare Limited.

The recoverable amount of the above cash generating units was based on its value in use. The value in use of these units was determined to be higher than the carrying amount by ₹ 1069.78 million (31 March 2024 ₹ 579.68 million) and an analysis of the calculation's sensitivity towards change in key assumptions did not identify any probable scenarios where the CGU recoverable amount would fall below their carrying amount.

Value in use was determined by discounting the future cash flows generated from the continuing use of the CGU. The calculation was based on the following key assumptions:

- The anticipated annual revenue growth and margin included in the cash flow projections for five years are based on past experience, actual operating results and the future business plan.
- The terminal growth rate is 5% (31 March 2024: 5%) representing management view on the future long-term growth rate.
- Post-tax discount rate of 15.09% (31 March 2024: 15.09%) was applied in determining the recoverable amount of the CGUs. The discount rate was estimated based on the weighted average cost of capital. Pre-tax discount rate is 20.72% (31 March 2024: 20.72%).
- Budgeted earning before interest, tax, depreciation and amortization ("EBITDA") growth rate (average of next five years) of 15% (31 March 2024: 15%) was applied in management forecast, which represents a conservative revenue to EBITDA ratio of 12% (average of next five years) (31 March 2024: 12%) which is in line with long term estimates and historic profitability of management.

The values assigned to the key assumptions represent the management's assessment of future trends in the industry and based on both internal and external sources.

#### NOTE 6 - RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The Group has entered into agreements for leasing land and office premises. Land leases typically run for a year of 3 - 75 years. The leases for office premises typically run for a year of 6 years after which the lease is subject to termination at the option of lessee or lessor.

- Information about leases for which the Group is a lessee is presented below :

Right-of-use assets - building	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	34.16	8.24
Additions	-	33.79
Deletion	(4.66)	-
Additions on acquisition of subsidiary (refer note 47)	-	1.62
Depreciation for the year	(8.67)	(9.49)
<b>Balance as at end of the year (A)</b>	<b>20.83</b>	<b>34.16</b>

Right-of-use assets - land*	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	452.70	144.80
Additions	28.60	23.72
Assets classified as held for sale	(39.02)	-
Additions on acquisition of subsidiary (refer note 47)	-	289.10
Depreciation for the year	(7.85)	(4.92)
<b>Balance as at end of the year (B)</b>	<b>434.43</b>	<b>452.70</b>
<b>Right-of-use assets (C=(A)+(B))</b>	<b>455.26</b>	<b>486.86</b>

\* Leasehold land & building include leasehold land & building of ₹ 24.63 million & ₹ 10.30 million (31 March 2024 ₹ 23.72 million & ₹ 10.30 million) respectively situated at Industrial Plot no. 64 EPIP Phase I, Jharmajri, Baddi, Solan, Himachal Pradesh which was acquired by the Holding Company as per sale agreement dated 05 January 2024. The

Notes to the Consolidated Financial Statements  
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#### NOTE 6 - RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Contd.)

Holding Company has acquired this asset in E-auction under The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The asset is currently in the name of M/s Flex Art Foil Limited (formerly known as M/s Flex Art Foil Pvt. Ltd.) and the Company is in the process of getting the asset transferred in its name.

- The aggregate depreciation expense on right-of-use assets is included under depreciation and amortization expense in the Statement of Profit and Loss.
- Set out below are the carrying amounts of lease liabilities and reconciliation of movements to cash flows arising from financing activities during the year:

Lease liabilities included in the balance sheet	As at 31 March 2025	As at 31 March 2024
Current	7.03	9.75
Non-current	13.46	23.22
<b>Total</b>	<b>20.49</b>	<b>32.97</b>
<b>Balance as at beginning of the year</b>	<b>32.97</b>	<b>17.80</b>
Additions	-	20.97
Deletion	(4.47)	-
Additions on acquisition of subsidiary (refer note 47)	-	3.61
Accretion of interest	1.89	2.71
Payment of lease liabilities	(9.90)	(12.12)
<b>Balance as at end of the year</b>	<b>20.49</b>	<b>32.97</b>

- As at year end date, the Group is not exposed to future cashflows for extension / termination options, residual value guarantees and leases not commenced to which lessee is committed.
- The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Maturity analysis – contractual undiscounted cash flows	As at 31 March 2025	As at 31 March 2024
Less than one year	8.78	11.11
After one year but not longer than three years	5.21	25.45
More than three years	40.82	41.92
<b>Total</b>	<b>54.81</b>	<b>78.48</b>

- The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.
- The Group has also taken certain office premises and residential premises (used as guest house) on lease with contract terms within one year. These leases are short-term. The Company has elected not to recognize right-of-use-assets and lease liabilities for these leases. The expenses relating to short-term leases for which the recognition exemption has been applied have been charged to the Statement of Profit and Loss on straight line basis.
- The table below provides details regarding amounts recognized in the Statement of Profit and Loss:

Particulars	As at 31 March 2025	As at 31 March 2024
Expenses relating to short-term leases	4.71	3.63
Interest on lease liabilities	1.89	2.72
Depreciation expense	16.52	14.40
<b>Total</b>	<b>23.12</b>	<b>20.75</b>

- The following are the amounts recognized in the Statement of Cash Flow:

Particulars	As at 31 March 2025	As at 31 March 2024
Expenses relating to short-term leases	4.71	3.63
Payment of lease liabilities	9.90	12.12
<b>Total cash outflow for leases (including short term leases)</b>	<b>14.61</b>	<b>15.75</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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#### NOTE 6 - RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (Contd.)

j. The weighted average incremental borrowing rate applied to lease liabilities as at the date of origination of lease is 8.94% - 11.36% (31 March 2024 8.94% - 11.36%)

#### NOTE 7 - INVESTMENTS

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current investments</b>		
Investments in equity shares		
Unquoted equity shares (at cost)		
- Shivalik Solid Waste Management Limited 250 equity shares (31 March 2024 : 250) of ₹ 10 each fully paid-up (31 March 2024 ₹ 10)	0.00	0.00
	0.00	0.00
Aggregate book value of unquoted investments	0.00 <sup>^</sup>	0.00 <sup>^</sup>

<sup>^</sup> The total value of shares in absolute value was ₹ 2,500/- but for reporting rounded upto ₹ 0.00 million

#### NOTE 8 - LOANS- NON CURRENT

Particulars	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Loan to employees	6.68	7.32
	<b>6.68</b>	<b>7.32</b>

#### NOTE 9 - OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Security deposit	25.88	24.48
Balance with banks-deposits accounts with original maturity more than 12 months <sup>#</sup>	57.47	1.21
	<b>83.35</b>	<b>25.69</b>

<sup>#</sup> These deposits include restricted bank deposits ₹ 56.71 million (31 March 2024: ₹ 1.20 million) pledged as margin money.

#### NOTE 10 - OTHER TAX ASSETS (NET)

Particulars	As at 31 March 2025	As at 31 March 2024
Advance income tax and tax deducted at source [net of provision for income tax] of ₹ 1.59 million [31 March 2024: ₹ Nil]	1.59	-
	<b>1.59</b>	-

#### NOTE 11 - OTHER NON-CURRENT ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Capital advances	34.02	188.19
Prepaid expenses	1.03	3.76
	<b>35.05</b>	<b>191.95</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 12 - INVENTORIES

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(At lower of cost and net realizable value)</i>		
Raw materials*	1,005.61	683.86
Stores and spares	8.65	12.69
Work-in-progress*	354.33	238.67
Finished goods**	136.06	88.00
Stock-in-trade**	327.02	246.79
Packing material*	248.28	170.15
	<b>2,079.95</b>	<b>1,440.16</b>
<b>Notes:</b>		
# Includes goods-in-transit		
- Raw material	36.21	28.29
- Finished goods	22.88	28.68
- Stock-in-trade	29.87	12.37
*Include provision for obsolete inventory		
- Raw Materials	3.32	3.90
- Finished goods	3.85	6.06
- Work-in- progress	15.58	10.57
- Stock-in-trade	0.31	1.63
- Packing material	11.58	7.20

#### NOTE 13 - TRADE RECEIVABLES

Particulars	As at 31 March 2025	As at 31 March 2024
<i>(unsecured considered good, unless otherwise stated)</i>		
Trade receivables	3,335.42	2,910.92
Trade receivables from related party (refer note 38)	24.91	15.20
Less: expected credit loss allowance	(43.88)	(41.24)
	<b>3,316.45</b>	<b>2,884.88</b>
<b>Break-up:</b>		
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	3,349.24	2,892.37
Trade receivables which have significant increase in credit risk	7.81	6.38
Trade receivables - credit impaired	3.28	27.38
	<b>3,360.33</b>	<b>2,926.13</b>
Less: expected credit loss allowance		
- Trade receivables considered good - secured	-	-
- Trade receivables considered good - unsecured	(32.79)	(7.49)
- Trade receivables which have significant increase in credit risk	(7.81)	(6.38)
- Trade receivables - credit impaired	(3.28)	(27.38)
<b>Total trade receivables</b>	<b>3,316.45</b>	<b>2,884.88</b>
<b>Movement in expected credit loss allowance of trade receivables:</b>		
Balance at the beginning of the year	41.24	14.74
Additions during the year	2.64	14.25
Additions on acquisition of subsidiary (refer note 47)	-	12.25
<b>Balance at the end of the year</b>	<b>43.88</b>	<b>41.24</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 13 - TRADE RECEIVABLES (Contd.)

Trade receivable ageing:

Particulars	Unbilled revenue	Not Due	Outstanding for following periods from due date					Gross trade receivables	Expected credit loss allowance	Net trade receivables
			< 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years	> 3 years			
<b>As at 31 March 2025</b>										
Undisputed trade receivable - considered good	89.42	2,223.94	994.69	15.00	16.82	2.27	0.46	<b>3,342.60</b>	(26.15)	<b>3,316.45</b>
Undisputed trade receivable - considered doubtful	-	-	-	0.93	4.00	-	1.71	<b>6.64</b>	(6.64)	-
Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - considered good	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - considered doubtful	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - credit impaired	-	-	-	-	2.62	0.26	8.21	<b>11.09</b>	(11.09)	-
<b>Total</b>	<b>89.42</b>	<b>2,223.94</b>	<b>994.69</b>	<b>15.93</b>	<b>23.44</b>	<b>2.53</b>	<b>10.38</b>	<b>3,360.33</b>	<b>(43.88)</b>	<b>3,316.45</b>

Trade receivable ageing:

Particulars	Unbilled revenue	Not Due	Outstanding for following periods from due date					Gross trade receivables	Expected credit loss allowance	Net trade receivables
			< 6 months	6 months to 1 year	1 year to 2 years	2 years to 3 years	> 3 years			
<b>As at 31 March 2024</b>										
Undisputed trade receivable - considered good	21.31	1,914.72	887.90	43.50	21.96	0.87	-	<b>2,890.26</b>	(5.38)	<b>2,884.88</b>
Undisputed trade receivable - considered doubtful	-	3.25	1.90	12.72	7.39	-	2.45	<b>27.71</b>	(27.71)	-
Undisputed trade receivable - credit impaired	-	-	-	-	-	-	-	-	-	-
Disputed trade receivable - considered good	-	-	-	-	-	-	2.11	<b>2.11</b>	(2.11)	-
Disputed trade receivable - considered doubtful	-	-	-	-	0.43	3.39	1.37	<b>5.19</b>	(5.19)	-
Disputed trade receivable - credit impaired	-	-	-	-	-	-	0.85	<b>0.85</b>	(0.85)	-
<b>Total</b>	<b>21.31</b>	<b>1,917.97</b>	<b>889.80</b>	<b>56.22</b>	<b>29.78</b>	<b>4.26</b>	<b>6.78</b>	<b>2,926.12</b>	<b>(41.24)</b>	<b>2,884.88</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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#### NOTE 14 - CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2025	As at 31 March 2024
Balances with bank:		
- In current accounts	4.46	116.77
Cash on hand	0.73	0.51
Bank deposits with original maturity of less than three months	150.00	-
	<b>155.19</b>	<b>117.28</b>

#### NOTE 15 - BANK BALANCE OTHER THAN ABOVE

	As at 31 March 2025	As at 31 March 2024
Bank deposits with original maturity of more than three months but less than twelve months*	526.47	750.20
	<b>526.47</b>	<b>750.20</b>

\*These deposits include restricted bank deposits ₹ 28.85 million (31 March 2024: ₹ 26.56 million) pledged as margin money.

