Cohance Lifesciences Limited

CIN: U24100MH2020PLC402958

Registered Office: 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093

Tel: +91-22-61539999 • Fax: +91-22-61539997 • E-mail: cs@cohance.com • Website: www.cohance.com

NOTICE CONVENING MEETING OF THE SHAREHOLDERS OF COHANCE LIFESCIENCES LIMITED (PURSUANT TO ORDER DATED OCTOBER 22, 2024 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH)

MEETING	
Day	Thursday
Date	November 28, 2024
Time	12:30 p.m. IST
Mode of Meeting	Through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**")
Cut-off date for determining eligible shareholders for sending the Notice	October 25, 2024

The notice of the Meeting, explanatory statement and annexures 1 to 13 constitute a single and complete set of documents and should be read in conjunction with each other, as they form an integral part of this document.

FORM CAA 2

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH COMPANY APPLICATION (CAA) NO. CA (CAA) /MB/138/2024

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION AMONGST COHANCE LIFESCIENCES LIMITED AND SUVEN PHARMACEUTICALS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

In the Matter of the Companies Act, 2013 – Sections 230 to Section 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the Matter of:

Scheme of Amalgamation between:

Cohance Lifesciences Limited, a company incorporated under the Companies Act, 2013, having Corporate Identification No: U24100MH2020PLC402958 and its registered office at 215 Atrium, C wing, 8th floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Midc, Mumbai, Maharashtra, 400093.

and

Suven Pharmaceuticals Limited, a company incorporated under the Companies Act, 2013, having Corporate Identification No. L24299MH2018PLC422236 and its registered office at 215 Atrium, C wing, 8th floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Midc, Mumbai, Maharashtra, 400093.

<u>NOTICE CONVENING MEETING OF THE SHAREHOLDERS</u>

To the Shareholders of Cohance Lifesciences Limited.

1. NOTICE is hereby given that, pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**") vide Order dated October 22, 2024 ("**Tribunal Order**"), a meeting of the Shareholders of Cohance Lifesciences Limited (the "**Shareholders**") will be held on **Thursday, November 28, 2024 at 12:30 p.m. IST** ("**Meeting**") for the purpose of considering, and if thought fit, approving the proposed Scheme of Amalgamation amongst Cohance Lifesciences Limited ("**Cohance**" or "**Transferor Company**" or "**Company**") with Suven Pharmaceuticals Limited ("**Suven**" or "**Transferee Company**") and their respective shareholders and creditors ("**Scheme**").

2. Pursuant to the Tribunal Order and as directed therein, the Meeting will be held through VC / OAVM, in compliance with the applicable provisions of the Companies Act, 2013 (the "**Act**") and its rules thereunder, as amended from time to time, to consider, and if thought fit, to pass the following resolution for approval of the Scheme by requisite majority, as prescribed under Section 230(6) of the Act:

   "**RESOLVED THAT**, in accordance with the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the rules thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (the "**SEBI**") and any other circulars / guidelines issued by the SEBI applicable to schemes of arrangement from time to time, relevant provisions of the Income-tax Act, 1961 and the rules thereunder, and all other provisions of applicable laws, or any amendments thereto or modifications thereof, the Memorandum and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "**Tribunal**"), and such other approvals as may be necessary or as may be directed by the Tribunal, the Scheme of Amalgamation amongst Transferee Company and the Transferor Company and their respective shareholders and creditors ("**Scheme**") be and is hereby approved.

   RESOLVED FURTHER THAT, the Board of Directors of the Company (the "**Board**"), which term shall be deemed to mean and include any committee(s) constituted by the Board or any other person(s) authorised by the Board to exercise its power including the powers conferred by this resolution) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion deem necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and to effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s) or condition(s), if any, which may be required and / or imposed by the Tribunal while sanctioning the Scheme or by any authorities under law, and to waive any condition(s) of the Scheme, and also to settle any issue, question, difficulty or doubt that may arise in this regard, including passing such accounting entries or making adjustments in the books of accounts of the Company and deciding on transfer / vesting of assets and liabilities, as the Board in its absolute discretion may deem fit, proper or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Shareholders."

3. The Tribunal has appointed: (i) Mr. Sudhirkumar J Shrivastava, to be the Chairperson of the Meeting and Ms. Uma Mondal as the Alternate Chairperson of the Meeting; and (ii) Ms. Meghna Shah, to be the Scrutinizer for the Meeting.

4. The voting results shall be declared by the Chairperson of the Meeting within 2 (two) working days from the conclusion of the Meeting.

5. The resolution for approval of the Scheme shall, if passed by a majority in number representing three-fourths in value of the Shareholders of the Company casting their votes, as aforesaid, pursuant to Section 230(6) of the Act, shall be deemed to have been duly passed on the date of the Meeting i.e., Thursday, November 28, 2024.

6. The Scheme, if approved at the Meeting, will be subject to subsequent sanction of the Tribunal and such other approval(s), permission(s) and sanction(s) of regulatory or other authorities, as may be necessary.

7. The explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with all the Annexures are enclosed herewith.

Sd/-
Mr. Sudhirkumar J Shrivastava
Chairperson appointed by
the Tribunal for the Meeting

Place: Mumbai
Date: October 26, 2024

NOTES:

(i) Explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act is annexed to this notice.

(ii) Since this Meeting is being held through VC / OAVM: (a) Shareholders will not be able to appoint proxies for the Meeting; and (b) attendance slip & route map are not annexed to this notice.

(iii) Shareholders are requested to send a certified copy of the board resolution authorising their representative to attend this Meeting, pursuant to Section 113 of the Act, through e-mail to the Scrutinizer at meghna@shah3ca.com.

(iv) The Shareholders may join the meeting through video conference through their computers / laptops / tablets or through mobile phone using the login facilities of the meeting.

(v) Voting on the resolution for approval of the Scheme would be through show of hands. If a poll is called, Shareholders shall cast their vote on the resolution only by sending an email to Chairperson at shrivastava.sudhir17@gmail.com, with copy to the scrutinizer at meghna@shah3ca.com and the company secretary at cs@cohance.com from their email address registered with the Company and vote on the required resolution.

(vi) The notice and the explanatory statement together with the accompanying documents are being sent only through electronic mode to those Shareholders who have registered their e-mail addresses with the Company.

In compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, as applicable, the notice of general meeting and explanatory statement together with the accompanying documents is being sent by electronic mode to those Shareholders whose e-mail address is registered with the Company, unless any Shareholder has requested for a physical copy of the same.

These documents are also available on the Company's corporate website at www.cohance.com. Voting would be through show of hands.

Shareholders desirous of obtaining physical copies of the said notice and the explanatory Statement together with the accompanying documents, free of charge, may send a request to G. Praneeth Abhishek, the company secretary of the Company, through **e-mail at cs@cohance.com**.

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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH COMPANY APPLICATION 138 OF 2024**

**IN THE MATTER OF SECTIONS 230 TO 232 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

AND

IN THE MATTER OF SCHEME OF AMALGAMATION AMONGST COHANCE LIFESCIENCES LIMITED AND SUVEN PHARMACEUTICALS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

In the Matter of the Companies Act, 2013 – Sections 230 to Section 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the Matter of:

Scheme of Amalgamation between:

Cohance Lifesciences Limited, a company incorporated under the Companies Act, 2013, having Corporate Identification No: U24100MH2020PLC402958 and its registered office at 215 Atrium, C wing, 8th floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Midc, Mumbai, Maharashtra, 400093.

And

Suven Pharmaceuticals Limited, a company incorporated under the Companies Act, 2013, having Corporate Identification No. L24299MH2018PLC422236 and its registered office at 215 Atrium, C wing, 8th floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Midc, Mumbai, Maharashtra, 400093.

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1.1. Meeting to consider the Scheme of Amalgamation

(a) Pursuant to the Tribunal Order of the Tribunal, the Meeting of the Shareholders is being convened on Thursday, November 28, 2024, at 12:30 p.m. IST through VC / OAVM, in compliance with the applicable provisions of the Act and its rules thereunder, as amended from time to time, the circulars issued thereunder, and the SEBI Listing Regulations, for considering, and if thought fit, approving the proposed Scheme. This is a statement accompanying the notice convening such Meeting of the Shareholders of the Transferor Company.

(b) The Scheme, *inter alia*, provides for:

(i) the transfer and vesting of the Transferor Company (together with all its assets and liabilities) with and into the Transferee Company on a going concern basis;

(ii) cancellation of the authorized share capital of the Transferor Company to the extent of 6,40,200 (Six Lakhs Forty Thousand and Two Hundred) compulsorily convertible preference shares of face value INR 100 (Indian Rupees One Hundred) each;

(iii) subject to (ii), transfer of the authorized share capital of the Transferor Company to the Transferee Company as provided in section III of the Scheme, and consequential increase in the authorized share capital of the Transferee Company as provided in section III of the Scheme;

(iv) the dissolution of the Transferor Company, without being wound up;

(v) in consideration of the amalgamation of the Transferor Company into and with the Transferee Company, the issuance of equity shares of the Transferee Company to all the shareholders of the Transferor Company as per the Share Exchange Ratio, i.e. for every 295 (Two Hundred and Ninety Five) fully paid-up equity shares of a face value of INR 10 (Indian Rupees Ten) each held by a member of the Transferor Company, 11 (Eleven) equity shares of the Transferee Company credited as fully paid-up equity shares of a face value of INR 1 (Indian Rupees One) each will be issued; and

(vi) various other matters consequential or otherwise integrally connected therewith, pursuant to the provisions of Sections 230 to 232 read with other applicable / relevant provisions of the Act and in compliance with the provisions of the Income Tax Act, 1961 and other applicable regulatory requirements.