#### NOTE 16 - LOANS - CURRENT

Particulars	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Loan to employees	6.82	4.39
	<b>6.82</b>	<b>4.39</b>

#### NOTE 17 - OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Interest accrued but not due on fixed deposits	3.69	12.40
Export incentive recoverable	15.72	21.67
Government grant receivable	260.78	-
Security deposit	40.86	40.20
Recoverable from others	-	2.03
	<b>321.05</b>	<b>76.30</b>

#### NOTE 18 - OTHER CURRENT ASSETS

Particulars	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Advances to suppliers		
- Unsecured and considered good	35.02	25.65
- Consider doubtful	1.25	-
Less: Provision for doubtful advances to suppliers	(1.25)	-
Balances with government authorities	459.85	443.38
Advances to employees	4.17	2.26
Right to return goods	24.24	18.84
Prepaid expenses *	27.72	34.20
	<b>551.00</b>	<b>524.33</b>

\*Prepaid expenses includes CSR asset of ₹ 8.15 million (31 March 2024: ₹ 3.08 million) as excess spent on CSR activities and it can be carry forward upto immediately succeeding three financial years as per General Circular No. 14 /2021.

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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#### NOTE 19 - ASSETS HELD FOR SALE

Particulars	As at 31 March 2025	As at 31 March 2024
Assets held for sale*	74.21	-
	<b>74.21</b>	-

\* On 20 January 2025, the Board of Directors of the Sharon decided to sell off its leasehold land and building, having net book value of ₹ 39.02 million, located at Plot No. W-34 & W-34/1, MIDC, Taloja, Raigad, Maharashtra and identified buyer for the sale. Considering the intent of the board, said assets have been presented as "Assets classified as held for sale" in accordance with Ind AS 105. Accordingly, this leasehold land and building have been stated at their carrying value (being lower of fair value less cost to sell). As of 31 March 2025, the Company had received ₹ 1.51 million as advance against this leasehold land and building which have been presented as "Other advances" under "Other current liabilities". Subsequent to the year end, the Company has entered into "Agreement for Assignment Cum Transfer of Lease-Cum-Sale" of the leasehold land and building for a consideration of 4.50 million.

\* On 30 January 2025, the Board of Directors of the Company decided to sell off its office premises located at 1501 & 1502, Satra Plaza, Plot No 20, Sector 19D, Navi Mumbai-400705, having net book value of ₹ 35.21 million and identified buyer for the sale. Considering the intent of the board, said assets have been presented as "Assets classified as held for sale" in accordance with Ind AS 105. Accordingly, these office premises have been stated at their carrying value (being lower of fair value less cost to sell). As of 31 March 2025, the Company had received ₹ 0.10 million as advance against the sale of these office premises which have been presented as "Other advances" under "Other current liabilities".

\* In March 2025, management committed to a plan to sell factory land and building located in MIDC, Taloja and two units of Satra Plaza located in Navi Mumbai. Considering the intent of the board, said assets have been presented as "Assets classified as held for sale" in accordance with Ind AS 105. Effects to sell these assets have started and the Company expects to sell these assets within twelve months from its classification. These assets have been stated at their carrying value (being lower of fair value less cost to sell).

#### NOTE 20 - SHARE CAPITAL

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorized capital</b>		
64,000,000 (31 March 2024: 64,000,000) equity shares of ₹ 10 each (31 March 2024: ₹ 10 each)	640.00	640.00
2,000,000 (31 March 2024: 2,000,000) cumulative compulsorily convertible preference share of ₹ 10 each (31 March 2024: ₹ 10 each)	20.00	20.00
	<b>660.00</b>	<b>660.00</b>
<b>Equity share capital</b>		
<b>Issued, subscribed and fully paid-up</b>		
57,224,929 (31 March 2024: 57,224,929) equity shares of ₹ 10 each (31 March 2024: ₹ 10 each)	572.25	572.25
	<b>572.25</b>	<b>572.25</b>

##### a) Rights, preferences and restrictions attached to equity shares

As per the memorandum of association, the Holding Company's authorized share capital consist of equity shares. All equity shares rank equally with regard to dividends and share in the Holding Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. Shareholders are entitled to one vote per equity share held in the Holding Company. On winding up of the Holding Company, the holders of equity shares will be entitled to receive the residual assets of the Holding Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 20 - SHARE CAPITAL (Contd.)

##### b) Reconciliation of the number of equity shares outstanding at the beginning and end of the reporting year:

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount
Balance at the beginning of the year	57,224,929	572.25	48,000,000	480.00
Add: Issue of share capital during the year*	-	-	9,224,929	92.25
<b>Balance at the end of the year</b>	<b>57,224,929</b>	<b>572.25</b>	<b>57,224,929</b>	<b>572.25</b>

\* The Company has allotted 14,12,430 equity shares having face value of ₹ 10 each in the conversion ratio of 1:1 towards Cumulative Compulsorily Convertible Preference Shares ("CCCPs") on 01 December 2023 at a price of ₹ 448 per share.

The Company, at its IPO meeting held on 26 December 2023 approved allotment of 7,142,857 Equity Shares of ₹ 10 each pursuant to Initial Public Offering at a securities premium of ₹ 438 per share under Fresh Issue and offer for sale of 5,580,357 Equity Shares at an Offer Price of ₹ 448 per Equity Share, to the respective applicants in various categories, in terms of the basis of allotment approved in consultation with the authorized representative of BSE Limited and NSE. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on 29 December 2023.

(refer note 50)

##### c) Details of shareholders holding more than 5% equity shares in the Group:

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Manoj Kumar Lohariwala*	16,636,446	29.07%	16,636,446	29.07%
Vinay Lohariwala*	12,482,875	21.81%	12,482,875	21.81%
Gian Parkash Aggarwal	12,391,464	21.65%	12,391,464	21.65%

\* Identified as promoters

##### d) Bonus shares, shares buyback and issue of shares for consideration other than in cash during five years immediately preceding 31 March 2025.

During the five years immediately preceding 31 March 2025, the Company have not issued any bonus shares except given below. Further, no shares have been issued for consideration other than cash.

Particulars	For the year ended 31 March 2025		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2022		For the year ended 31 March 2021		For the year ended 31 March 2020	
	No. of shares	Ratio										
Bonus issue	-	-	-	-	36,000,000	3:1	-	-	-	-	-	-

##### e) Promoter Shareholding

Promoter's name	As at 31 March 2025			As at 31 March 2024		
	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year
Manoj Kumar Lohariwala	16,636,446	29.07%	0.00%	16,636,446	29.07%	12.61%
Vinay Lohariwala	12,482,875	21.81%	0.00%	12,482,875	21.81%	13.53%

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 21 - OTHER EQUITY

Particulars	As at 31 March 2025	As at 31 March 2024
<b>A Capital reserve</b>		
Balance at the beginning of the year	712.39	0.44
Add: Addition on acquisition of business (refer note 47)	-	711.95
Balance at the end of the year	<b>712.39</b>	<b>712.39</b>
<b>B Retained earnings</b>		
Balance at the beginning of the year	3,246.96	2,284.62
Add: Profit for the year	1,282.58	943.45
Add: Other comprehensive gain / (loss) for the year (remeasurement of defined benefit plans, net of tax)	2.65	18.89
<b>Balance at the end of the year</b>	<b>4,532.19</b>	<b>3,246.96</b>
<b>C Securities premium</b>		
Balance at the beginning of the year	3,777.34	-
Add: Issued during the year		
-Cumulative Compulsorily Convertible Preference Shares ("CCCPs") converted	-	618.64
-Issued to 360 One special opportunities fund Series 9	-	146.65
-Issued to 360 One special opportunities fund Series 10	-	146.65
-Public Issue made on 29 December 2023	-	3,128.57
Less: Share issue expenses	-	(263.17)
<b>Balance at the end of the year</b>	<b>3,777.34</b>	<b>3,777.34</b>
<b>Total (A+B+C)</b>	<b>9,021.92</b>	<b>7,736.69</b>

#### Nature of reserves:

- Capital reserve:** Capital reserve represents the accumulated excess of the fair value of net assets acquired under business combination over the aggregate consideration transferred.
- Retained earnings:** Retained earnings are the profits that the Group has earned till date, less any dividends or other distributions paid to shareholders.
- Securities premium:** Securities premium represents the excess consideration received by the Company over the face value of the shares issued to shareholders.

#### NOTE 22 - BORROWINGS

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
<b>A. Non-current borrowings</b>			
<i>Secured:</i>			
<b>From banks</b>			
Term loan	(l)	2,704.23	2,179.66
<b>Total non-current borrowings (including current maturities)</b>		<b>2,704.23</b>	<b>2,179.66</b>
Less: Current maturities of non-current borrowings		(268.75)	(97.68)
		<b>2,435.48</b>	<b>2,081.98</b>
<b>B. Current borrowings</b>			
Secured			

Notes to the Consolidated Financial Statements  
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(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 22 - BORROWINGS (Contd.)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
<b>From Banks</b>			
Cash credit ('CC') limit	(l)	224.14	230.93
Working capital demand loan ('WCDL')	(l)	390.00	-
Export Packing Credit ('EPC')	(l)	33.46	-
Current maturities of non current borrowings		268.75	97.68
Unsecured			
<b>From Banks</b>			
Credit card	(l)	8.87	7.48
		<b>925.22</b>	<b>336.09</b>

#### (l) Notes:

Bank Name	Nature of facility *	Rate of interest % (per annum)	Repayment terms	Security (Note II)	Non-current	Current	Non-current	Current		
					As at 31 March 2025	As at 31 March 2024				
State Bank of India	Cash Credit Limit (₹)	6 Month MCLR + 0.10%	NA	Refer note (first pari passu charge) (a) to (c) and (e) to (h)	-	96.73	-	213.20		
	WCDL limit (₹)	7.65%			-	390.00	-	-		
	EPC limit (₹)				-	33.46	-	-		
Yes Bank Limited	Term Loan (₹) *	3 Month + MCLR	96 monthly instalments starting from October 2024 after an initial moratorium of 16 months	Refer note (first pari passu charge) (a) to (h)	796.00	-	682.71	-		
	CC limit (₹)	Spread of 0.05% + 1 Month MCLR		Refer note (first pari passu charge) (a) to (c), (e), (f) to (h)	-	7.53	-	7.72		
HDFC Bank	Term Loan (₹) *	3 M T bill + 1.63%	For ₹ 1500 million (sanction amount) 32 quarterly instalments from December 2024 after initial moratorium of 24 months on repayment of principle (till September 2024) with monthly interest payment from December 2022 For ₹ 523.20 million (sanction amount) in 32 quarterly instalments from March 2025 with monthly interest payment from December 2024	Refer note (first pari passu charge) (d), (f), (g) and (l)	1,908.23	-	1,496.95	-		

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 22 - BORROWINGS (Contd.)

Bank Name	Nature of facility *	Rate of interest % (per annum)	Repayment terms	Security (Note II)	Non-current	Current	Non-current	Current
					As at 31 March 2025	As at 31 March 2024		
	Credit Card (₹)	-			-	8.87	-	7.48
	Cash Credit Limit (₹)	8.50%		Refer note (first pari passu charge) (a) to (c), (e) to (g) and (k)	-	119.89	-	10.01
					<b>2,704.23</b>	<b>656.48</b>	<b>2,179.66</b>	<b>238.41</b>

\*Term loans include the current maturities of non-current borrowings

#### Note II: Security details

S. No.	Security details
(a)	Factory land and building comprised in Khata Khatauni no. 117 min/ 136, Khasra no 2123/1281 and Khata Khatauni no. 111 min/ 130, Khasra no 2123/1281. situated at Hilltop Industrial Estate, near EPIP, Phase-1, Jharmajri, Distt Solan, Baddi, Himachal Pradesh, admeasuring total area 14 bigha.
(b)	Factory land and building comprised in Khata/ Khatauni no. 308/348 min, Khasra no 1955/ 1286 & 1358, Khata/ Khatauni no.301/341 min, Khasra no 1952/ 1286 & 1287, Khata/ Khatauni no.306/346 min, Khasra no 1953/ 1286 & 1359, Khata/ Khatauni no.313/353 min, Khasra no 1954/ 1286 situated at Hill top Industrial Estate, near EPIP, Phase-1, Jharmajri, Distt Solan, Baddi, Himachal Pradesh admeasuring 21.17 bigha.
(c)	Factory Land and Building situated at Plot no.81 A & 81B, EPIP Phase I, Jharmajri, Baddi, Solan, Himachal Pradesh, admeasuring total area 4000 sqm.
(d)	Land and building, Plant and machinery located at Jammu, situated at industrial plot measuring 90 Kanals situated at SIDCO Industrial Complex Ghati Kathua Phase-II covered under Khasra No 11 min 12, 27 min village Nanan District Kathua and plant and machinery located at factory unit in Jammu.
(e)	Entire current assets (present and future) of the Holding Company.
(f)	Unconditional and irrevocable personal guarantee of Manoj Kumar Lohariwala, Vinay Lohariwala.
(g)	Unconditional and irrevocable personal guarantee of Gian Prakash Agarwal.
(h)	Raw material, Consumable store, Store-in-process, finished goods including stock in transit and receivables of the Holding Company.
(i)	Primary stock and debtors of the Subsidiary Company.
(j)	Industrial property admeasuring 33,000 sq. meters situated at Plot No. 63, EPIP Phase 1, Jharmajri Baddi, District Solan, owned by the Company as collateral security.
(k)	All movable fixed assets of the Holding Company.
(l)	All movable fixed assets of the Holding Company at Jammu.
C.	The group has filed quarterly returns/statement of current assets with bank. No differences was noted between amount as per books and amount as per returns/statement in any of the quarters for the year ended 31 March 2025. For the below mentioned quarters in previous year there were certain variances between the amounts reported and amounts as per the books of accounts which are shown below:

Notes to the Consolidated Financial Statements  
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#### NOTE 22 - BORROWINGS (Contd.)

##### Innova Captab Limited

Quarter end date	Particulars	State Bank of India			Yes Bank Limited, HDFC Bank Limited, HSBC Limited*			Statement subsequently rectified
		Amount as per books of account	Amount as reported	Amount of difference	Amount as per books of account	Amount as reported	Amount of difference	
30 June 2023	Inventory	898.87	921.08	(22.21)	898.87	921.08	(22.21)	No
	Trade Receivable	2,544.89	2,497.30	47.59	2,544.89	2,497.30	47.59	No
	Trade Payable	1,687.12	1,641.31	45.81	1,687.12	1,641.31	45.81	No
30 September 2023	Inventory	914.94	914.94	-	914.94	914.94	-	No
	Trade Receivable	2,310.05	2,310.05	-	2,310.05	2,310.05	-	No
	Trade Payable	1,676.27	1,676.27	-	1,676.27	1,676.27	-	No
31 December 2023	Inventory	854.17	854.17	-	854.17	854.17	-	No
	Trade Receivable	2,659.71	2,659.71	-	2,659.71	2,659.71	-	No
	Trade Payable	2,110.70	2,086.32	24.38	2,110.70	2,086.32	24.38	No
31 March 2024	Inventory	939.90	940.98	(1.08)	939.90	940.98	(1.08)	No
	Trade Receivable	2,173.88	2,173.54	0.34	2,173.88	2,173.54	0.34	No
	Trade Payable	1,535.12	1,519.06	16.06	1,535.12	1,519.06	16.06	No

\* Stock statement from September, 2023 onwards have not been submitted to HSBC Limited, since the Company is not utilising DP limit.

##### Univentis Medicare Limited

Quarter end date	Particulars	HDFC Bank Limited			statement subsequently rectified
		Amount as per books of account	Amount as reported	Amount of difference	
30 June 2023	Inventory	270.27	270.16	0.11	Yes
	Trade Receivable	662.59	662.47	0.12	Yes
	Trade Payable	564.68	558.44	6.24	Yes
30 September 2023	Inventory	257.91	257.36	0.55	Yes
	Trade Receivable	716.61	719.47	(2.86)	Yes
	Trade Payable	416.81	410.84	5.97	Yes
31 December 2023	Inventory	264.68	260.06	4.62	Yes
	Trade Receivable	789.25	788.19	1.06	Yes
	Trade Payable	492.90	486.69	6.21	Yes
31 March 2024	Inventory	269.74	269.74	-	No
	Trade Receivable	724.92	724.92	-	No
	Trade Payable	390.84	390.75	0.09	No

Company submits drawing power (DP) statements within 20 days from end of the respective quarters, in which DP limit is computed as per the terms and conditions of the sanction letter. The quarterly returns/statement submitted to banks till 31 March 2024 were prepared before incorporating the impact of certain book closure adjustments pertaining to goods in transit, advances from customers and advances to vendors w.r.t. inventory, trade receivables and trade payables respectively. Further, the actual utilization of working capital remained within the bank sanction/DP limits for the year ended 31 March 2025 and 31 March 2024. There are no difference in any quarter or for year ended 31 March 2025.

Notes to the Consolidated Financial Statements  
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#### NOTE 22 - BORROWINGS (Contd.)

D. Further, in the year ended 31 March 2025 and 31 March 2024 the actual utilization of working capital remained within the bank sanction limits.

#### E. Undrawn borrowing

##### Innova Captab Limited

Bank	Nature of facility	Denomination of currency of facility	Sanctioned amounting in ₹ (FY 2024-25)	Sanctioned amounting in ₹ (FY 2023-24)	As at 31 March 2025		As at 31 March 2024	
					Total drawn amount as at 31 March 2025	Total undrawn amount as at 31 March 2025	Total drawn amount as at 31 March 2024	Total undrawn amount as at 31 March 2024
YES Bank Limited	Cash credit	₹	400.00	400.00	7.53	392.47	7.72	392.28
SBI Bank	Cash credit	₹	650.00	650.00	520.18	129.82	213.20	436.80
HDFC Bank Limited	Cash credit	₹	200.00	200.00	30.75	169.25	-	200.00
SBI Bank	Term Loan	₹	800.00	800.00	800.00	-	682.71	117.29
HDFC Bank Limited	Term Loan	₹	2,023.20	1,500.00	2,021.98	1.22	1,498.78	1.22

##### Univentis Medicare Limited

Bank	Nature of facility	Denomination of currency of facility	Sanctioned amounting in ₹ (FY 2025)	Sanctioned amounting in ₹ (FY 2024)	As at 31 March 2025		As at 31 March 2024	
					Total drawn amount as at 31 March 2025	Total undrawn amount as at 31 March 2025	Total drawn amount as at 31 March 2024	Total undrawn amount as at 31 March 2024
HDFC Bank Limited	Cash credit	₹	300.00	300.00	89.14	210.86	10.01	289.99

#### NOTE 23 - PROVISIONS

Particulars	As at 31 March 2025		As at 31 March 2024	
<b>A. Non-current</b>				
Provision for employee benefits:				
Provision for compensated absences	17.88		13.86	
Provision for gratuity (refer note 42)	81.17		77.58	
	<b>99.05</b>		<b>91.44</b>	
<b>B. Current</b>				
Provision for employee benefits:				
Provision for compensated absences	10.24		6.57	
Provision for gratuity (refer note 42)	32.08		23.98	
	<b>42.32</b>		<b>30.55</b>	

#### NOTE 24 - TRADE PAYABLES

Particulars	As at 31 March 2025		As at 31 March 2024	
Total outstanding dues of micro and small enterprises*	105.59		13.60	
Total outstanding dues of creditors other than micro and small enterprises#	1,912.44		1,782.95	
	<b>2,018.03</b>		<b>1,796.55</b>	

\* the Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. The information regarding Micro

Notes to the Consolidated Financial Statements  
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#### NOTE 24 - TRADE PAYABLES (Contd.)

Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. Refer note 38 for the disclosure in respect of amounts payable to such enterprises as at year end that has been made in the Consolidated Financial statement based on information available with the Group.

\* Includes due to related parties (refer note 38)

#### Trade payables ageing schedule:

As at 31 March 2025	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			< 1 year	1 year to 2 years	2 year to 3 years	> 3 years	
Outstanding dues of micro and small enterprises	0.31	98.89	6.39	-	-	-	105.59
Outstanding dues of creditors other than micro and small enterprises	61.64	1,564.40	286.33	0.07	-	-	1,912.44
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
<b>Total</b>	<b>61.95</b>	<b>1,663.29</b>	<b>292.72</b>	<b>0.07</b>	<b>-</b>	<b>-</b>	<b>2,018.03</b>
As at 31 March 2024	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			< 1 year	1 year to 2 years	2 year to 3 years	> 3 years	
Outstanding dues of micro and small enterprises	-	12.09	1.53	-	-	-	13.62
Outstanding dues of creditors other than micro and small enterprises	165.80	1,388.59	217.60	0.07	-	0.05	1,772.11
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	7.55	2.56	-	0.71	10.82
<b>Total</b>	<b>165.80</b>	<b>1,400.68</b>	<b>226.68</b>	<b>2.63</b>	<b>-</b>	<b>0.76</b>	<b>1,796.55</b>

#### NOTE 25 - OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at 31 March 2025		As at 31 March 2024	
Interest accrued but not due on borrowings		13.22		10.23
Employee related payables		125.39		95.82
Capital creditors				
- Total outstanding dues of micro and small enterprises *		0.31		-
- Total outstanding dues of other than micro and small enterprises		128.32		139.32
Security deposit		46.90		46.50
Payable to selling shareholders (refer note 50)		3.88		3.88
	<b>318.02</b>		<b>295.75</b>	

\* Refer note 39 for disclosures required under MSMED Act.

Notes to the Consolidated Financial Statements  
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#### NOTE 26 - OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2025	As at 31 March 2024
Contract liabilities	108.27	131.00
Statutory dues	21.99	19.85
Refund liability	32.65	25.39
Other advances <sup>#</sup>	16.21	-
Deferred government grant	-	0.42
	<b>179.12</b>	<b>176.66</b>

<sup>#</sup>The Company has received an advance of ₹ 15.21 million against the sale of its property located at W34/34-1, Taloja MIDC and advance of ₹ 1.00 million against the sale of two office units at Satra Plaza.

#### NOTE 27 - CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for income tax [net of advance tax of ₹ 234.31 million] [net of advance tax 31 March 2024: ₹ 284.95 million]	40.30	9.46
	<b>40.30</b>	<b>9.46</b>

#### NOTE 28 - REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of finished goods	11,330.99	9,850.24
Sale of traded goods	890.59	788.91
Sale of services	122.65	130.44
Other operating revenue		
- Export incentives	46.70	39.19
- GST linked incentive	39.13	-
- Scrap sales	6.70	4.27
	<b>12,436.76</b>	<b>10,813.05</b>

#### Notes:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
a. Reconciliation of revenue recognized (excluding other operating revenues) with the contract price is as follows:		
Contract price	12,595.82	10,818.51
Adjustments for discounts and rebates	(218.94)	(23.53)
Refund liability	(32.65)	(25.39)
Revenue recognized	<b>12,344.23</b>	<b>10,769.59</b>
b. Contract Balances		
Contract liabilities, which are included in 'other current liabilities' *	108.27	131.00
	<b>108.27</b>	<b>131.00</b>

\*Considering the nature of business of the Group, the above unbilled revenue generally materializes as revenue within the same operating cycle. The amount of ₹ 131.00 million included in contract liabilities as at 31 March 2024 has been recognised as revenue during the year ended 31 March 2025 (31 March 2024: ₹ 24.67 million) As allowed by Ind AS 115, no information is provided about remaining performance obligations at 31 March 2025 or at 31 March 2024 that have an original expected duration of one year or less.