The salient features of the Scheme are given in paragraph 1.4 below and the detailed terms of the amalgamation are covered in the Scheme, a copy of which is enclosed as **Annexure 2**.

1.2. Rationale and Benefits of the Scheme.

(a) The Transferor Company is, *inter alia*, engaged in the business of: (i) end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients ("**APIs**") for innovator customers; (ii) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (iii) manufacturing of specialty chemicals, including electronic chemicals; and (iv) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

(b) The Transferee Company is, *inter alia*, engaged in the business of: (i) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (ii) manufacturing of specialty chemicals including agrochemicals; (iii) manufacturing of APIs and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and (iv) process improvement services for both pharmaceutical and specialty chemicals companies.

(c) The circumstances which justify the Scheme and the benefits of the same are, *inter alia*, as follows:

(i) The Transferor Company is, *inter alia*, engaged in the business of: (A) end-to-end contract development and manufacturing of intermediates and APIs for innovator customers; (B) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (C) manufacturing of specialty chemicals, including electronic chemicals; and (D) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

(ii) The Transferee Company (together with the Transferor Company, the "**Amalgamating Companies**") is, *inter alia*, engaged in the business of: (A) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (B) manufacturing of specialty chemicals including agrochemicals; (C) manufacturing of APIs and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and (D) process improvement services for both pharmaceutical and specialty chemicals companies.

(iii) The proposed amalgamation will result in creating a diversified contract development and manufacturing organization ("**CDMO**") leader from India with 3 (three) engines of growth: (A) pharmaceutical CDMO; (B) specialty chemical CDMO; and (C) API (including formulations), providing the ability to drive a relatively steady growth profile for the business.

(iv) The proposed amalgamation will result in the Transferee Company having end-to-end capabilities to service the entire lifecycle of a molecule for innovators from clinical development to commercialisation to post genericization for starting materials, intermediates and APIs. There are multiple examples of global contemporaries with similar end-to-end capabilities, business mix and service lines, who have demonstrated scaling up globally.

(v) Following the proposed amalgamation, the Transferee Company will continue to have the best-in-class industry leading financial metrics, and will have significant benefits such as:

(A) *Scale*: It will become one of the leading diversified end-to-end CDMO players in India, and will have multiple benefits in terms of attracting quality talent, customers and investor base;

(B) *Customer relationships*: It will benefit from the complementary set of customers and have 1.5x deeper innovator relationships vs. standalone with broader capabilities;

(C) *Access to niche chemistry capabilities*: It will have enhanced capabilities such as antibody drug conjugates, which can be leveraged to sell to innovator customers; and

(D) *Access to best-in-class good manufacturing practices ("**GMP**") facilities*: It will result in increased sales to its existing customers by gaining access to multiple GMP facilities which have been audited by the United States Food and Drug Administration (the "**US FDA**").

(vi) *Synergy Benefits*. The proposed amalgamation will result in multiple synergy benefits that can help accelerate growth and improve margins, as set forth below, thus creating value for the respective stakeholders of the Amalgamating Companies, and this Scheme is in the interest of the Amalgamating Companies and their respective stakeholders:

(A) *Capabilities*: The integration of the Transferor Company with the Transferee Company is expected to:

I. provide a broader bouquet of chemistry and scientific capabilities across the entire platform including adding niche capabilities such as anti-drug conjugates and electronic chemicals to market to customers; and

II. demonstrate scale to customers with a higher number of US FDA approved facilities and an increased ability to invest for customers.

(B) *Revenue Synergies*: The proposed amalgamation is intended to create revenue synergies, such as:

I. *Cross-sell*: Potential for cross-sell to customers, leveraging Transferor Company capabilities to sell to Transferee Company customers (e.g. antibody drug conjugates platform technology), and for the Transferee

Company to sell pharmaceutical CDMO intermediates to the Transferor Company's innovator customers;

II. *Lifecycle management*: The opportunity for the management of the Transferor Company to support the Transferee Company's customers in lifecycle management of key molecules; and

III. *Backward integration*: To create the ability for the Transferor Company to supply APIs for the Transferee Company's formulation customers.

(C) *Cost* Synergies: The proposed amalgamation is intended to create cost synergies, such as:

I. *Procurement*: Realize savings in common spend by sourcing material given the similar nature of business;

II. *General and administrative optimization*: Optimize general and administrative costs across both platforms as the business scales; and

III. *Best-in-class cost management*: Learning from each plant / facility on improving low-cost manufacturing.

(vii) The proposed amalgamation will result in sharing best practices across commercial, back-end and operational areas of the Amalgamating Companies.

(viii) The proposed amalgamation of the Transferor Company into the Transferee Company is being done in accordance with Section 2(1B) of the Income Tax Act, 1961 and there are no tax liabilities and / or benefits expected to arise to either of the companies on account of the proposed amalgamation.

(ix) Overall, the proposed amalgamation is expected to be EPS accretive (without synergies) from the first year of it being effective.

(x) The revenue and cost synergies outlined above have the potential to drive ~10% incremental EBITDA for the combined business from the first year of merger.

1.3. Background of the companies

(a) *Particulars of the Transferor Company*:

(i) **Cohance Lifesciences Limited** (the "**Transferor Company**") is a public limited company incorporated under the Act, having its registered office at 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093, India. The Transferor Company was incorporated on July 6, 2020 in the State of Telangana. As stated under sub-paragraph (viii) below, the registered office of the Transferor Company was shifted to the State of Maharashtra, in terms of certificate dated May 15, 2023 issued by the Registrar of

Companies, Hyderabad. The Corporate Identification Number of the Transferor Company is U24100MH2020PLC402958 and its Permanent Account Number allotted by the Income Tax Department is AATCA6388H. The email address of the Transferor Company is cs@cohance.com and its website is www.cohance.com.

(ii) The Transferor Company is, *inter alia*, engaged in the business of: (A) end-to-end contract development and manufacturing of intermediates and APIs for innovator customers; (B) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (C) manufacturing of specialty chemicals, including electronic chemicals; and (D) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization. The CDMO segment of the Transferor Company has reported a revenue compound annual growth of over 30% over the last 4 (four) years which includes a high growth antibody drug conjugate payload segment. In the financial year ended March 31, 2024, the CDMO segment of the Transferor Company contributed 33% (thirty three percent) of revenue with ~42% (forty two) percent share of gross profit.

The proposed Scheme is expected to result in creating access to the fast growing niche chemistry capabilities for the Transferor Company.

On a proforma basis, for the financial year ended March 31, 2024, (A) the combined revenue of Suven and Cohance is more than 2x of that of Suven; and (B) the CDMO share of the combined platform was 55% (fifty five percent).

Further business and financial information of Cohance can be accessed from the Company's website or at the following link: https://www.suvenpharm.com/pdf/Investors/Financial-Info/Investor_Presentation_29th_Feb24.pdf .

(iii) The main objects of the Transferor Company as set out in its Memorandum of Association are briefly as under:-

1. *To carry on in India or elsewhere the business of manufacturing, producing, refining, processing, mixing, formulating, buying, selling, exporting, importing or entering into collaboration or otherwise deal as wholesalers in all types of dyes, pigments, resins, preservatives of fruits or vegetables, rubber chemicals, photo chemicals and their intermediary compounds.*

2. *To carry on in India or elsewhere, the business as manufacturers, preparing, producing, processing, refining, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in fine, organic and inorganic chemicals, acids, alkalies, bulk drugs such as anti-inflammatory, analgestic, anti-pyretic, anti-tuberculosis, anti-bacterial, anti-hypertension, anti-cancer, anti-fungal, anti-diabetic and anti-biotic drugs and their intermediary compounds, speciality drugs and fine chemicals and allied products, corrosive and anti-corrosive substances, non-corrosive substances, all*

kinds of chemicals and petrochemicals as elements and intermediates, moderators or in mixture or compound forms, speciality drugs and fine chemicals and allied products.

3. *To carry on in India or elsewhere the business to develop innovative technologies for a variety of chemical products which can be translated into commercial production scale for various users and also to carry on the manufacture of such chemical products.*

4. *To carry on in India or elsewhere the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, tablets Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional products and household remedies including on Licence basis.*

5. *To carry on in India or elsewhere the business of manufacturers or processors, importers, exporters, buyers, sellers, stockiest, distributors, and/or dealers in all or any of the following:*

    a. *Elastomers, synthetic resins, carbon blast, plastics, latexes, all kinds of resins and plastics.*

    b. *All types of chemicals including petro chemical, agricultural chemicals, organic and inorganic chemicals.*

    c. *All types of disinfectant and electrical, photographical, surgical and scientific apparatus and materials.*

    d. *Paper, newsprint, paperboard, hard board, fiber board, corrugated paper, transparent paper, craft paper, carbons, inks, parchments and corks.*

    e. *Packaging of all kinds of, made of any metal and board, wood, paper, plastic or any other materials.*

6. *To carry in India or elsewhere the business to design, develop, manufacture, operate, import, export, and deal in all types of machineries, equipment and components, including raw materials, accessories, components, attachments and spares for pharmaceuticals, and chemical process industries.*

7. *To carry in India or elsewhere on research, design and development activities for attainment of the above objectives and carry on the business of consultants, engineers, advisors and to provide technical know-how for manufacture, production and marketing of any or all of above and to do all other things incidental which are incidental, ancillary or conductive to the aforesaid objects.*

(iv) The Share Capital of the Transferor Company as on March 31, 2024 is as follows:

Share Capital	Amount (INR)
Authorised Share Capital 3,49,35,36,930 equity shares of face value INR 10 each (Indian Rupees Ten each)	34,93,53,69,300
6,40,200 compulsorily convertible preference shares of face value INR 100 (Indian Rupees One Hundred) each	6,40,20,000
Total	**34,99,93,89,300**
Issued, Subscribed and Paid-up Share Capital* 3,39,46,62,519 equity shares of face value INR 10 each	33,94,66,25,190
Total	**33,94,66,25,190**

* *5,48,78,064 (Five Crores Forty Eight Lakhs Seventy Eight Thousand Sixty Four) employee stock options granted to the employees of the Applicant / Transferor Company are unexercised as on February 29, 2024.*

Subsequent to March 31, 2024, there has been no change in the authorized and issued, subscribed and paid up share capital.