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#### NOTE 28 - REVENUE FROM OPERATIONS (Contd.)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
c. Revenue from sale of goods and services disaggregated by primary geographical market		
India	9,151.86	8,323.13
Outside India	3,192.37	2,446.46
<b>Total revenue from contracts with customers</b>	<b>12,344.23</b>	<b>10,769.59</b>
d. Timing of Revenue recognition		
Product transferred at point in time	4,101.62	9,292.87
Product and services transferred over time	8,242.61	1,476.72
<b>Revenue from contract with customers</b>	<b>12,344.23</b>	<b>10,769.59</b>

#### NOTE 29 - OTHER INCOME

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income on financial assets measured at amortized cost		
- on bank deposits	30.37	35.02
- on loan to subsidiary	-	2.26
Amortization of government grant	0.43	0.43
Net profit on sale of property, plant and equipment	-	0.33
Gain on foreign exchange fluctuation (net)	53.06	42.12
Liability written back	15.46	27.98
Insurance claim received	20.48	11.55
Miscellaneous income	0.65	5.20
	<b>120.45</b>	<b>124.89</b>

#### NOTE 30 - COST OF MATERIALS CONSUMED

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Raw material	6,250.86	5,471.22
Packing material	1,747.37	1,489.99
	<b>7,998.23</b>	<b>6,961.21</b>

#### Movement of raw materials consumption (including purchased components and packing material consumed)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Inventory at the beginning of the year *	866.70	757.13
Add: Purchases	8,536.81	6,893.84
Add: Inventory on acquisition of business (refer note 47)	-	176.94
Less: Inventory at the end of the year *	1,262.54	866.70
	<b>8,140.97</b>	<b>6,961.21</b>

\* Includes goods-in-transit and provision for obsolete inventory

Notes to the Consolidated Financial Statements  
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#### NOTE 31 - PURCHASE OF STOCK-IN-TRADE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Purchase of stock in trade	392.18	355.44
	<b>392.18</b>	<b>355.44</b>

#### NOTE 32 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance		
- Finished goods	88.00	32.44
- Work-in-progress	238.67	180.61
- Stock-in-trade	246.79	202.98
- Right to return goods	18.84	14.84
Add: Inventory on acquisition of subsidiary (refer note 47)		
- Finished goods	-	56.44
- Work-in-progress	-	71.79
Less: Utilized as CSR expenditure		
- Stock-in-trade	0.09	0.01
Less: Closing balance		
- Finished goods	136.06	88.00
- Work-in-progress	354.33	238.67
- Stock-in-trade	327.02	246.79
- Right to return goods	24.24	18.84
	<b>(249.44)</b>	<b>(33.21)</b>

#### NOTE 33 - EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	1,088.69	836.53
Contribution to provident and other funds (refer note 42)	52.47	50.53
Staff welfare expenses	26.62	19.55
	<b>1,167.78</b>	<b>906.61</b>

#### NOTE 34 - FINANCE COSTS

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liabilities measured at amortized cost :		
- on borrowings (other than cumulative compulsorily convertible preference shares)	18.78	139.96
- on cumulative compulsorily convertible preference shares	-	66.02
- on lease liabilities	1.89	2.72
Interest to others *	1.77	3.27
Other borrowing cost	1.61	2.59
	<b>24.05</b>	<b>214.56</b>

\* Includes interest on shortfall of income tax of ₹ 1.68 million [31 March 2024: ₹ 1.11 million]

Notes to the Consolidated Financial Statements  
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#### NOTE 35 - DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation on property, plant and equipment (refer note 5a)	229.20	143.22
Amortization of other intangible assets (refer note 5b)	2.07	1.95
Depreciation on right-of-use assets (refer note 6)	16.52	14.40
	<b>247.79</b>	<b>159.57</b>

#### NOTE 36 - OTHER EXPENSES

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Power and fuel	271.43	203.90
Stores and spares consumed	103.06	72.55
Sub contracting charges	54.03	84.88
Packing charges	94.94	78.31
Lab consumables	82.31	64.25
Repairs and maintenance		
- Plant and machinery	55.75	45.63
- Building	15.10	6.30
- Others	16.34	13.24
Commission on sales	100.14	99.78
Sales promotion expense	35.58	15.34
Freight charges	48.12	41.60
Rates, fees and taxes	43.79	45.92
Legal and professional fee (refer note (a) and (b) below)	37.71	40.56
CSR expenditure (refer note (c) below)	27.48	20.78
Traveling and conveyance	99.50	89.79
House keeping expense	37.94	26.05
Security expenses	22.42	15.17
Printing and stationery	12.89	10.99
Rent	4.71	3.63
Expected credit loss on trade receivables	2.65	14.20
Bad debts written off	35.51	5.45
Insurance	14.37	15.89
Net loss on sale of property, plant and equipment	1.75	-
Other asset written off	3.15	-
Loss on fair valuation of cumulative compulsorily convertible preference shares	-	19.36
Loan to employee written off	-	5.10
Miscellaneous expenses	45.79	39.80
	<b>1,266.46</b>	<b>1,078.47</b>

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Includes payment to auditors (excluding goods and services tax)		
As auditor:		
- Statutory audit and Limited reviews	12.60	9.23
- Reimbursement of expenses	0.87	0.50
<b>Total</b>	<b>13.47</b>	<b>9.73</b>

Notes to the Consolidated Financial Statements  
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#### NOTE 36 - OTHER EXPENSES (Contd.)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>(b) Excludes payment to auditors (excluding goods and services tax) in relation to proposed IPO*</b>		
- Fees	-	39.48
- Reimbursement of expenses	-	1.97
		<b>41.45</b>
<b>(c) Details of CSR expenditure:</b>		
(i) Amount required to be spent by the Group during the year:	27.33	20.85
(ii) Amount approved by the board to be spent during the year :	27.33	20.85
(iii) Amount of expenditure incurred on:		
- Construction/acquisition of any asset:	-	-
- On purposes other than above:*	29.23	19.89
(iv) Shortfall at the end of the year :	-	NA
(v) Total of previous years shortfall:	-	
(vi) Reason for shortfall:	NA	NA
(vii) Nature of CSR activities:	Eradication of hunger and malnutrition, promoting education, promoting rural sports, art and culture, healthcare, destitute care and rehabilitation, animal welfare and COVID-19 relief.	
(viii) Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard:	5.40	5.57
(ix) CSR expenditure amounting to ₹ 5.40 million (31 March 2024 ₹ 5.57 million) has been incurred by Univentis foundation through various implementing agencies.		

\* Prepaid expenses includes CSR asset of ₹ 8.15 million (31 March 2024: ₹ 3.08 million.) as excess spent on CSR activities and it can be carry forward upto immediately succeeding three financial years as per General Circular No. 14 /2021.

#### NOTE 37 - TAX EXPENSE

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>a. Amount recognized in Statement of Profit and Loss (including other comprehensive income):</b>		
<i>Current tax expense:</i>		
- Current year	268.47	293.40
- Changes in estimates related to prior year	(0.69)	(0.10)
<i>Deferred tax expense:</i>		
- Attributable to origination and reversal of temporary differences	160.68	59.40
<b>Total tax expense recognized</b>	<b>428.46</b>	<b>352.70</b>
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>b. Reconciliation of effective tax rate</b>		
<b>Profit before tax</b>	<b>1,710.16</b>	<b>1,295.29</b>
Tax at India's statutory tax rate of 25.168%	430.45	326.02
Incremental allowance under income tax act	47.19	(3.04)
Tax effect of non-deductible expenses	(49.37)	28.96
Changes in estimates related to prior years	(0.69)	(0.10)
<b>Income tax expense recognized in the statement of profit and loss</b>	<b>427.58</b>	<b>351.84</b>

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#### NOTE 37 - TAX EXPENSE (Contd.)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024		
<b>c. Income tax expense recognized in other comprehensive income</b>				
<i>Tax credit / (expense) arising on income and expenses recognized in other comprehensive income</i>				
Remeasurement of defined benefit obligation	(0.88)	(0.86)		
<b>Total income tax recognized in other comprehensive income</b>	<b>(0.88)</b>	<b>(0.86)</b>		
<i>Bifurcation of the income tax recognized in other comprehensive income into:-</i>				
Items that will not be reclassified to profit or loss	(0.88)	(0.86)		
	<b>(0.88)</b>	<b>(0.86)</b>		
<b>d. Deferred tax balances reflected in the Balance Sheet:</b>	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>		
Deferred tax asset	122.37	199.60		
Deferred tax liability	131.87	48.42		
<b>Deferred tax assets / (liability) (net)</b>	<b>(9.50)</b>	<b>151.18</b>		
<b>e. Movement in deferred tax balances</b>				
Particulars	As at 01 April 2024	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	As at 31 March 2025
<b>Deferred tax liability</b>				
Excess depreciation as per Income tax Act, 1961 over books	76.74	99.68	-	176.42
Unbilled revenue	0.76	5.39	-	6.15
Lease liabilities	0.73	1.90	-	2.63
<b>Deferred tax liability (A)</b>	<b>78.23</b>	<b>106.97</b>	<b>-</b>	<b>185.20</b>
<b>Deferred tax asset</b>				
Right of use asset	(0.92)	2.06	-	1.14
Expenses allowable on payment basis	40.82	6.51	(0.88)	46.45
Expected credit loss allowance on trade receivables	10.39	0.65	-	11.04
Deferred income on grants	0.11	-	-	0.11
Unrealized profit on stock	6.00	0.56	-	6.56
Books losses & Unabsorbed Depreciation*	165.90	(64.90)	-	101.00
Provision for obsolete inventory	7.11	2.29	-	9.40
<b>Deferred tax asset (B)</b>	<b>229.41</b>	<b>(52.83)</b>	<b>(0.88)</b>	<b>175.70</b>
<b>Deferred tax (liability) / assets (net) (B-A)</b>	<b>151.18</b>	<b>(159.80)</b>	<b>(0.88)</b>	<b>(9.50)</b>

\* Year wise breakup of book losses and unabsorbed depreciation

Assessment year	Business loss	For the year ended 31 March 2025
2017-18	Unabsorbed Depreciation	172.37
2018-19	Unabsorbed Depreciation	228.96
	<b>Total</b>	<b>401.33</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
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**NOTE 37 - TAX EXPENSE (Contd.)**

Particulars	As at 01 April 2023	Recognized in Statement of Profit and Loss	Recognized in Other Comprehensive Income	Acquisition of subsidiary*	As at 31 March 2024
<b>Deferred tax liability</b>					
Excess depreciation as per Income tax Act, 1961 over books	58.80	(36.05)	-	53.98	76.74
Revaluation of Assets	-	-	-	-	-
Unbilled revenue	0.68	0.08	-	-	0.76
Right of use asset	2.04	(1.12)	-	-	0.92
<b>Deferred tax liability (A)</b>	<b>61.52</b>	<b>(37.09)</b>	-	<b>53.98</b>	<b>78.42</b>
<b>Deferred tax asset</b>					
Excess depreciation as per Books over Income tax Act 1961	-	(64.28)	-	64.28	-
Expenses allowable on payment basis	12.51	1.60	(0.86)	27.57	40.82
Expected credit loss allowance on trade receivables	3.76	6.63	-	-	10.39
Lease liabilities	1.14	(1.87)	-	-	(0.73)
Deferred income on grants	0.22	(0.11)	-	-	0.11
Unrealized profit on stock	4.75	1.25	-	-	6.00
Books losses & Unabsorbed Depreciation *	-	(44.83)	-	210.73	165.90
Provision for obsolete inventory	1.13	5.98	-	-	7.11
<b>Deferred tax asset (B)</b>	<b>23.51</b>	<b>(95.63)</b>	<b>(0.86)</b>	<b>302.58</b>	<b>229.60</b>
<b>Deferred tax (liability) / assets (net) (B-A)</b>	<b>(38.01)</b>	<b>(58.54)</b>	<b>(0.86)</b>	<b>248.60</b>	<b>151.18</b>
*Year wise breakup of book losses and unabsorbed depreciation					
<b>Assessment year</b>	<b>Business loss</b>	<b>For the year ended 31 March 2024</b>			
2016-17	Unabsorbed Depreciation	182.61			
2017-18	Unabsorbed Depreciation	247.60			
2018-19	Unabsorbed Depreciation	228.96			
	<b>Total</b>	<b>659.17</b>			

# Refer note 47.

**NOTE 38 - RELATED PARTIES**

A. List of related parties and nature of relationship with whom transactions have taken place during the current and previous year.