Following the consummation of the Scheme, the equity share capital of the Transferor Company will be nil.

(v) No issuance of bonus shares is contemplated by the board of directors of the Transferor Company.

(vi) The latest audited financial statements of the Transferor Company for the financial year ended March 31, 2024 is enclosed as **Annexure 3**. The audited financial statements of the Transferor Company for the quarter ended June 30, 2024 is enclosed as **Annexure 4**. Subsequent to June 30, 2024, there has been no substantial change in the financial position of the Transferor Company except those arising or resulting from the usual course of business. Further financial information of the Transferor Company can be accessed at the following link: https://www.suvenpharm.com/pdf/Investors/Financial-Info/Investor%20Presntation%2009082024.pdf.

(vii) The details of the directors, Key Managerial Personnel ("**KMP**") and promoter (including promoter group) of the Transferor Company as on the date of this notice, along with their addresses, are mentioned herein below:

Details of Promoter and Promoter Group:

Sl. No.	Name	Category	Address
1.	Jusmiral Holdings Limited	Promoter	23 Kennedy, Glob House, Ground & 1st

Sl. No.	Name	Category	Address
			Floor, 1075 Nicosia, Cyprus

Details of Directors and KMPs:

Sl. No.	Name	Category	Address
1.	Dr. Venkatanaga Kali Vara Prasada Raju	Managing Director	6-B, 800, Lodha Bellezza, 4th Phase, Kukatpally, KPHB Colony, Medchal, Hyderabad, Telangana, 500072
2.	Abhijit Mukherjee	Independent Director	Flat No. 1500, Tower Belvedere, Lodha Belleza, Eden Square, KPHB, Hyderabad, Telangana, India – 500085
3.	Bhaskar Vemban Iyer	Independent Director	First Floor, Harvansh, Plot No. 66, N/S Road 8, JVPD Juhu, Mumbai, Maharashtra, India – 400049
4.	Anil Kumar Chanana	Independent Director	Penthouse – 1, Tower-J, Central Park-1, Sector-42, Galleria DLF-IV, Gurgaon, Haryana, India – 122009
5.	Shweta Jalan	Non-Executive Director	2403, 24th Floor, Artesia Tower, Plot No 249 and 249 A, Hind Cycle Compound, Worli Colony, Mumbai 400030
6.	Pankaj Patwari	Non-Executive Director	Flat No. A-4205, Omkar 1975, Off. Dr. Anne Besant Road, Near Neelam Center, Hanuman Nagar, Worli, Mumbai, Maharashtra, India – 400030
7.	Sudarsan Maddi	Chief Financial Officer	Sri Sairam Towers, B1005, Hafeezpeta, Hyderabad - 500049
8.	G. Praneeth Abhishek	Company Secretary	11-3-366/ 4/ B/ G1, Gayatri Apartments, Srinivas Nagar, Hyderabad, Telangana – 500 061

(viii) **Details of change of name, registered office and objects of the Transferor Company during the last five years**:

Details of Change of Name of the Transferor Company

Cohance was incorporated under the Companies Act, 2013 on July 6, 2020 under the name '*AI Pharmed Consultancy India Private Limited*'. Later on, the Transferor Company was converted into a public limited company on January 27, 2021 under the name '*AI Pharmed Consultancy India Limited'*. Subsequently, the name of the Transferor Company was changed to '*Cohance Lifesciences Limited*', and consequent to such change of name, a fresh certificate of incorporation was issued on October 10, 2022.

Details of Change in registered office of the Transferor Company

The registered office of the Transferor Company was shifted w.e.f. from October 11, 2022 from Office 303, Block A, Legend Commercial Complex, 3-4-770 & 136, Opp ICICI Bank, Barkatpura, Hyderabad, Telangana – 500 027, India to Plot No. 26 & 27, Technocrats Industrial Estate, Balanagar, Hyderabad, Telangana - 500 037. Subsequently, the registered office of the Transferor Company was shifted w.e.f. March 27, 2023 from Plot No. 26 & 27, Technocrats Industrial Estate, Balanagar, Hyderabad, Telangana - 500 037 to 215, Atrium, C Wing, 8th Floor, 819/ 821 Andheri Kurla Road, Chakala, Andheri East, MIDC, Mumbai, Maharashtra - 400 093.

Details of Change in Objects of the Transferor Company.

The objects of the Transferor Company on incorporation were as follows:

To carry on the business of consultants and advisors and to provide management services in all forms, including but not limited in pharmaceutical, medical, and chemical industry, whether in India or abroad.

The shareholders of the Transferor Company altered the above objects of the Transferor Company vide special resolution passed as on February 11, 2021 to:

(1) To carry on the business of consultants and advisors and to provide management services in all forms, including but not limited in pharmaceutical, medical, and chemical industry, whether in India or abroad.

(2) To carry on the business of B2B wholesale trading of pharmaceutical components.

The shareholders of the Transferor Company altered the above objects of the Transferor Company vide special resolution passed as on October 18, 2022 to:

(1) To manufacture, produce, refine, process, mix, formulate, buy, sell, export, import enter into collaboration or otherwise deal as wholesalers in all types of dyes, pigments, resins, preservatives of fruits or vegetables, rubber chemicals, photo chemicals and their intermediary compounds.

(2) To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in fine, organic and inorganic chemicals, bulk drugs such as anti-inflammatory, analgestic, anti-pyretic, anti-tuberculosis, anti-bacterial, anti-hypertension, anti-cancer, anti-fungal, anti-diabetic and anti-biotic drugs and their intermediary compounds.

(3) To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, tablets Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional products and household remedies including on Licence basis.

(4) To carry on the business of manufacturers or processors, importers, exporters, buyers, sellers, stockiest, distributors, and/or dealers in all or any of the following:

(a) Elastomers, synthetic resins, carbon blast, plastics, latexes, all kinds of resins and plastics.

(b) All types of chemicals including petro chemical, agricultural chemicals, organic and inorganic chemicals.

(c) All types of disinfectant and electrical, photographical, surgical and scientific apparatus and materials.

(d) Paper, newsprint, paperboard, hard board, fiber board, corrugated paper, transparent paper, craft paper, carbons, inks, parchments and corks.

(e) Packaging of all kinds of, made of any metal and board, wood, paper, plastic or any other materials.

(5) To carry on the business of manufacturers and dealers in all kinds of packing, packing requirements and containers made of cardboards, strawboards, wood, glass or any other material, metal, glass or plastic containers and also containers of any other metal.

(6) To carry on all or any other of the business of transport, cartage and haulage contractors, gauge properties, owners and charters of road vehicles, air crafts, ships, tyres barges boats of every description, lighter men, carriers, of goods and passengers by road, rail, water or air, Carmen, cartage contractors, stevedores, carts, superintendents, parcelors, haulers, warehousemen, storekeepers and job masters.

(7) To acquire from or sell to any person, firm or body corporate whether in India or elsewhere technical managerial and informatics, know how, process, engineering, manufacturing, operating and commercial data, plans, layout of

any plant or process of manufacture and grant matters and things and to render any kind of management and consultancy service.

The shareholders of the Transferor Company altered the above objects of the Transferor Company vide special resolution passed as on January 22, 2024 to:

(1) To carry on in India or elsewhere the business of manufacturing, producing, refining, processing, mixing, formulating, buying, selling, exporting, importing or entering into collaboration or otherwise deal as wholesalers in all types of dyes, pigments, resins, preservatives of fruits or vegetables, rubber chemicals, photo chemicals and their intermediary compounds.

(2) To carry on in India or elsewhere, the business as manufacturers, preparing, producing, processing, refining, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in fine, organic and inorganic chemicals, acids, alkalies, bulk drugs such as anti-inflammatory, analgestic, anti-pyretic, anti-tuberculosis, anti-bacterial, anti-hypertension, anti-cancer, anti-fungal, anti-diabetic and anti-biotic drugs and their intermediary compounds, speciality drugs and fine chemicals and allied products, corrosive and anti-corrosive substances, non-corrosive substances, all kinds of chemicals and petrochemicals as elements and intermediates, moderators or in mixture or compound forms, speciality drugs and fine chemicals and allied products.

(3) To carry on in India or elsewhere the business to develop innovative technologies for a variety of chemical products which can be translated into commercial production scale for various users and also to carry on the manufacture of such chemical products.

(4) To carry on in India or elsewhere the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, tablets Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional products and household remedies including on Licence basis.

(5) To carry on in India or elsewhere the business of manufacturers or processors, importers, exporters, buyers, sellers, stockiest, distributors, and/or dealers in all or any of the following:

(a) Elastomers, synthetic resins, carbon blast, plastics, latexes, all kinds of resins and plastics.