Description of Relationship	Name of the Party
Key management personnel (KMP)	Manoj Kumar Lohariwala (Chairman & Whole-Time Director)
	Vinay Lohariwala (Managing Director)
	Jayant Vasudeo Rao (Whole-Time Director)
	Archit Aggarwal (Non-executive Director)
	Sudhir Kumar Bassi (Independent Director)
	Shirish Gundopant Belapure (Independent Director)
	Mahendar Korthiwada (Independent Director)
	Priyanka Dixit Sibal (Independent Director)
	Purushottam Sharma (Executive Director)
	Gain Parkash Aggarwal (Non-executive Director till 01 April 2022)

Notes to the Consolidated Financial Statements  
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(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 38 - RELATED PARTIES (CONTD.)**

Description of Relationship	Name of the Party	
	Lokesh Bhasin (Chief Financial officer) (w.e.f. 23 May 2023 to 11 August 2023) and (w.e.f 30 March 2024)	
	Mukesh Kumar Siyaram Singh (Key managerial personnel - w.e.f from 30 June 2023)	
	Gaurav Srivastava (Chief Financial officer) (w.e.f. 11 August 2023 to 29 March 2024)	
	Rishi Gupta (Chief Financial officer - till 26 April 2023)	
	Neeharika Shukla (Company Secretary)	
	Priyanka Jangid (Company Secretary w.e.f. 01 November 2022 to till 23 August 2024)	
	Rakhi Makhloga (Company Secretary w.e.f 23 January 2023)	
	Pratul Gupta (Company Secretary w.e.f. 07 November 2024 to till 07 March 2025)	
	Kaushik Banerjee (CEO)	
Entities in which KMP and/or their relatives have significant influence	Azine Healthcare Private Limited	
	Pharmatech Healthcare	
	Shubh Packaging	
	Nugenic Pharma Private Limited	
Close family member of KMP	Anshika Lohariwala (Daughter of Chairman)	
B. The following table provides the total amount of transactions that have been entered into with related parties for the relevant year		
Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
1 Revenue from operations (net of returns)		
Azine Healthcare Private Limited	2.54	4.82
Pharmatech Healthcare	13.70	13.50
Nugenic Pharma Private Limited	0.08	-
2 Purchase of packing material		
Shubh Packaging	108.19	105.20
Azine Healthcare Private Limited	2.19	0.64
Nugenic Pharma Private Limited	668.70	593.33
3 Purchase of store and spares		
Nugenic Pharma Private Limited	-	3.84
Shubh Packaging	-	0.10
4 Loans repaid during the year		
Manoj Kumar Lohariwala	-	84.00
Vinay Lohariwala	-	102.50
Gian Parkash Aggarwal	-	63.40
5 Finance costs		
Manoj Kumar Lohariwala	-	1.47
Vinay Lohariwala	-	1.11
Gian Parkash Aggarwal	-	1.79
6 Loans given to employees		
Mukesh Kumar Siyaram Singh	-	1.20
7 Loans repaid by employees		
Mukesh Kumar Siyaram Singh	0.30	0.55
8 Loan written off		
Rishi Gupta	-	5.00
9 Sitting fees		
Priyanka Dixit Sibal	0.33	0.81
Sudhir Kumar Bassi	0.61	1.37
Shirish Gundopant Belapure	0.33	1.10
Mahendar Korthiwada	0.44	1.17

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 38 - RELATED PARTIES (Contd.)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>10 Financial Cost</b>		
Manoj Kumar Lohariwala	-	4.09
Vinay Lohariwala	-	3.09
Gian Parkash Aggarwal	-	4.77
<b>11 Employee benefits expenses*</b>		
Manoj Kumar Lohariwala	10.04	6.20
Vinay Lohariwala	10.04	6.20
Jayant Vasudeo Rao	1.76	1.61
Lokesh Bhasin	6.51	0.93
Rishi Gupta	-	0.61
Gaurav Srivastva	-	7.85
Mukesh Kumar Siyaram Singh	3.03	1.57
Kaushik Banerjee	25.28	39.51
Neerajika Shukla	0.96	0.66
Purushottam Sharma	0.57	0.47
Priyanka Jangid	0.17	0.43
Pratul Gupta	0.21	-
Rakhi Makhloga	0.99	0.97
Anshika Lohariwala	2.11	-
<b>* Break-up of compensation of key managerial personnel of the Group</b>		
	For the year ended 31 March 2025	For the year ended 31 March 2024
Short-term employee benefits	53.28	66.70
Post-employment benefits	8.39	0.31
<b>Total compensation paid to key management personnel</b>	<b>61.67</b>	<b>67.01</b>

The amount disclosed above in the table are the amounts recognized as expense during the reporting year related to key management personnel

**C. Balances outstanding at year end**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>1 Trade payables</b>		
Nugenic Pharma Private Limited	175.66	152.11
Shubh Packaging	12.36	13.19
Azine Healthcare private Limited	-	0.15
<b>2 Trade receivables</b>		
Pharmatech Healthcare	20.77	12.17
Azine Healthcare private Limited	4.14	3.03
<b>3 Loan outstanding to employees</b>		
Mukesh Kumar Siyaram Singh	0.80	1.10
<b>4 Employee related payables</b>		
Manoj Kumar Lohariwala	0.61	0.42
Vinay Lohariwala	0.61	0.42
Jayant Vasudeo Rao	0.13	0.12
Lokesh Bhasin	0.38	0.01
Gaurav Srivastava	-	0.65

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE 38 - RELATED PARTIES (Contd.)**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Mukesh Kumar Siyaram Singh	0.18	0.05
Anshika Lohariwala	0.20	-
Neerajika Shukla	0.07	0.03
Purushottam Sharma	0.04	0.04
Priyanka Jangid	-	0.04

**D. Terms and conditions of transactions with related parties**

The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions and within ordinary course of business. Outstanding balances at the year-end are unsecured and interest free other than loan and settlement occurs in cash.

**NOTE 39 - DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondences with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of amounts payable to such enterprises as at the year end has been made in the Consolidated Financial Information based on information available with the Group as under:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;		
- Principal amount remaining unpaid to any supplier	105.76	13.62
- Interest due thereon remaining unpaid to any supplier	0.09	-
(ii) the amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(iii) the amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	0.16	0.12
(iv) The amount of interest accrued and remaining unpaid at the end of accounting year; and	0.25	0.11
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	5.35	5.19

**NOTE 40 - EARNINGS PER SHARE**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<i>Profit for basic/diluted earning per share of face value of ₹ 10 each</i>		
Profit for the year	1,282.58	943.45
<i>Calculation of Weighted average number of equity shares for (basic and diluted)</i>	57,224,929	50,563,901
<b>Basic and diluted earnings per share (face value of ₹ 10 each)</b>	<b>22.41</b>	<b>18.66</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 41 - SEGMENT INFORMATION

The Board of Directors monitors the operating results of this segment for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the Consolidated Financial Information. For management purpose, the Group has identified "Drugs and pharmaceutical products" as single operating segment.

##### a. Information about products and services

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from drugs and pharmaceutical products	12,344.23	10,769.59
<b>Total</b>	<b>12,344.23</b>	<b>10,769.59</b>

##### b. Information about geographical areas

The geographical information analyzes the Group's revenues by the Holding Company's country of domicile (i.e. India) and other countries. In presenting the geographical information, segment revenue has been based on the geographic location of customers. The following is the distribution of the Group's consolidated revenues and receivables by geographical market, regardless of where the goods were produced.

Revenue from customers*	For the year ended 31 March 2025	For the year ended 31 March 2024
India	9,151.86	8,323.13
Outside India	3,192.37	2,446.46
<b>Total</b>	<b>12,344.23</b>	<b>10,769.59</b>
Trade receivables	For the year ended 31 March 2025	For the year ended 31 March 2024
India	2,617.89	2,311.28
Outside India	698.56	573.60
<b>Total</b>	<b>3,316.45</b>	<b>2,884.88</b>

\* Revenue from customers has been presented based on the geographical location of customers.

##### Non-current assets

The Group has common non-current assets for business in domestic and overseas markets. Hence, separate figures for non-current assets/ additions to property, plant and equipment have not been furnished.

##### c. Information about major customers (from external customers)

For year ended 31 March 2025, two of the customer of the Group constituted more than 10% of the total revenue of Group amounting to ₹ 1,533.56 million (31 March 2024, one of the customer of the Group constituted more than 10% of the total revenue of Group amounting to ₹ 971.71 million).

#### NOTE 42 - EMPLOYEE BENEFITS

##### a. Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, towards Provident Fund and Employee State Insurance Scheme ('ESI') which are collectively defined as defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as an expense towards contribution to Provident Fund and ESI are as follows:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Provident fund	46.39	37.64
ESI contribution	6.08	5.46
<b>Total</b>	<b>52.47</b>	<b>43.10</b>

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

#### NOTE 42 - EMPLOYEE BENEFITS (Contd.)

##### b. Defined benefit plans

###### Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employees who have completed five years of service are entitled to specific benefit. The level of benefit provided depends on the member's length of service and salary retirement age. The employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service. The same is payable on termination of service or retirement or death whichever is earlier.

The present value of the obligation under such defined benefit plan is determined based on an actuarial valuation as at the reporting date using the projected unit credit method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans is based on the market yields on government bonds as at the date of actuarial valuation. Actuarial gains and losses (net of tax) are recognized immediately in the Other Comprehensive Income (OCI).

This is an unfunded benefit plan for qualifying employees. This scheme provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment. Vesting occurs upon completion of five years of service.

The above defined benefit plan exposes the Group to following risks:

###### Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

###### Salary inflation risk:

The estimates of future salary increases, considered in actuarial valuation, takes into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

###### Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

The following table sets out the status of the defined benefit plan as required under Ind AS 19 - Employee Benefits:

##### i. Reconciliation of present value of defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	101.93	27.12
On account of business combination during the year	-	83.29
Interest cost	7.27	5.67
Current service cost	14.02	8.91
Benefits paid	(6.05)	(6.20)
Actuarial (gain)/ loss recognized in other comprehensive income		
- from changes in financial assumptions	1.73	(10.28)
- from changes in demographic assumptions	1.63	(11.86)
- from experience adjustments	(6.90)	5.28
<b>Balance at the end of the year</b>	<b>113.63</b>	<b>101.93</b>

**NOTE 42 - EMPLOYEE BENEFITS (Contd.)**

**ii. Amount recognized in statement of profit and loss**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest cost	7.27	5.67
Current service cost	14.02	8.91
	<b>21.29</b>	<b>14.58</b>

**iii. Remeasurements recognized in other comprehensive income**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial (gain)/loss for the year on defined benefit obligation	(3.54)	(16.86)
	<b>(3.54)</b>	<b>(16.86)</b>

**iv. Actuarial assumptions**

*(i) Economic assumptions*

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate (per annum)	6.45% - 7.04%	7.09% - 7.39%
Future salary growth rate (per annum)	3.00%	3.00%
Expected average remaining working lives (years)	21.62 - 26.50	25.08 - 26.51

*(ii) Demographic assumptions*

Particulars	As at 31 March 2025	As at 31 March 2024
Retirement age (years)	58-61	58-61
Mortality rate	100% (IALM) (2012-14)	100% (IALM) (2012-14)
Attrition rate (per annum)		
Upto 30 years	36.49%-62.01%	47.15%-55.23%
From 31 to 44 years	20.16%-48.30%	20.22%-48.52%
Above 44 years	11.86%-45.33%	3.43%-46.67%

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Increase</b>		
Discount rate (0.5% movement)	(1.70)	(2.00)
Future salary growth rate (0.5% movement)	1.81	1.97
<b>Decrease</b>		
Discount rate (0.5% movement)	1.76	2.09
Future salary growth rate (0.5% movement)	(1.75)	(1.90)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same methods (present value of defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied as when calculating the defined benefit liability recognized in the balance sheet.

**NOTE 42 - EMPLOYEE BENEFITS (Contd.)**

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

**v. Expected maturity analysis of the defined benefit plan in future years**

Particulars	As at 31 March 2025	As at 31 March 2024
Within 1 year (next annual reporting year)	32.10	18.62
Between 1 to 6 years	59.62	47.28
Beyond 6 years	21.91	36.02
<b>Total expected payments</b>	<b>113.63</b>	<b>101.92</b>

**vi. Weighted average duration and the expected employers contribution for next year of the defined benefit plan**

Particulars	As at 31 March 2025	As at 31 March 2024
Weighted average duration of the defined benefit plan (in years)	1.32 - 3.81	1.39 - 6.52
Expected employers contribution for next year	20.89	7.30

**NOTE 43 - DISCLOSURES PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013**

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Investments:</b>		
<b>(i) Investment in equity shares: Shivalik waste management system</b>		
Balance as at the year end ^	0.00	0.00
Maximum amount outstanding at any time during the year ^	0.00	0.00
<b>Guarantee</b>		
<b>(i) Guarantee provided by Subsidiary Company on behalf of Holding Company</b>		
- For acquisition of Sharon Bio Medicine Limited (refer note 47)	-	-
Balance as at the year end		
Maximum amount outstanding at any time during the year		350.00
<b>(ii) Guarantee provided by Holding Company on behalf of Subsidiary Company</b>		
- For acquisition of Sharon Bio Medicine Limited (refer note 47)	-	-
Balance as at the year end		
Maximum amount outstanding at any time during the year		350.00
<b>(iii) Guarantee provided by Holding Company on behalf of Subsidiary Company</b>		
- For availment of short term borrowing facilities		
Balance as at the year end		300.00
Maximum amount outstanding at any time during the year		300.00
<b>(iv) Guarantee provided by Company on behalf of Univentis Medicare Limited</b>		
- For availment of long term borrowing facilities for acquisition of Sharon Bio-Medicine Limited		
Balance as at the year end		
Maximum amount outstanding at any time during the year		1,450.00

<sup>^</sup> The total value of shares in absolute value was ₹ 2,500/- but for reporting rounded upto ₹ 0.00 million.