(b) All types of chemicals including petro chemical, agricultural chemicals, organic and inorganic chemicals.

(c) All types of disinfectant and electrical, photographical, surgical and scientific apparatus and materials.

(d) *Paper, newsprint, paperboard, hard board, fiber board, corrugated paper, transparent paper, craft paper, carbons, inks, parchments and corks.*

(e) *Packaging of all kinds of, made of any metal and board, wood, paper, plastic or any other materials.*

(6) *To carry in India or elsewhere the business to design, develop, manufacture, operate, import, export, and deal in all types of machineries, equipment and components, including raw materials, accessories, components, attachments and spares for pharmaceuticals, and chemical process industries.*

(7) *To carry in India or elsewhere on research, design and development activities for attainment of the above objectives and carry on the business of consultants, engineers, advisors and to provide technical know-how for manufacture, production and marketing of any or all of above and to do all other things incidental which are incidental, ancillary or conductive to the aforesaid objects*.

(b) *Particulars of the Transferee Company*:

(i) **Suven Pharmaceuticals Limited** (the "**Transferee Company**") is a public listed company incorporated under the Act, having its registered office at 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093, India. The Transferee Company was incorporated on November 6, 2018 in the State of Telangana. As stated under sub-paragraph (viii), the registered office of the Transferee Company was shifted to the State of Maharashtra, in terms of certificate dated March 27, 2024 issued by the Registrar of Companies, Mumbai. The Corporate Identification Number of the Transferee Company is L24299MH2018PLC422236 and its Permanent Account Number allotted by the Income Tax Department is ABBCS1159F. The email address of the Transferee Company is investorservices@suvenpharm.com and its website is https://suvenpharm.com/. The Transferee Company is engaged in the business of, *inter alia*: (i) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (ii) manufacturing of specialty chemicals including agrochemicals; (iii) manufacturing of active pharmaceutical ingredients and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and (iv) process improvement services for both pharmaceutical and specialty chemicals companies.

(ii) Pursuant the consummation of the Scheme: (a) the Transferee Company's revenue and capacity will be more than twice its existing revenue and capacity; and (b) the Transferee Company will have a total of 12 (twelve) facilities of which, 7 (seven) will be regulatory approved facilities, resulting in a capacity of nearing 2800 kl.

(iii) The equity shares of the Transferee Company are listed on the BSE Limited and National Stock Exchange of India Limited (collectively referred to as the "**Stock Exchanges**").

(iv) The main objects of the Transferee Company as set out in its Memorandum of Association as briefly as under:

1. *To manufacture, refine, purchase, sell, prepare, import, export all classes and kinds of drugs including pharmaceuticals preparations and formulations, fine chemicals, raw-materials and intermediates for drugs and all other pharmaceuticals such as tablets, injectables, syrups, powders, ointments, aerosols, capsules and liquids, for human consumption. To carry on the business of manufacturing, buying, selling, importing, exporting or otherwise dealing in nutraceutical products, medical, pharma and biotech products and agro-biotech products, including vaccines for prevention and cure of certain diseases among human beings and animals.*

2. *To buy, sell, Import, export, manufacture and treat, and deal in all kinds of chemicals, biologicals, cosmetics, insecticides, agrochemicals, pesticides, hormones, medicated soaps and foods. To Manufacture, process, refine, formulate, purchase, sell, import, export, distribute and/or deal with, all kinds of organic as well as inorganic materials, all kinds of drugs, nutriments, nutraceuticals, phytochemicals, active pharmaceutical ingredients, functional foods, therapeutic preparations, dietary supplements, pharmaceuticals, allopathic and/or veterinary, including bulk drugs and intermediates, organic compounds, acids, vitamins, medicines from fermentation and synthetic routes and/or diagnostics.*

3. *To render professional and Technical Consultancy and advice to any individual firm, Company, Government and Statutory Undertaking or Corporation or any other body carrying on any business whatsoever in the field of Design and Engineering, Research and Development, Business, Industrial and General Management relating to Chemical and Pharmaceutical Industries.*

4. *To undertake, promote, encourage, initiate, assist and engage in all kinds of research and development work and to set up laboratories and other facilities required for the same and to render such assistance monetary or otherwise as may be required for that purpose.*

5. *To undertake all kinds of Research & Development in health-care, biotechnology, pharmaceuticals and formulations not specifically covered aforesaid, and, in particular and without prejudice to the generality, to undertake clinical research, contract clinical research activities, bio-technology and services, to develop new products and provide support services for developing new products and substitutes for imported products and for manufacture and distribution of finished dosage forms and establishing pharmaceutical market networks.*

6. *To establish, run and maintain hospitals, diagnostics centre's, nursing homes, mobile medical service centers and any medical and health care institution and to promote research and development in these areas.*

(v) The Share Capital of the Transferee Company (pre-Scheme) as on March 31, 2024 is as follows:

Share Capital	Amount (INR)
Authorised Capital 40,00,00,000 Equity Shares having a face value of INR 1 (Indian Rupees One) each	40,00,00,000
Total	**40,00,00,000**
Issued, Subscribed and Paid-up Capital 25,45,64,956 Equity Shares having a face value of INR 1 (Indian Rupees One) each	25,45,64,956
Total	**25,45,64,956**

* *65,94,308 employee stock options granted to the employees of the Applicant / Transferee Company are unexercised as on February 29, 2024 and may get exercised before the Effective Date, which may result in an increase in the issued and paid-up share capital of the Applicant / Transferee Company.*

(vi) The audited financial statements of the Transferee Company for the financial year ended March 31, 2024 is enclosed as **Annexure 5**. The limited reviewed unaudited financial results of the Transferee Company for the quarter ended June 30, 2024 is enclosed as **Annexure 6**. The audited standalone and consolidated financial statements of the Transferee Company for the financial year ended March 31, 2024 is available on the website of the Transferee Company at https://suvenpharm.com/ and are available for inspection at the registered office of the Transferee Company.

(vii) The details of the directors, KMPs and promoter (including promoter group) of the Transferee Company as on the date of this notice, along with their addresses, are mentioned herein below:

Details of Promoter and Promoter Group:

Sl. No.	Name	Category	Address
1.	Berhyanda Limited	Promoter	23 Kennedy, Glob House, Ground & 1st Floor, 1075 Nicosia, Cyprus

Details of Directors and KMPs:

Sl. No.	Name	Category	Address
1.	Vivek Sharma	Executive Chairman	15, Canterbury Hill Road, Acton, MA, 01720 USA
2.	Dr. Venkatanaga Kali Vara Prasada Raju Vetukuri	Managing Director	6B – 800, Lodha Bellezza, Eden Square 4th Phase, Kukatpally, KPHB Colony, Hyderabad, Medchal, 500072, Telangana
3.	Shweta Jalan	Non- Executive Director	2403, 24th Floor, Artesia Tower, Plot No 249 and 249 A, Hind Cycle Compound, Worli Colony, Mumbai, India, 400030
4.	Pankaj Patwari	Non- Executive Director	Flat No. A / 4205, Omkar 1973, Near Neelam Centre, Off Dr, Annie Besant Road, Worli, Mumbai, Maharashtra - 400030
5.	Kumarapuram Gopalakrishnanan Anthakrishnan	Independent Director	Ixora – 1001, Hiranandani meadows, Pokhran road no – 2, Thane West, Apna Bazar, Thane – 400610, Maharashtra
6.	Vinod Rao	Independent Director	Serenity At Varca, H No 643/A11, 1st Fatrade, Varca, Goa 403721 Serenity At Varca, H No 643/A11, 1st Fatrade, Varca, Goa 403721
7.	Matangi Gowrishankar	Independent Director	E – 1001/1002 Maestros, Salunke

Sl. No.	Name	Category	Address
			Vihar Rd, Wanwadi, VTC: Pune City, PO: Wanowarie, Pune – 411040, Maharashtra
8.	Pravin Udhyavara Bhadya Rao	Independent Director	1701, 14th Main 30th Cross, BSK 2nd Stage, Bengaluru, 560070, Karnataka
9.	Himanshu Agarwal	Chief Financial Officer	L044 DLF Park place, DLF Summit Apartments, DLF Phase-5, Sikanderpur Ghosi (68), Gurgaon, Haryana - 122002.
10.	Kundan Kumar Jha	Company Secretary and Compliance Officer	Rainbow vistas, Rock Garden, Block H, Flat No. 1910, Green hills Road, Kukatpally, Hyderabad, Telangana 500018

(viii) **Details of change of name, registered office and objects of the Transferee Company during the last five years**:

There has been a change in registered office of the Transferee Company from 8-2-334, SDE Serene Chambers, 3rd floor avenue 7, road no. 5, Banjara hills, Hyderabad, Telangana, India, 500034 to 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Midc, Mumbai, Maharashtra, India, 400093 and such alteration having been confirmed by an order of Regional Director bearing the date February 20, 2024.

There has been no change in the objects of the Transferee Company during the last five years.

There has been no change in the name of the Transferee Company during the last five years.

1.4. <u>Salient features of the Scheme</u>

The salient features of the Scheme, *inter alia*, are stated as follows:

(a) Capitalized terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.

(b) The Transferor Company shall be amalgamated into and with the Transferee Company.

(c) The Scheme shall be operative from the 'Effective Date', being the date which will be the opening business hours of the first day of the month immediately succeeding the month in which the last of the conditions specified in clause 8.1 of section IV (*General Terms and Conditions*) of the Scheme are fulfilled, obtained or otherwise duly waived.

(d) Appointed Date shall mean the same date as the Effective Date or such other date as may be mutually agreed by the Amalgamating Companies. The Scheme shall be effective from the Appointed Date and shall be operative from the Effective Date.

(e) With effect from the Appointed Date and upon the Scheme becoming effective, the Transferor Company along with all its present and future properties, assets, investments, borrowings, approvals, intellectual property rights, insurance covers or claims, records, licenses, rights, benefits, interests, employees, contracts, obligations, proceedings and liabilities, being integral parts of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company to become the undertaking of the Transferee Company.

(f) The Transferor Company shall stand dissolved without winding up.

(g) The authorised share capital of the Transferor Company to the extent of 6,40,200 (Six Lakhs Forty Thousand and Two Hundred) compulsorily convertible preference shares of face value INR 100 (Indian Rupees One Hundred) each shall stand cancelled and the remaining authorised share capital of the Transferor Company shall be reclassified and re-organized such that each equity share of the Transferor Company of INR 10 (Indian Rupees Ten) each shall be reclassified and reorganized as 10 (ten) equity shares of INR 1 (Indian Rupees One).

(h) The authorized share capital of the Transferor Company shall be consolidated with the authorized share capital of the Transferee Company and the authorized share capital of the Transferee Company shall consequential increase as provided in section III of the Scheme.

(i) 11 (Eleven) equity shares of the Transferee Company, credited as fully paid-up equity shares of face value of INR 1 (Indian Rupees One) each shall be issued to every shareholder of the Transferor Company, for every 295 (Two Hundred and Ninety Five) fully paid-up equity shares of the face value of INR 10 (Indian Rupees Ten) each held by such shareholder in the Transferor Company ("**Share Exchange Ratio**") on the Record Date (*as defined in the Scheme*).

(j) New Equity Shares (*as defined in the Scheme*) to be issued by the Transferee Company to the equity shareholders of the Transferor Company (other than the Transferee Company), pursuant to the Scheme, shall be listed on the Stock Exchanges.

(k) Accounting Treatment: Paragraph 6 of section III of the Scheme provides the details on 'Accounting Treatment'.

(l) Transferor Company Employee Stock Option Scheme: Paragraph 7 of section III of the Scheme provides the details on the treatment of the employee stock options granted to the employees of the Transferor Company following the consummation of the amalgamation.

Note: The above details are only salient features of the Scheme. Shareholders are requested to read the entire text of the Scheme which is enclosed as Annexure 2 to get fully acquainted with the provisions thereof.

1.5. Facts and details of relationship subsisting between Parties to the Scheme

The Transferor Company and the Transferee Company presently form part of the same promoter group.

1.6. Board approvals

(a) The Board of Directors of the Transferor Company at its Meeting held on February 29, 2024 by unanimous resolution approved the Scheme. The names of the directors who attended the meeting and their manner of voting are set out below:

Sl. No.	Name of Director	Voted in favour / against / did not participate or vote
1.	Anil Kumar Chanana	Voted in favour
2.	Bhaskar Vemban Iyer	Voted in favour
3.	Abhijit Mukherjee	Voted in favour

(b) The Board of Directors of the Transferee Company at its meeting held on February 29, 2024 by unanimous resolution approved the Scheme. The names of the directors who attended the meeting and their manner of voting are set out below:

Sl. No.	Name of Director	Voted in favour / against / did not participate or vote
1.	Vaidheesh Annaswamy	Voted in favour
2.	Matangi Gowrishankar	Voted in favour
3.	Vinod Rao	Voted in favour
4.	Kumarapuram Gopalakrishnan Ananthakrishnan	Voted in favour

1.7. Material Interest of Directors, Debenture Trustee, KMP and their relatives

(a) None of the directors and KMPs of the Transferor Company and the Transferee Company, and their relatives, have any concern or interest in the Scheme, except to the extent of their shareholding, if any, in the said companies.

(b) Except for Mr. KG Ananthakrishnan, a director of the Transferee Company who holds 118 (one hundred and eighteen) equity shares in the Transferee Company, none of the directors of either of the Transferor Company and / or the Transferee Company hold any shares in either of Transferor Company and / or the Transferee Company. In addition, Dr. Venkata Naga Kali Vara Prasada Raju, Managing Director and Chief Executive Officer of the Transferor Company has been granted employee stock options by the Transferor Company. Mr. Himanshu Agarwal, Chief Financial Officer of the Transferee Company, has been granted employee stock options by the Transferee Company. None of the stock options granted to them by the respective companies have been exercised as on date.

(c) None of the directors and KMPs of the said companies and their relatives hold more than 2% (two percent) of the paid-up share capital of the Transferee Company. Further, none of them hold any shares in the Transferor Company.

(d) The Transferor Company and the Transferee Company have neither issued any debentures nor taken any public deposits. Hence, there are no debenture holders, debenture trustees, depositors and deposit trustees.

1.8. <u>Effect of the Scheme on the stakeholders</u>

The effect of the Scheme on various stakeholders is summarised below:

(a) *Shareholders, KMPs, Promoter and Non-Promoter Shareholders*

The effect of the Scheme on the shareholders, KMPs, promoter and non-promoter shareholders of the Transferor Company and the Transferee Company is given in the reports adopted by the respective Board of Directors of the said companies at their meetings held on February 29, 2024, pursuant to the provisions of Section 232(2)(c) of the Act. The said reports are enclosed as **<u>Annexure 7</u>**.

(b) *Directors*

(i) The directors or KMPs of the Transferor Company or their relatives do not have any interest in the Scheme, financially or otherwise, except as shareholders or employees of the Transferor Company, where applicable. The interests of the directors and KMPs of the Transferor Company are not adversely affected on account of the Scheme; and in addition, the eligible directors and KMPs as employees of the Transferor Companies will be granted employee stock options by the Transferee Company in lieu of the options held by such employees in the Transferor Company, pursuant to the Scheme and in accordance with the Share Exchange Ratio.

(ii) The directors or KMPs of the Transferee Company or their relatives do not have any interest in the Scheme, financially or otherwise, except as shareholders of the Transferee Company, where applicable. The interests of the directors and KMPs of the Transferee Company are not adversely affected on account of the proposed amalgamation pursuant to the Scheme.

(c) *Employees*

(i) On the Scheme becoming effective, all the staff and employees of the Transferor Company who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, without any break or interruption in their services on terms and conditions which are overall no less favourable than those that were applicable to such employees immediately prior to such amalgamation, with the benefit of continuity of service as provided in paragraph 1.2(xii) of section III of the Scheme.

(ii) The Scheme will have no effect on the existing employees of the Transferee Company.

(d) *Creditors*

Under the Scheme, no arrangement or compromise is being proposed with the creditors (secured or unsecured) of the Transferor Company and the Transferee Company. The liability of the creditors of the Transferor Company and the Transferee Company, under the Scheme, is neither being reduced nor being extinguished.

(e) *Debenture holders, Debenture Trustees, Depositors and Deposit Trustees*

The Transferor Company and the Transferee Company have neither issued any debentures nor taken any public deposits. Hence, there are no debenture holders, debenture trustees, depositors and deposit trustees.

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

1.9. Treatment of physical shares of the Transferor Company with respect to the Scheme

Pursuant to paragraph 5.8 of section III of the Scheme, shareholders of the Transferor Company who presently hold shares in physical form will be required to provide the requisite details relating to his / her / its account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the Record Date (*as defined in the Scheme*) to enable the Transferee Company to issue shares in dematerialized form. However, if no such details have been provided to the Transferee Company by the equity shareholders holding equity shares of the Transferor Company in physical form on or before the Record Date, then such shares will be kept in an escrow account (i.e., demat suspense account) ("**Demat Suspense Account**") and will be credited to the respective depository participant accounts of such shareholders as and when the details of such shareholders account with the depository participant are intimated in writing to the Transferee Company, subject to such procedure being in accordance with, and permitted under the applicable law. As on the date of this notice, only 5 (five) shares of the Transferor Company held by 5 (five) shareholders are in physical form.

1.10. No investigation proceedings

There are no proceedings pending under Sections 210 to 227 of the Act against the Transferor Company and / or the Transferee Company.

1.11. Amounts due to unsecured creditors

The respective amounts due to unsecured creditors of Transferor Company and Transferee Company as on July 19, 2024 and July 22, 2024 respectively are as follows:

Sl. No.	Company	Amount (` in INR)
1.	Transferor Company	1,52,70,06,010
2.	Transferee Company	21,83,63,027

1.12. Summary of Valuation Report (including basis of valuation), Share Exchange Ratio Report and Fairness Opinion

(a) Suven appointed PwC Business Consulting Services LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), a Registered Valuer ("**PwC**") and Cohance appointed BDO Valuation Advisory LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103), a Registered Valuer ("**BDO**"), as independent valuers for recommendation of Share Exchange Ratio for the proposed amalgamation of Cohance into and with Suven. PwC and BDO are jointly referred to as the "**Valuers**".