#### NOTE 44 - FINANCIAL INSTRUMENT : FAIR VALUE MEASUREMENTS

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the Group, other than those which are measured at FVTPL:

Particulars	Note	As at 31 March 2025			As at 31 March 2024		
		Carrying value	Amortized Cost	Fair value through OCI	Carrying value	Amortized Cost	Fair value through OCI
<b>Financial assets</b>							
Investments	a	0.00	0.00	-	0.00	0.00	-
Loans	b,c	13.50	13.50	-	11.71	11.71	-
Trade receivables	c	3,316.45	3,316.45	-	2,884.88	2,884.88	-
Cash and cash equivalents	c	155.19	155.19	-	117.28	117.28	-
Bank balances other than above	c	526.47	526.47	-	750.20	750.20	-
Other financial assets	b,c	404.40	404.40	-	101.99	101.99	-
		<b>4,416.01</b>	<b>4,416.01</b>	-	<b>3,866.06</b>	<b>3,866.06</b>	-
<b>Financial liabilities</b>							
Borrowings	b,c	3,360.70	3,364.42	-	2,418.07	2,407.85	-
Lease liabilities	b,c	20.49	20.49	-	32.97	32.97	-
Trade payables	c	2,018.03	2,018.03	-	1,796.55	1,796.55	-
Other financial liabilities	c	318.02	318.02	-	295.75	295.75	-
		<b>5,717.24</b>	<b>5,720.96</b>	-	<b>4,543.34</b>	<b>4,533.12</b>	-

Notes:

- The carrying value of investment in Shivalik Solid Waste Management Limited was ₹ 2,500/-. Fair value of this investment is not considered to be material.
- The fair value of non-current assets and non-current liabilities (except lease liabilities) are valued based upon discounted cash flow valuation method. The valuation model considers the present value of expected payments, discounted using risk adjusted discount rate. The own non-performance risk was assessed to be insignificant.
- Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short term maturities of these instruments.

#### NOTE 45 (A) - FINANCIAL RISK MANAGEMENT

##### Risk management framework

The Group is exposed to market risk, credit risk and liquidity risk. The Holding Company's Board of director oversees the management of these risks. The Holding Company's board of director is responsible to ensure that Group's financial risk activities which are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The board of directors reviews and agrees policies for managing each of these risks, which are summarized below.

##### (i) 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 interest rate risk and currency risk financial instruments affected by market risk include trade receivables, trade payables and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return.

##### (a) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings with floating interest rates. The Group is exposed to interest rate risk because funds are borrowed at floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes

#### NOTE 45 (A) - FINANCIAL RISK MANAGEMENT (Contd.)

in variable interest rate. The exposure of the Group's borrowing to interest rate changes as reported to the management at the end of the reporting year are as follows:

The exposure of the Group's borrowing to floating interest rate as reported at the end of the reporting year are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Floating rate borrowings	3,351.83	2,413.94
Fixed rate borrowings	8.87	7.48
<b>Total borrowings (gross of transaction cost)</b>	<b>3,360.70</b>	<b>2,421.42</b>

##### Interest rate sensitivity analysis

A reasonably possible change of 0.50 % in interest rates at the reporting date would have affected the profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or Loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>For the year ended 31 March 2025</b>				
Interest rate (0.5% movement)	0.09	(0.09)	0.07	(0.07)
<b>For the year ended 31 March 2024</b>				
Interest rate (0.5% movement)	1.03	(1.03)	0.77	(0.77)

##### (b) Currency risk

Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to the effects of fluctuation in the prevailing foreign currency exchange rates on its financial position and cash flows. Exposure arises primarily due to exchange rate fluctuations between the functional currency and other currencies from the Group's operating activities.

The Group does not enter into trade financial instruments including derivative financial instruments for hedging its foreign currency risk.

##### Exposure to currency risk :

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of each reporting year are as follows:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Amount in Foreign Currency	Amount in Indian Currency	Amount in Foreign Currency	Amount in Indian Currency
Trade Receivable	USD	4.93	432.63	4.40
	EUR	0.06	5.26	0.19
	GBP	1.83	200.69	0.88
	CAD	0.24	14.56	-
Trade payables	USD	1.60	139.53	1.05
	EUR	-	0.07	0.17
				15.37

Out of the above foreign currency exposures, none of the monetary assets and liabilities are hedged by a derivative instrument or otherwise.

##### Sensitivity analysis:

The following table details the Group's sensitivity to a 5% increase and decrease in the ₹ against relevant foreign currencies 5% is the rate used in order to determine the sensitivity analysis considering the past trends and expectations of the management for changes in the foreign currency exchange rate. The sensitivity analysis includes the outstanding foreign currency denominated monetary items and adjust their transaction at the year end for 5% change in foreign currency rates. A positive number below indicates a increase in profit or equity

**NOTE 45 (A) - FINANCIAL RISK MANAGEMENT (Contd.)**

where the ₹ strengthens 5% against the relevant currency. For a 5% weakening of the ₹ against the relevant foreign currency, there would be a comparable impact on the profit or equity balance below would be negative. This analysis is performed on foreign currency denominated monetary financial assets and financial liabilities outstanding as at the year end. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Particulars	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>As at 31 March 2025</b>				
USD 5% movement	21.63	(21.63)	16.18	(16.18)
EURO 5% movement	0.26	(0.26)	0.19	(0.19)
GBP 5% movement	10.03	(10.03)	7.51	(7.51)
CAD 5% movement	0.73	(0.73)	0.54	(0.54)
<b>As at 31 March 2024</b>				
USD 5% movement	22.58	(22.58)	16.90	(16.90)
EURO 5% movement	1.57	(1.57)	1.17	(1.17)
GBP 5% movement	4.38	(4.38)	3.28	(3.28)

**(ii) 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 Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

**(a) Trade receivables**

Customer credit risk is managed as per the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

Based on internal assessment which is driven by the historical experience/current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low. The Group estimates its allowance for trade receivable using lifetime expected credit loss. Individual receivables which are known to be uncollectible are written off by reducing the carrying amount of trade receivable and the amount of the loss is recognized in the Statement of Profit and Loss within other expenses.

The Group's exposure to credit risk for trade receivables by geographic region is as follows:

Particulars	As at	
	31 March 2025	31 March 2024
Within India	2,617.89	2,311.28
Outside India	698.56	573.60
<b>Total</b>	<b>3,316.45</b>	<b>2,884.88</b>

The carrying amount of the Group's most significant customer is ₹ 259.56 million (31 March 2024: ₹ 170.15 million)

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables :

As at 31 March 2025	Gross carrying amount	Loss allowance	Weighted average loss rate	Whether credit impaired
				No
Not due	2,813.36	(2.73)	(0.12%)	No
Less than 90 days	922.18	(2.56)	(0.28%)	No
90-180 days	72.51	(2.12)	(2.93%)	No

**NOTE 45 (A) - FINANCIAL RISK MANAGEMENT (Contd.)**

As at 31 March 2025	Gross carrying amount	Loss allowance	Weighted average loss rate	Whether credit impaired
More than 180 days	52.28	(36.47)	(69.77%)	No
<b>Total</b>	<b>3,360.33</b>	<b>(43.88)</b>		

As at 31 March 2024	Gross carrying amount	Loss allowance	Weighted average loss rate	Whether credit impaired
Not due	1,939.28	(3.62)	(0.19%)	No
Less than 90 days	825.38	(2.15)	(0.26%)	No
90-180 days	23.17	(1.23)	(5.32%)	No
More than 180 days	97.05	(34.24)	(35.28%)	No
<b>Total</b>	<b>2,884.88</b>	<b>(41.24)</b>		

**(b) Cash and cash equivalents and deposits with banks**

Cash and cash equivalents of the Group are held with banks which have high credit rating. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

**(c) Security deposits**

The Group furnished security deposits as margin money deposits to bank. The Group considers that its deposits have low credit risk or negligible risk of default as the parties are well established entities and have strong capacity to meet the obligations. Also, where the Group expects that there is an uncertainty in the recovery of deposit, it provides for suitable impairment on the same.

**(d) Financial guarantee**

The Group has assessed the credit risk associated with its financial guarantee contracts for allowance for Expected Credit Loss (ECL) as at the year end. The Group makes use of various reasonable supportive forward-looking parameters which are both qualitative as well as quantitative while determining the change in credit risk and the probability of default. The Group's maximum exposure relating to financial guarantees as on 31 March 2025 is ₹ Nil million (31 March 2024: ₹ 300.00 million). Considering the creditworthiness of entities within the group in respect of which financial guarantees have been given to banks, the management believes that the subsidiaries have a low risk of default and do not have any amounts past due. Accordingly, no allowance for expected credit loss needs to be recognized as at year end.

**(iii) Liquidity risk**

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including loans from banks at an optimized cost.

The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

As at 31 March 2025	Carrying amount	On demand	Upto 1 year	1-3 years	More than 3 years	Total
Borrowings	3,360.70	(572.83)	373.24	1,151.22	3,248.71	4,200.34
Other financial liabilities	318.02	-	318.02	-	-	318.02
Trade payables	2,018.03	-	2,018.03	-	-	2,018.03
Lease liabilities	20.49	-	8.78	5.21	40.82	54.81
<b>Total</b>	<b>5,717.24</b>	<b>(572.83)</b>	<b>2,718.07</b>	<b>1,156.43</b>	<b>3,289.53</b>	<b>6,591.20</b>

**NOTE 45 (A) - FINANCIAL RISK MANAGEMENT (Contd.)**

As at 31 March 2024	Carrying amount	On demand	Upto 1 year	1-3 years	More than 3 years	Total
Borrowings	2,418.07	238.41	98.21	552.38	1,532.43	2,421.43
Other financial liabilities	295.75	-	295.75	-	-	295.75
Trade payables	1,796.55	-	1,796.55	-	-	1,796.55
Lease liabilities	32.97	-	11.11	25.45	41.92	78.48
<b>Total</b>	<b>4,543.34</b>	<b>238.41</b>	<b>2,201.62</b>	<b>577.83</b>	<b>1,574.35</b>	<b>4,592.21</b>

**(iv) Excessive risk concentration**

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

**NOTE 45 (B) - CAPITAL RISK MANAGEMENT**

For the purpose of the Group's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Group. The primary objective of the Group's capital management is to maximize the shareholder value.

Particulars	As at 31 March 2025	As at 31 March 2024
Total liabilities	6,209.90	4,899.87
Less: cash and cash equivalents (refer note 14)	155.19	117.28
Less: Bank balances other than cash and cash equivalents (refer note 15)	526.47	750.20
<b>Adjusted net debt</b>	<b>5,528.24</b>	<b>4,032.39</b>
Equity share capital (refer note 20)	572.25	572.25
Other equity (refer note 21)	9,021.92	7,736.69
<b>Total capital</b>	<b>9,594.17</b>	<b>8,308.94</b>
Total Capital and adjusted net debt	15,122.41	12,341.33
<b>Gearing ratio</b>	<b>37.00%</b>	<b>32.67%</b>

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to maintain investor, creditor and market confidence and to sustain future development of the business.

**NOTE 46 (i) - CONTINGENT LIABILITIES**

The claims against the Group not acknowledged as debts comprise mainly pending lawsuits/claims against the Group, proceedings pending with Tax and other Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required. The Group does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements. As on 31 March 2025, there are no claims against the Group not acknowledged as debt that require disclosure under contingent liabilities in the financial statements.