(b) Both the valuers carried out the valuation independently and recommended the Share Exchange Ratio vide a joint valuation report dated February 29, 2024, which is enclosed as **Annexure 8**. In connection with this, a clarificatory response submitted by the Transferee Company pursuant to a query from the NSE is enclosed as **Annexure 8 – A.**

(c) The summary of the valuation report as submitted by the valuers is as under:

(i) The computation of the Share Exchange Ratio by PwC:

Valuation Approach	Suven		Cohance	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Cost/Asset Approach	86.24	0%	3.84	0%
Income Approach				
DCF method (i)	670.54	50%	25.86	50%
Market Approach				
Multiples method (ii)	663.65	25%	23.90	50%
Market Price method* (iii)	665.02	25%	NA	NA

Valuation Approach	Suven		Cohance	
	Value per share (INR)	**Weight**	**Value per share (INR)**	**Weight**
Relative Value per Share (Weighted Average of (i), (ii) and (iii))	667.44		24.88	
Share Exchange Ratio (Rounded)	**11:295**			

* Higher of 10 trading days volume weighted average price ('VWAP') or 90 trading days VWAP

(ii) The computation of the Share Exchange Ratio by BDO:

Valuation Approach	Suven		Cohance	
	Value per share (INR)	**Weight**	**Value per share (INR)**	**Weight**
Income Approach	694.25	50%	25.92	50%
Market Approach				
Market Price Method	665.02	25%	NA	NA
CCM Method	669.06	25%	24.89	50%
Asset Approach	NA	NA	NA	NA
Value per share	**680.64**		**25.40**	
Exchange Ratio (Rounded)	**11:295**			

(d) The valuers have considered commonly used and accepted valuation approaches (as under) in carrying out the valuation analysis and arriving at the valuation conclusion.

(i) **DCF Method**: The Income approach converts future amount (cashflows) to a single discounted amount. The valuation is determined based on the value indicated by current market expectations about those future amounts. Given the nature of businesses of Suven and Cohance, the valuers were provided with the projected financials for Suven and Cohance for arriving at income-based valuation using Discounted Cash Flow ("**DCF**") method.

(ii) **Market Price Method**: Valuation under market price method for Suven has been arrived at basis higher of 90 trading days volume weighted average price or 10 trading days volume weighted average price in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(iii) **<u>CCM Method</u>**: Under Comparable Companies Multiple ("**CCM**") method, the value of the equity shares of a company is determined on the basis of multiples derived from valuations of comparable companies. Considering the stage of operations of Suven and Cohance, nature of the industry and the current profitability status, the valuers considered Enterprise Value / Earnings before interest, taxes, depreciation and amortization ('EV / EBITDA') multiple of listed comparable companies.

Following set of comparable companies have been considered by PwC:

For Suven:

1	Neuland Laboratories Limited
2	Divi's Laboratories Limited
3	Syngene International Limited
4	Laurus Labs Limited

For Cohance:

1	Neuland Laboratories Limited
2	Divi's Laboratories Limited
3	Syngene International Limited
4	Laurus Labs Limited
5	Glenmark Life Sciences Limited
6	Concord Biotech Limited
7	Suven Pharmaceuticals Limited

Following set of comparable companies have been considered by BDO:

For Suven:

1	Divi's Laboratories Limited
2	Laurus Labs Limited
3	Neuland Laboratories Limited
4	Syngene International Limited

For Cohance:

1	Divi's Laboratories Limited
2	Laurus Labs Limited

3	Neuland Laboratories Limited
4	Suven Pharmaceuticals Limited

Based on the above comparable companies, the EV / EBITDA multiple considered for the valuation of Cohance was at a material discount to the EV / EBITDA multiple considered for valuation of Suven given:

- The nature of business of the two companies with Suven having superior EBITDA margin profile
- Cohance being an unlisted company and merits an illiquidity discount

(iv) The asset-based valuation technique is based on the underlying net assets of the business. This valuation approach is mainly used in cases where the firm does not meet the 'going concern' criteria or in cases where the assets dominate the earnings capability. In the current situation, the proposed merger is on the assumption that Cohance and Suven would merge as going concerns and an actual realization of the operating assets is not contemplated. Hence, no weights are applied to the Asset approach of the valuation.

(e) The Share Exchange Ratio has been arrived on the basis of value of equity shares of the Suven and Cohance based on the various approaches / methods explained above and detailed in the joint valuation report and is based on various qualitative factors relevant to each company and business dynamics of both the companies. The Valuers assigned appropriate weightages to DCF method, CCM method and Market Price method to recommend a Share Exchange Ratio for the amalgamation of Cohance into and with Suven as 11 equity shares of Suven of face value of INR 1 each fully paid up for every 295 equity shares of Cohance of face value of INR 10 each. For further details on the valuation in relation to the Scheme, please access to the following link: https://www.suvenpharm.com/pdf/Investors/ShareHoldersInfo/scheme-of-amalgamation/Summary%20working%20of%20proposed%20amalgamation.pdf.

(f) Suven appointed Kotak Mahindra Capital Company Limited ("**KMCC**"), an independent SEBI Registered Category I Merchant Banker (SEBI Registration No. INM000008704) to provide their independent opinion to its Board of Directors on the fairness of the Share Exchange Ratio recommended by the Valuers, from a financial point of view. KMCC submitted the Fairness Opinion dated February 29, 2024 on the fairness of the Share Exchange Ratio for the proposed amalgamation of Cohance into and with Suven. The said Fairness Opinion is enclosed as **Annexure 9**.

(g) The joint valuation report issued by the Valuers and the fairness opinion provided by KMCC were placed before the Board of Directors of Suven at its meeting held on February 29, 2024.

(h) Based on the above, the Share Exchange Ratio has accordingly been recommended as follows:

11 (Eleven) Transferee Company Shares, credited as fully paid-up equity shares of the face value of INR 1 (Indian Rupees One) each, for every 295 (Two Hundred and Ninety Five) fully paid-up equity shares of the face value of INR 10 (Indian Rupees Ten) each held by such member in the Transferor Company.

(i) The Audit Committee of Suven at its respective meeting held on February 29, 2024 have recommended the Scheme, including the Share Exchange Ratio, after taking into consideration, *inter alia*, the cost benefit analysis of the Scheme, the fairness opinion (mentioned in sub-paragraph (f) above) and joint valuation report (mentioned in sub-paragraph (b) above).

(j) The independent directors committee of Suven at its Meeting held on February 29, 2024 have also recommended the Scheme.

1.13. <u>Shareholding and Capital Structure of the Transferee Company and the Transferor Company</u>

The shareholding pattern of the Transferor Company (pre-Scheme) and the Transferee Company (pre-Scheme and post-Scheme) for equity shares as on February 29, 2024 is enclosed herewith as **<u>Annexure 10</u>**. The pre-Scheme shareholding pattern of the Transferor Company shall stand cancelled and accordingly, there will be no post-Scheme shareholding pattern of the Transferor Company.

1.14. <u>Auditors' Certificates of conformity of accounting treatment in the Scheme with the Accounting Standards</u>

The Statutory Auditor of the Transferee Company has confirmed that the accounting treatment specified in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act.

1.15. <u>Details of assets, liabilities and revenue</u>

Details of assets, liabilities and revenue of the Transferee Company and the Transferor Company, both pre and post Scheme is enclosed herewith as **<u>Annexure 11</u>**.

1.16. <u>Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken</u>

Details of ongoing adjudication and recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Transferor Company, are enclosed herewith as **<u>Annexure 13</u>**.

1.17. <u>Approvals and intimations in relation to the Scheme</u>

(a) The Amalgamating Companies are in the process of obtaining other approvals and no objections from regulatory and / or government authorities, as required.

(b) The Scheme, if approved at this Meeting, will be subject to subsequent sanction of the Tribunal and such other approval(s), permission(s) and sanction(s) of regulatory or other authorities, as may be necessary.

(c) The Transferor Company confirms that the notice of the Scheme in the prescribed form is also being served on all the Authorities in terms of the Tribunal Order dated October 22, 2024.

1.18. Contracts or agreements entered by Transferor Company and the Transferee Company material to the compromise or arrangement

An indemnity letter agreement dated February 29, 2024 has been executed between Jusmiral Holdings Limited (promoter of Transferor Company) and the Transferee Company to record certain terms regarding indemnification of the Indemnified Party by the Indemnifying Party. A copy of such indemnity letter agreement has been enclosed as **Annexure 12**.

1.19. Inspection of Documents

In addition to the documents annexed hereto, copies of the following documents will be available for inspection through electronic mode on the Transferor Company's corporate website at www.cohance.com and also at the Registered Office of the Transferee Company between 10.00 a.m. to 2.00 p.m. on any working day up to the date of the Meeting, for which purpose Shareholders are required to send an e-mail to the Company Secretary at cs@cohance.com:

(a) Copy of the Scheme;

(b) Tribunal Order dated October 22, 2024 passed by the Tribunal in Company Application CA (CAA) /MB/138/2024;

(c) Memorandum and Articles of Association of the Transferor Company and the Transferee Company;

(d) Audited financial statements of the Transferee Company for the financial year ended March 31, 2024;

(e) Limited reviewed unaudited financial results of the Transferee Company for the quarter ended June 30, 2024;

(f) Audited financial statements of the Transferor Company for the financial year ended March 31, 2024;

(g) Audited financial statements of the Transferor Company for the quarter ended June 30, 2024;

(h) Certificates from the respective statutory auditors of the Transferor Company and the Transferee Company confirming that the accounting treatment specified in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;

(i) Joint valuation reports dated February 29, 2024 provided by: (i) PwC; and (ii) BDO.

(j) Fairness Opinion dated February 29, 2024, issued by KMCC;

(k) Net worth certificates of the Transferor Company and the Transferee Company as on March 31, 2024, both pre and post Scheme; and

(l) An indemnity letter agreement dated February 29, 2024 executed between Jusmiral Holdings Limited (promoter of Transferor Company) and the Transferee Company;

Shareholders can also obtain extract(s) from or copy(ies) of the documents listed above.

Based on the above, and considering the rationale and benefits, in the opinion of the Board of Directors, the Scheme will be of advantage to, beneficial and in the best interests of the companies and their respective shareholders, creditors, employees and other stakeholders, and the terms thereof are fair and reasonable. The Board of Directors of the Transferor Company recommends the Scheme for the approval of its Shareholders.

Sd/-
Mr. Sudhirkumar J Shrivastava
Chairperson appointed by
the Tribunal for the Meeting

Place: Mumbai
Dated: October 26, 2024

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH – III
C.A. (CAA). 138/(MB)/C-III/2024

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules thereunder;

And

In the Matter of **Scheme of Amalgamation** OF COHANCE LIFESCIENCES LIMITED (**First Applicant Company/ Transferor Company**) And SUVEN PHARMACEUTICALS LIMITED (**Second Applicant Company/ Transferee Company**) and their respective Shareholders (**Scheme**)

COHANCE LIFESCIENCES LIMITED *(formerly known as AI Pharmed Consultancy India Limited)*, a company incorporated under the Companies Act, 2013, having its registered office at 215 Atrium, C wing, 8th floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093
CIN: U24100MH2020PLC402958 *...First Applicant Company/ Transferor Company*

SUVEN PHARMACEUTICALS LIMITED, a Company incorporated under the provisions of Companies Act, 2013, having its registered office at 215 Atrium, C wing, 8th floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093
CIN: L24299MH2018PLC422236 *...Second Applicant Company/ Transferee Company*

(Hereinafter collectively referred to as 'the Applicant Companies')

Order pronounced on: **22.10.2024**

Coram:

SMT. LAKSHMI GURUNG, HON'BLE MEMBER (JUDICIAL)
SH. CHARANJEET SINGH GULATI, HON'BLE MEMBER (TECHNICAL)

Appearances:

For the Applicants:	Mr. Gaurav Joshi, Senior Counsel a/w Ms. Meghna Rajadhyaksha, Ms. Kriti Kalyani, Mr. Naman Kamdar and Ms. Anushka Bhardwaj i/b Shardul Amarchand Mangaldas & Co.

Per: ***SH. CHARANJEET SINGH GULATI, HON'BLE MEMBER (TECHNICAL)***

1. Heard the Ld. Counsel for the Applicant Companies.

2. The Counsel for the Applicant Companies states that the present Scheme is a Scheme of Amalgamation of COHANCE LIFESCIENCES LIMITED (**First Applicant Company/ Transferor Company**) and SUVEN PHARMACEUTICALS LIMITED (**Second Applicant Company/ Transferee Company**) and their respective shareholders (**Scheme**) under the provisions of sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.

3. The Board of Directors of the Applicant Companies have in their respective meetings held on 29.02.2024 passed board resolution to approve the Scheme.

4. The Appointed Date under the Scheme is the Effective Date or such other date as may be approved by the Board of the Applicant Companies. The Effective Date is defined as *"opening business hours of the first day of the month immediately succeeding the month in which the last of the conditions specified in Clause 8.1 of Section IV (General Terms and Conditions) of this Scheme are fulfilled, obtained or otherwise duly waived …"*.

5. **Nature of Business:**

5.1. The **First Applicant Company** is engaged, *inter alia,* in the business of-

i. end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients ("**APIs**") for innovator customers;

ii. manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies;

iii. manufacturing of specialty chemicals, including electronic chemicals; and

iv. undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

5.2. The **Second Applicant Company** is engaged engaged, *inter alia*, in the business of-

i. contract development, manufacturing and manufacturing process development of intermediates for innovator customers;

ii. manufacturing of specialty chemicals including agrochemicals;

iii. manufacturing of active pharmaceutical ingredients and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and

iv. process improvement services for both pharmaceutical and specialty chemicals companies.

Rationale of the Scheme:

6. The Counsel for the Applicant Companies submits that the proposed

Amalgamation would accomplish the following benefits –

a. *"Creation of a diversified contract development and manufacturing organization ("CDMO") leader from India with 3 (three) engines of growth: (i) pharmaceutical CDMO; (ii) specialty chemical CDMO; and (iii) API (including formulations), providing the ability to drive a relatively steady growth profile for the business. The proposed amalgamation will result in the Applicant / Transferee Company having end-to-end capabilities to service the entire lifecycle of a molecule for innovators from clinical development to commercialisation to post genericization for starting materials, intermediates and APIs. There are multiple examples of global contemporaries with similar end-to-end capabilities, business mix and service lines, who have demonstrated scaling up globally.*

b. *Following the proposed amalgamation, the Applicant / Transferee Company will continue to have the best-in-class industry leading financial metrics and will have significant benefits including but not limited to the ones stated below:*

   i. *Scale: It will become one of the leading diversified end-to-end CDMO players in India, and will have multiple benefits in terms of attracting quality talent, customers and investor base.*

   ii. *Customer relationships: It will benefit from the complementary set of customers and have l.5x deeper innovator relationships vs. standalone with broader capabilities.*

   iii. *Access to niche chemistry capabilities: It will have enhanced capabilities such as antibody drug conjugates, which can be leveraged to sell to innovator customers.*

   iv. *Access to best-in-class good manufacturing practices ("GMP") facilities: It will result in increased sales to its existing customers by gaining access to multiple GMP facilities which have been audited by the United States Food and Drug Administration (the "US FDA").*

   v. *Synergy Benefits: The proposed amalgamation will result in multiple synergy benefits that can help accelerate growth and improve margins, such as capabilities, revenue synergies, and cost synergies, thus creating value for the respective stakeholders of the Applicant Companies, and this Scheme is in the interest of the Applicant Companies and their respective stakeholders."*

7. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Companies as on 29.02.2024 are as under:

7.1. **First Applicant Company:**

Particulars	**Amount (Rs.)**
Authorised Share Capital: 3,49,35,36,930 Equity shares of Rs. 10/- each	34,93,53,69,300
6,40,200 compulsorily convertible preference shares of face value Rs. 100/- each	6,40,20,000
Total	**34,99,93,89,300**
Issued, Subscribed and Paid-up capital 3,39,46,62,519 equity shares of face value Rs. 10/- each	33,94,66,25, 190
Total	**33,94,66,25,190***

* 5,48,78,064 (Five Crores Forty Eight Lakhs Seventy Eight Thousand Sixty Four) employee stock options granted to the employees of the Transferor Company are unexercised as on 29th February, 2024 and only upto 50% of the said employee stock options granted to the employees of the Transferor Company may get exercised before the Effective Date (as defined in the Scheme), which may result in an increase in the issued and paid-up share capital of the Transferor Company.

7.2. **Second Applicant Company:**

Particulars	**Amount (Rs.)**
Authorised Share Capital: 40,00,00,000 Equity shares of Rs. 1/- each	40,00,00,000
Total	**40,00,00,000**
Issued, Subscribed and Paid-up capital 25,45,64,956 Equity Shares of Rs.1/- each fully paid up	25,45,64,956
Total	**25,45,64,956***

*65,94,308 employee stock options granted to the employees of the Transferee Company are unexercised as on 29th February, 2024 and may get exercised before the Effective Date, which may result in an increase in the issued and paid-up share capital of the Transferee Company.

8. Net worth Certificate of the Applicant Companies as of 31.03.2024:

Particulars	**Net Worth (in Rs. Crore)**
Transferor Company	1717.41
Transferee Company	2055.90

9. **Consideration**:

9.1. The amalgamation of the Transferor Company with the Transferee Company, as proposed in the Scheme, shall involve the reorganization of the share capital of the Transferor Company, as follows:

a. The authorized capital of the Transferor Company to the extent of 6,40,200 compulsorily convertible preference shares of face value of Rs.100 each, shall stand cancelled.

b. The authorized capital of the Transferor Company shall be reclassified and reorganized as 10 (ten) equity shares of Rs.1 (Indian Rupee One) each.

9.2. The share exchange ratio as set out in the Scheme, has been approved by the Board of Directors of the Transferor Company and Transferee Company after taking into consideration the joint valuation reports dated 29.02.2024 provided by: (i) PwC Business Consulting Services LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), and (ii) BDO Valuation Advisory LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103).

10. Transferee Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

11. It is submitted that the BSE has already issued letter dated 19.07.2024 granting no objection to the filing of the Scheme with this Tribunal. Similarly, the NSE has also issued letter dated 23.07.2024 granting no objection to the filing of the Scheme with this Tribunal.

12. **Meetings of the Equity Shareholders:**

12.1. There are ten (10) Equity Shareholders of the Transferor Company and out of which eight (8) Equity Shareholders holding 99.98% of the total paid up capital have given their respective Consent Affidavits. The remaining two shareholders are untraceable.

12.2. With regards to the Transferee Company being a public listed company, as on 19.07.2024 has 64,635 Equity Shareholders. The amalgamation of the Transferor Company with the Transferee Company, as proposed in the Scheme, shall result in the reorganization of the share capital of the Transferee Company as follows:

a. The authorized capital of the Transferor Company shall stand transferred to the Transferee Company, thereby raising the authorized capital of the Transferee Company by Rs.34,93,53,69,300 by way of addition of 34,93,53,69,300 equity shares of face value of Rs. 1 each.

b. Upon the Scheme coming into effect, the Transferee Company shall issue and allot to the shareholders of the Transferor Company, whose names are recorded in the register of members as a member of Transferor Company on Record Date, 11 (eleven) fully paid up equity shares of face value Rs.1 (Indian Rupee One) each for every 295 (Two Hundred and Ninety-Five) fully paid up equity shares of face value Rs.10 (Indian Rupees Ten) each.

c. The Transferee Company shall issue stock options to Eligible Employees taking into account the share exchange ratio and on the same terms and conditions (and which are not less favorable that those) provided in the Transferor Company and in a manner that the benefit of the options granted under the scheme of the Transferor Company are sufficiently transferred.