Further, there are certain pending lawsuits/claims against the Sharon Bio-Medicine Limited ("Sharon") for which proceedings are pending with Tax and other Authorities (including cases pertaining to periods prior to approval of the Resolution plan by Hon'ble National Company Law Tribunal under Insolvency and Bankruptcy Code, 2016) as mentioned below. Sharon was under the corporate insolvency resolution process ('CIRP') from 28 February 2018 to 17 May 2023. The NCLT vide its order dated 17 May 2023 concluded the CIRP and approved the resolution plan of the Company. The NCLT in its order explicitly stated that all contingent liabilities, commitments, other claims and obligations, on the Company, including all taxes and other government dues standing as on 17 May 2023, including those not forming part of the Resolution Plan, stand extinguished. Basis the above, the Management has reviewed all its pending litigations and proceedings as on 31 March 2025. The Management does not reasonably expect the outcome of the other proceedings to have a material impact on its financial statements as the management has assessed that there is a remote probability that the outflow of economic resources will be required.

**NOTE 46 (ii) - OTHER COMMITMENTS**

**(a) Guarantee outstanding**

Particulars	As at 31 March 2025	As at 31 March 2024
Guarantee outstanding	-	300.00
	-	<b>300.00</b>

The Holding Company has also guaranteed an amount of ₹ Nil million (31 March 2024: 300.00 million) to HDFC Bank on behalf of its Subsidiary Company in relation to the short term borrowing facilities availed by the Subsidiary Company.

**(b) Capital commitment**

Particulars	As at 31 March 2025	As at 31 March 2024
Estimated amount of contracts remaining to be executed on capital account (net of advances) not provided for	83.20	685.05
	<b>83.20</b>	<b>685.05</b>

**NOTE 47 - BUSINESS COMBINATION**

During the year ended 31 March 2024, The Group has acquired Sharon Bio Medicine Limited ("Sharon"), an entity undergoing the corporate insolvency resolution process ("CIRP") under the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") since April 2017. Sharon is engaged in the business of manufacturing of intermediates and active pharmaceutical ingredients and finished dosages. It also offers contract manufacturing services for formulations and performs pre-clinical and toxicology research services. In accordance with the terms of the Resolution Plan approved by the NCLT, UML infused ₹ 1,954.00 million (₹ 1,944.00 million as loan and ₹ 10.00 million as equity share capital) into Sharon on 26 June 2023 and closure of implementation pursuant to the Resolution Plan was achieved on 30 June 2023. Following such infusion of funds by UML, Sharon became a wholly owned subsidiary of UML. UML availed a term loan of ₹ 1,450.00 million from HDFC bank for purpose of aforesaid infusion into Sharon. The Guarantee for this loan was given by the holding Company which was subsequently satisfied on 21 November 2023. The term loan is fully repaid by the UML during the financials year 2023-24.

This being a business purchase has been accounted for in accordance with the Ind AS 103 "Business Combinations" and price allocation as at 30 June 2023.

Following major events took place in Sharon:

- Fire incident that occurred on 26 February 2023, in production line-II of the API division, the Company had filed an insurance claim. The total claim settled amounted to ₹ 32.50 million, out of this ₹ 10.00 million was received during the financial year 2023-24 and the balance amount of ₹ 22.50 million was received in November 2024.
- On 09 March 2023, a search and investigation was conducted by the Central Bureau of Investigation ("CBI") simultaneously at all business locations of the Company, including the Dehradun Plant, API unit at Taloja, Toxicology unit at Taloja, Satra Plaza and Corporate Office at Vashi, and the same continued overnight and was concluded on 10 March 2023. During the course of investigation, the CBI officials made inquiries with the management of the Company, sought information from the key personnel and seized certain documents which are relevant for their investigation.

It is pertinent to note that the CBI officials have seized and taken complete control over the server from the premises of the Corporate Office of the Company at Vashi and have carried the server with them for investigation purposes. They have also instructed the Company personnel at Toxicology unit to surrender the server at the earliest, which was handed over to CBI on 06 April 2023. As per the management's assessment this search and seizure did not impact the ongoing operations of Sharon as the Company had adequate data recovery measures in place. Further, the search and seizure, pertained to erstwhile promoters of Sharon and with respect to trading activities for the years prior to Pre-CIRP period and bears no negative/adverse impact on the Company.

**NOTE 47 - BUSINESS COMBINATION (Contd.)**

c) Toxicology business of Sharon also known as SA-FORD (SANCTUARY FOR RESEARCH & DEVELOPMENT), is an OECD GLP certified Indian Contract Research Organization (CRO) established in 2008. Specializing in chemistry, mutagenicity, and toxicological studies on rodents, SA-FORD's GLP certification Cancelled on 28 March 2023. Subsequently, the Company was actively in the process of renewing its GLP license and application for re-inspection has been made on 27 March 2024. The pre-inspection of the division has been completed in the month of September and final inspection completed in the month of December 2024. Subsequently, Sa-Ford successfully received its GLP certificate on 25 February 2025.

d) As per the guidelines issued by the Reserve Bank of India (RBI), the Company is required to ensure that the shipment of goods is made within one year from the date of receipt of advance payment from a buyer outside India. The Company has certain foreign currency advances from customers amounting to ₹ 22.27 million (previous year ₹ 19.94 million) which are outstanding for a period of more than one year as on 31 March 2025 and (previous year 31 March 2024). The Company is evaluating the options available for the settlement of aforesaid advances subject to commercial feasibility and concurrence from the authorized dealer ('Banker') / Reserve Bank of India ('RBI'). The management believes that the same may not have a material impact and accordingly no provision for penalties etc. has been recognized in relation to the above in the financial statements.

The Company is required to realize foreign currency receivables within a stipulated time period. The Company has foreign currency receivables amounting to ₹ 5.89 million (previous year ₹ 10.55 million) which are outstanding for a period of more than nine months as on 31 March 2025 and (previous year: 31 March 2024). However, the Company has settled the aforesaid balances in accordance with relevant statutory requirements in the year ending on 31 March 2026.

**NOTE 48 - ADDITIONAL INFORMATION**

(Pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013 - 'General instructions for the preparation of Consolidated Financial Information' of Division II of Schedule III)

Name of entity in the group	Net Assets (Total assets - Total liabilities)		Share in profit for the year		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>As at 31 March 2025</b>								
Parent								
Innova Captab limited	84.74%	8,129.65	69.76%	894.70	(83.77%)	(2.22)	69.44%	892.48
Subsidiary								
Univentis Medicare Limited	8.20%	786.50	11.35%	145.61	(9.06%)	(0.24)	11.31%	145.37
Univentis Foundation	0.01%	0.74	(0.02%)	(0.24)	0.00%	-	(0.02%)	(0.24)
Sharon Bio-Medicine Limited	5.09%	488.31	18.07%	231.79	192.83%	5.11	18.44%	236.90
Elimination	1.96%	188.97	0.84%	10.72	0.00%	-	0.83%	10.72
<b>Total</b>	<b>100.00%</b>	<b>9,594.17</b>	<b>100.00%</b>	<b>1,282.58</b>	<b>100.00%</b>	<b>2.65</b>	<b>100%</b>	<b>1,285.23</b>

Name of entity in the group	Net Assets (Total assets - Total liabilities)		Share in profit for the year		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
<b>As at 31 March 2024</b>								
Parent								
Innova Captab limited	87.06%	7,233.84	71.90%	678.28	14.70%	2.77	70.77%	681.05
Subsidiary								
Univentis Medicare Limited	7.72%	641.29	12.44%	117.38	(1.13%)	(0.21)	12.18%	117.17
Univentis Foundation	0.01%	0.74	0.00%	-	0.00%	-	0.00%	-
Sharon Bio-Medicine Limited	2.95%	245.12	12.86%	121.29	86.43%	16.33	14.30%	137.61
Elimination	2.26%	187.95	2.81%	26.51	-	-	2.76%	26.51
<b>Total</b>	<b>100.00%</b>	<b>8,308.94</b>	<b>100.00%</b>	<b>943.45</b>	<b>100.00%</b>	<b>18.89</b>	<b>100.00%</b>	<b>962.34</b>

**NOTE 49 - OTHER STATUTORY INFORMATION**

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group does not have any transactions/outstanding balances with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (iii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vi) None of the entities in the Group have been declared willful defaulter by any bank or financial institution or government or any government authority except that Sharon Bio-Medicine Limited has been declared as a willful defaulter by the banks as it was under corporate insolvency resolution process since 11 April 2017. The Holding Company is in the process of taking corrective steps as necessary.
- (vii) The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- (viii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (ix) The Group including the "Companies in the Group" (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) do not have any Core Investment Company ("CIC").
- (x) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Further, the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).
- (xi) No funds have been received by the group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. Further, the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).
- (xii) The Group has used borrowing for the purpose for which they have been obtained.

**NOTE - 50**

During the financial year 2023-24, Holding Company has completed its IPO of 12,723,214 equity shares of face value ₹ 10 each at an issue price of ₹ 448 per share (including a share premium of ₹ 438 per share) and as a result the equity shares of the Company were listed on National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') on 29 December 2023. The issue comprised of a fresh issue of 7,142,857 equity shares aggregating to ₹ 3,200.00 million and offer for sale of 5,580,357 equity shares by selling shareholders aggregating to ₹ 2,500.00 million

During the financial year 2023-24, Holding Company has estimated ₹ 478.39 million as IPO related expenses and allocated such expenses between the Company (₹ 272.29 million of this amount, ₹ 263.17 million has been adjusted to the security premium account) and selling shareholders (₹ 205.60 million) in proportion to the equity shares allotted to the public as fresh issue by the Company and under offer for sale by selling shareholders respectively. Out of the total IPO proceeds the fund available in escrow account is ₹ 2.13 million for remitting funds for pending IPO related expenses (including ₹ 3.88 million is payable to selling shareholders on account of IPO expenses incurred on behalf of the Company).

Notes to the Consolidated Financial Statements  
for the year ended 31 March 2025 (Contd.)  
(Amount in ₹ million, except for share data unless otherwise stated)

**NOTE - 50 (Contd.)**

The Company has received an amount of ₹ 2,931.09 million (net of IPO expenses of ₹ 268.91 million) from proceeds out of fresh issue of equity shares. The utilization of the net IPO proceeds is summarized below

Objectives as per Prospectus	Planned net proceeds as per prospectus	Actual net proceeds	Utilization upto 31 March 2025	Unutilized amount as on 31 March 2025
Repayment and / prepayment, in part or in full, of certain outstanding loans of Company	1,444.00	1,444.00	1,444.00	-
Investment in subsidiary for repayment and / or prepayment in part or full outstanding loan availed by the subsidiary	236.00	236.00	236.00	-
Funding Company working capital requirements	720.00	720.00	720.00	-
General corporate purpose	531.09	531.09	531.09	-
<b>Total Proceeds</b>	<b>2,931.09</b>	<b>2,931.09</b>	<b>2,931.09</b>	<b>-</b>

The utilization of the net IPO proceeds as on 31 March 2024 is summarized below

Objectives as per Prospectus	Planned net proceeds as per prospectus	Actual net proceeds	Utilization upto 31 March 2024	Unutilized amount as on 31 March 2024
Repayment and / prepayment, in part or in full, of certain outstanding loans of Company	1,444.00	1,444.00	1,444.00	-
Investment in subsidiary for repayment and / or prepayment in part or full outstanding loan availed by the subsidiary	236.00	236.00	236.00	-
Funding Company working capital requirements	720.00	720.00	100.00	620.00
General corporate purpose	531.09	531.09	531.09	-
<b>Total Proceeds</b>	<b>2,931.09</b>	<b>2,931.09</b>	<b>2,311.09</b>	<b>620.00</b>

As per our report of even date attached.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm registration number: 101248W/W-100022

**Gaurav Mahajan**  
Partner  
Membership Number: 507857

Place: Panchkula  
Date: 19 May 2025

For and on behalf of Board of Directors of  
Innova Captab Limited

**Manoj Kumar Lohariwala**  
Chairman & Wholetime Director  
DIN: 00144656

**Vinay Lohariwala**  
Managing Director  
DIN: 00144700

**Lokesh Bhasin**  
Chief Financial Officer

**Neeharika Shukla**  
Company Secretary  
M.No.: A42724

Place: Panchkula  
Date: 19 May 2025

## NOTICE

### INNOVA CAPTAB LIMITED

Registered Office: \*601, Proxima, Plot No. 19, Sector 30 A, Vashi, Navi Mumbai, 400705, India  
CIN: L24246MH2005PLC150371 Phone: +91 22 6794 4000  
Website: [www.innovacaptab.com](http://www.innovacaptab.com) mail: [investors@innovacaptab.com](mailto:investors@innovacaptab.com)

### NOTICE OF 21<sup>ST</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF INNOVA CAPTAB LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, 31<sup>ST</sup> DAY OF JULY, 2025 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt
  - i. the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2025 together with the Reports of the Board of Directors and the Auditors thereon; and
  - ii. the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2025 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Archit Aggarwal, Non-Executive Director (DIN: 08127356), who retires by rotation and, being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To consider appointment of M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of five consecutive years 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 204 of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued thereunder from time to time, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, the consent of the members be and is hereby accorded for the appointment of M/s. Jaspreet Dhawan & Associates, Peer Reviewed Practicing Company Secretaries (FCS No. 9372) as the Secretarial Auditors of the Company to conduct

Secretarial Audit for a term of Five (5) consecutive years commencing from FY 2025-2026 till FY 2029-2030, who shall conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period, at a remuneration as may be mutually decided between the said Auditor and the Board of Directors of the Company, in addition to reimbursement of all out-of-pocket expenses, to be incurred by them in connection with the Secretarial Audit.

**RESOLVED FURTHER THAT** the Board of the Company, be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

4. To consider ratification of remuneration of Cost Auditors for the FY 2026 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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors at their respective meetings held on 19 May 2025, the remuneration payable to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the FY 2026 amounting to ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable GST and reimbursement of travelling and out of pocket expenses be and is hereby ratified and approved.

Notice (Contd.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary in connection therewith and incidental thereto."

**By Order of the Board of Directors  
For Innova Captab Limited**

**Neeharika Shukla**

Company Secretary and Compliance Officer  
Membership No: A42724

**Place: Panchkula**  
**Date: 19 May 2025**

**Reg office address:**

\*601, Proxima, Plot No 19, Sector 30 A, Vashi, Navi Mumbai, 400705, India  
CIN: L24246MH2005PLC150371

\*Registered Office of the Company shifted to 1513, 15<sup>th</sup> Floor, Satra Plaza, CHS Ltd. Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai-400703, Maharashtra, India w.e.f. 02 June 2025

Notice (Contd.)

**NOTES:**

1. Pursuant to the Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated 08 April 2020, Circular No.17/2020 dated 13 April 2020, Circular No. 20/2020 dated 05 May 2020, Circular No. 02/2021 dated 13 January 2021, Circular No. 02/2022 dated 05 May 2022 and Circular No. 10/2022 dated 28 December 2022, Circular No. 09/2023 dated 25 September 2023 and the latest being Circular No. 09/2024 dated 19 September 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, Circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 05 January 2023, Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 07 October 2023 and the latest being Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 03 October 2024 (collectively referred as "SEBI Circulars"), have permitted the holding of the Annual General Meeting ("AGM") of a company through Video Conferencing ("VC") /Other Audio Visual means ("OAVM"), without the physical presence of the Members at a common venue. Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Circulars read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 21<sup>st</sup> Annual General Meeting ("AGM") of the Company is being conducted through VC / OAVM which does not require physical presence of the Members at a common venue. The Corporate Office of the Company shall be deemed to be the venue for the 21<sup>st</sup> AGM of the Company. The Company has engaged the services of National Securities Depository Limited ("NSDL") for providing the facility for remote e-Voting, for participation in the AGM through VC / OAVM and for e-Voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained below.
2. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy form and the attendance slip are not annexed to this notice.
3. An Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the meeting, is attached with this Notice of AGM.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Institutional/ Corporate Shareholders i.e., other than individuals/ HUF, NRI, etc. are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at [mg@mgconsulting.in](mailto:mg@mgconsulting.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Companies Act, 2013.
8. A statement giving details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is attached as **Annexure -A** to the Notice.
9. The following documents / registers will be available for online inspection by the Members of the Company during the AGM:
  - a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested;
  - b. All the documents referred to in this AGM Notice; and

Members who wish to inspect any of the abovementioned documents may view them upon login on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## Notice (Contd.)

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who wish to inspect relevant documents referred to in this Notice, are requested to write to the Company on or before Sunday, 27 July 2025, 06:00 P.M. (IST) through email on [investors@innovacaptab.com](mailto:investors@innovacaptab.com). The same will be replied by the Company suitably.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, **KFin Technologies Limited**.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members may give request for registering PAN, KYC details or changes or updation thereof through Form No. ISR-1. The said forms can be downloaded from the Company's website <https://www.innovacaptab.com/investor-Resources.php#:~:text=Shareholder%20Service%20Request%20Forms>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Innova Captab Limited at [investors@innovacaptab.com](mailto:investors@innovacaptab.com) in case the shares are held in physical form.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, KFin Technologies Limited.

15. 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 provided the votes are not already cast by remote e-Voting by the first holder.
16. In compliance with the MCA and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the FY 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any member request for the physical copy of the same, in which case the Notice of the AGM along with the Annual Report for the FY 2025 will be physically dispatched upon advance payment of the estimated actual expenses of delivery of the documents at least 10 days in advance of dispatch of such documents by the Company. Members may note that the Notice of the AGM and the Annual Report for the FY 2025 will also be available on the Company's website <https://www.innovacaptab.com/>, website of the Stock Exchanges at [www.bseindia.com](https://www.bseindia.com) and [www.nseindia.com](https://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](https://www.evoting.nsdl.com)
17. The Board of Directors have appointed CS Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-Voting process in a fair and transparent manner.
18. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-Voting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The results declared along with the report of the scrutinizer shall be placed on the website of the Company <https://www.innovacaptab.com/> shareholder-services and on the website of NSDL at [www.evoting.nsdl.com](https://www.evoting.nsdl.com) immediately after the declaration of result by the Chairperson or a person authorized by them in writing. The Company shall simultaneously forward the results to NSE and BSE where the shares of the Company are listed.
20. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and

## Notice (Contd.)

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 the e-Voting system in the AGM.

21. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

The remote e-Voting period begins on Monday, 28 July

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

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

##### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 09 December 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
	<ol style="list-style-type: none"> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li> </ol>
	<ol style="list-style-type: none"> <li>4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

2025 at 9:00 A.M. (IST) and ends on Wednesday, 30 July 2025 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 24 July 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 24 July 2025.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <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, users will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Important note:</b> Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c)	How to retrieve your 'initial password'?
<p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>	
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:	
a)	Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="https://www.evoting.nsdl.com/">www.evoting.nsdl.com</a>
b)	Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="https://www.evoting.nsdl.com/">www.evoting.nsdl.com</a>
c)	If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d)	Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

## Notice (Contd.)

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

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

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

#### GENERAL GUIDELINES FOR SHAREHOLDERS:

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

e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 – 2499 7000 or send a request to **Ms. Pallavi Mhatre, Senior Manager, NSDL** at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [investors@innovacaptab.com](mailto:investors@innovacaptab.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investors@innovacaptab.com](mailto:investors@innovacaptab.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09 December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

#### ANNEXURE - A TO THE NOTICE DATED 19 MAY 2025

In pursuance of the provisions of Regulation 36 (3) of the SEBI Listing Regulations and SS-2 (Secretarial Standard on General Meetings) issued by the ICSI, details of Director seeking re-appointment at the ensuing Annual General Meeting (AGM) is as below:

Information on Director seeking re-appointment pursuant to Secretarial Standard-2 (SS-2) on General Meeting:

Name of Director	Mr. Archit Aggarwal
DIN	08127356
Date of Birth	05 October 1998
Age (in years)	26
Nationality	Indian
Date of first appointment on Board	01 April 2022
Qualification	He holds a Bachelor's degree in Business Administration from Swiss Business School, Switzerland.
Experience/ Expertise in specific functional areas	Archit Aggarwal is a Non-Executive Director of our Company. He has over 4 years of experience in marketing and manufacturing jewellery.
Terms & Conditions of appointment or re-appointment	Retire by rotation and being eligible, offers himself, for re-appointment as a Director
Remuneration to be paid and last drawn remuneration	NA
No. of Board Meetings attended during the FY 2025	Three (3)

Notice (Contd.)

<b>List of Directorship held in various other companies</b>	<ol style="list-style-type: none"> <li>1. Signum Electronics Limited</li> <li>2. IRK Newtech Private Limited</li> <li>3. Innoventis Medicare Limited</li> <li>4. Alliance World Manufacturing Limited</li> <li>5. Jai Bhawani Worldwide Limited</li> <li>6. DMS Technologies Private Limited</li> <li>7. DMS Electronics Private Limited (Amalgamated)</li> <li>8. Signum Electrowave Private Limited</li> </ol>
<b>List of Chairmanship/ Membership of Committee on Board of other companies</b>	NA
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Not related to any Director/Key Managerial Personnel
<b>No. of Equity shares held in the Company</b>	4,000
<b>Listed entities from which he has resigned as Director in past 3 years</b>	NA

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3:**

In terms of provisions of Regulation 24A(1)(b) of SEBI Listing Regulations read with Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024, a listed entity shall appoint Secretarial Auditor for a term of five consecutive years with the approval of shareholders in its AGM.

Accordingly, as per the stated regulations and as per the recommendations of the Audit Committee and the Board of Directors at the meetings held on Monday, 19 May 2025, M/s. Jaspreet Dhawan & Associates, Peer Reviewed Practicing Company Secretaries (FCS No. 9372), having their office at H. No. 705, Phase-10, Sector 64, Mohali, Punjab-160062 is proposed to be appointed as Secretarial Auditors of the Company, for a period of Five (5) consecutive years commencing from FY 2025-2026 till FY 2029-2030 to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period.

M/s. Jaspreet Dhawan & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified in Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of Disqualifications mentioned in Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	<b>Proposed Secretarial Auditors</b>	M/s. Jaspreet Dhawan & Associates
2.	<b>Basis of Recommendation for appointment</b>	M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries based in Mohali (Punjab), offering services in the field of secretarial matters, since last sixteen (16) years and Mr. Jaspreet Singh Dhawan has overall experience of 25 years. The firm is peer reviewed and offers a whole gamut of secretarial services in the field of Company Law matters, SEBI Laws, FEMA laws, RBI laws and IPR etc. They have a strong team of well-qualified & experienced staff having adequate and varied experience and exposure relating to corporate and secretarial compliances. Their core team members are Company Secretaries who have experience of dealing with various corporate law matters. They specialize in timely delivery of qualitative assignments. They are well exposed in dealing/appearing before with various regulatory authorities like Registrar of Companies (ROC), Regional Director (RD), National Company Law Tribunal (NCLT), Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), etc. They have been associated with the Company for the last 10 years.

Notice (Contd.)

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
3.	Details relating to Credentials of Secretarial Auditor	Mr. Jaspreet Singh Dhawan holds a bachelor's degree in Commerce and is Fellow Member of the Institute of Company Secretary of India, "ICSI" along with aforementioned qualifications he holds Post Membership Qualification in Corporate Governance and Arbitration.
4.	Terms of Appointment	FY 2025-2026 to FY 2029-2030

Accordingly, the Board of Directors seeks consent of the Members by passing an Ordinary Resolution set out at Item No. 3 of the notice to consider the appointment of M/s. Jaspreet Dhawan & Associates, Practicing Company Secretaries, for the office of the Secretarial Auditor of the Company for a period of Five (5) years, from the financial year 2025-2026 to 2029-2030. None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution as per Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

**Item No. 4:**

The Board of Directors on the recommendation of the Audit Committee had appointed M/s. Gurvinder Chopra & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the FY 2025-26 at a remuneration of ₹ 80,000/- plus applicable GST and reimbursement of travelling and out-of-pocket expenses.

M/s. Gurvinder Chopra & Co., Cost Accountants, (Firm Registration No. 100260) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and is not disqualified under section 141 read with section 148 of the Act and rules made thereunder. They are independent Cost Accountants and maintain an arm's length relationship with the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the Board of Directors seeks the consent of the Members by passing an Ordinary Resolution set out at Item No. 4 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31 March 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution as per Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item No. 4 of the Notice for approval of the Members as an Ordinary Resolution.

**By Order of the Board of Directors  
For Innova Captab Limited**

**Neeharika Shukla**

Company Secretary and Compliance Officer  
Membership No: A42724

**Place: Panchkula  
Date: 19 May 2025**

**Reg office address:**

\*601, Proxima, Plot No 19, Sector 30 A, Vashi, Navi Mumbai, 400705, India

**CIN: L24246MH2005PLC150371**

\*Registered Office of the Company shifted to 1513, 15<sup>th</sup> Floor, Satra Plaza, CHS Ltd. Plot No. 19 & 20, Sector-19D, Vashi, Navi Mumbai-400703, Maharashtra, India w.e.f. 02 June 2025.

## NOTES :

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