12.3. Accordingly, the Tribunal directs the meetings of the Equity Shareholders of both the Applicant Companies to be convened and held at a date and time as may be decided by the Chairperson in consultation with the Counsel for Applicant Companies for approving the proposed Scheme, through physical means or video conferencing and/ or other audio visual means in accordance with the Ministry of Corporate Affairs Circulars issued from time to time, subject to giving 30 days notice as per the provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

12.4. The e-voting facility, in case of meeting through video conferencing or other audio-visual means, for the Equity Shareholders of the Petitioner Companies shall be provided in compliance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange of India (SEBI) from time to time as permissible under the law.

12.5. **Mr. Sudhir Srivastava**, mobile no.: 9821928248, email: shrivastava.sudhir17@gmail.com) is hereby appointed as the Chairperson for the meetings. **Ms. Uma Mondal** (mobile: 9819147020, email: uma-mondal@yahoo.com) is hereby appointed as the Alternate Chairperson for the meetings. The Scrutinizer for the meetings shall be **Ms. Meghna Shah**, (mobile: 9870799499, email: meghna@shah3a.com).

12.6. The Applicant Companies shall pay an amount of Rs. 1,50,000/- to the Chairperson. The Alternate Chairperson and Scrutinizer shall be paid Rs. 75,000/- as remuneration.

12.7. The notice of the aforesaid meetings of the Equity Shareholders of the Applicant Companies shall be advertised in Form No. CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in two newspapers viz. "**Financial Express**" in English circulated in India and translation thereof in "**Navshakti**" in Marathi circulated in the State in which registered office of the Companies are situated, not less than 30 days before the date fixed for the meetings.

12.8. The Chairperson appointed for the aforesaid meetings to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson of the meetings shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meetings, including for deciding procedural questions that may arise at the aforesaid meetings or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meetings by any person(s).

12.9. The quorum for meeting of Equity Shareholders of the Applicant Companies shall be as per Section 103 of the Companies Act, 2013. If the quorum is not present within half an hour from the time appointed for the holding of the meeting, then the members present shall be the quorum.

12.10. The value of each shareholder of the Applicant Companies shall be in accordance with the books/register of the Applicant Companies or depository records and where the entries in the books/register/ depository records are disputed, the Chairperson of the meetings shall determine the value for the aforesaid meetings and his decision in that behalf would be final.

12.11. The Chairperson appointed for the meetings shall file an Affidavit not less than 7 (seven) days before the date fixed for the holding of meetings of Equity Shareholders of the Applicant Companies and do report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

12.12. The voting by authorized representative in case of body corporate be permitted, provided that authorization duly signed by the person entitled to attend and vote at the meetings is filed with the Applicant Companies at its Registered Office.

12.13. The Chairperson of the meetings of the Applicant Companies to report to this Tribunal, the result of the aforesaid meetings within 7 (Seven) days of the conclusion of the meetings of the Equity Shareholders and the said report shall be verified by his Affidavit.

13. **Meetings of the Secured Creditors:**

13.1. As on 19.07.2024, the Transferor Company has 6 (six) Secured Creditors to the tune of Rs.321,20,66,955 (Rupees Three Hundred and Twenty-One Crore Twenty Lakhs Sixty-Six Thousand Nine Hundred and Fifty-Five). The list of secured creditors duly certified by Chartered Accountant is annexed to the Application. 100% of the Secured Creditors of the Transferor Company have given their respective Consent Affidavits. These Consent Affidavits are annexed to the Company Scheme Application. Therefore, the Meeting of Secured Creditors of the Transferor Company is **dispensed with**.

13.2. As on 19.07.2024, the Transferee Company has 2 (two) Secured Creditor to the tune of Rs.1,65,200,000 (Rupees Sixteen Crores and Fifty-Two Lakhs). The list of secured creditors duly certified by Chartered Accountant is annexed to the Application. 100% of the Secured Creditors of the Transferee Company have given their respective Consent Affidavits. These Consent Affidavits are annexed to the Company Scheme Application. Therefore, the Meeting of the Secured Creditors of the Transferee Company is **dispensed with**.

14. **Meetings of the Unsecured Creditors:**

14.1. As on 19.07.2024, the Transferor Company has 1004 Unsecured Creditors to the tune of Rs.1,52,70,06,010 (Rupees One Hundred and Fifty -Two Crore Seventy Lakh Six Thousand and Ten). The list of unsecured creditors duly certified by Chartered Accountant is annexed to the Application. It is submitted that the Scheme does not propose any arrangement with the unsecured creditors of the Transferor Company under Section 230(1)(a) of the 2013 Act. The Scheme does not contemplate any variation in the rights of the unsecured creditors of the Transferor Company in any manner whatsoever. Further, in terms of the Scheme, the unsecured creditors of the Transferor Company are not affected as the assets of the Transferee Company, post amalgamation, will be far more than its liabilities and as such sufficient to discharge the liability towards the unsecured creditors.

14.2. Further, the net worth of the Transferor Company and Transferee Company as on 31.03.2024 which is Rs. 1717.41 crores and Rs. 2055.90 crores respectively, which is in excess of the value of unsecured creditors of the Transferor Company i.e. Rs.152.70 crores. In this regard, the Counsel seeks to place reliance on orders passed by this Tribunal in ***ADOR Fontech Limited, TP No. 1 of 2023*** and ***Dhruva Woollen Mills Private Limited, CA (CAA) No. 195 of 2023***. Accordingly, a meeting of the Unsecured Creditors of the Transferor Company be **dispensed with**.

14.3. Transferor Company is directed to issue notices to all the unsecured creditors. The notices shall be issued by Registered Post AD/ Speed Post AD and Email with the direction that they may submit their representation, if any, to this Tribunal and copies of such representation shall simultaneously be served upon the Transferor Company.

14.4. As on 22.07.2024, the Transferee Company has 208 Unsecured Creditors to the tune of Rs.21,83,63,027 (Rupees Twenty-One Crore Eighty-Three Lakh Sixty- Three Thousand and Twenty-Seven). The list of unsecured creditors duly certified by Chartered Accountant is annexed to the Application.

14.5. The Scheme does not propose any arrangement with the Unsecured Creditors of Transferee Company under Section 230(1)(a) of the 2013 Act. The Scheme does not contemplate any variation in the rights of the Unsecured Creditors of the Transferee Company in any manner. Further, in terms of the Scheme, the Unsecured Creditors of the Transferee Company are not affected as the assets of the Transferee Company, post amalgamation, will be far more than its liabilities and as such sufficient to discharge the liability towards the Unsecured Creditors of the Transferee Company. It is further submitted that the net worth of the Transferor Company and Transferee Company as on 31.03.2024 which is Rs.1717.41 crores and Rs.2055.90 crores respectively which is in excess of the value of unsecured creditors of the Transferee Company i.e. Rs. 21.83 crores. In this regard, the Counsel seeks to place reliance on orders passed by this Tribunal in ***ADOR Fontech Limited, TP No. 1 of 2023*** and ***Dhruva Woollen Mills Private Limited, CA (CAA) No. 195 of 2023.*** Accordingly, a meeting of the Unsecured Creditors of the Transferee Company be **dispensed with**.

14.6. The Transferee Company is directed to issue notices to all the unsecured creditors. The notices shall be issued by Registered Post AD/ Speed Post AD and Email with the direction that they may submit their representation, if any, to this Tribunal and copies of such representation shall simultaneously be served upon the Transferor Company.

15. The Applicant companies are directed to serve notices by Registered -AD/ Speed Post or by Hand Delivery and also by E-mail (whose mail-Ids are available with the Applicant company) along with copy of Scheme upon:

i. The Central Government, through Regional Director, Western Region, Ministry of Corporate Affairs;

ii. Jurisdictional Registrar of Companies;

iii. Concerned Income Tax Authorities within whose jurisdiction the Applicant Company's assessments are made;

iv. The Nodal Officer in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address: 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];

v. Jurisdictional Goods and Service Tax Department;

vi. SEBI (Securities and Exchange Board of India);

vii. NSE (National Stock Exchange);

viii. BSE (Bombay Stock Exchange);

ix. Official Liquidator, High Court, Bombay;

x. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Companies or their business; stating therein that they may submit their representations in relation to the Scheme, if any, to this Tribunal within 30 (thirty) days from the date of receipt of the said notice, with a copy thereof to the respective Applicant Companies. The Notice shall be served through by Registered Post-AD or Speed Post or Hand Delivery and by email along with a copy of Scheme.

16. The Applicant Companies shall host notices along with the copy of the Scheme on their respective websites, if any.

17. The Applicant Companies to file an affidavit of service within 10 (ten) working days after serving notice to all the regulatory authorities as stated above and report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

18. Ordered accordingly.

Sd/-

CHARANJEET SINGH GULATI
(MEMBER TECHNICAL)

Sd/-

LAKSHMI GURUNG
(MEMBER JUDICIAL)

(Saayli, LRA)

SCHEME OF AMALGAMATION

BETWEEN

COHANCE LIFESCIENCES LIMITED
(Transferor Company)

AND

SUVEN PHARMACEUTICALS LIMITED
(Transferee Company)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICALBE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER)

SUVEN PHARMACEUTICALS LIMITED * HYD *

SECTION I | INTRODUCTION

1. WHEREAS:

1.1 **COHANCE LIFESCIENCES LIMITED** (*formerly known as AI Pharmed Consultancy India Limited*) (the "**Transferor Company**"), is a public limited company incorporated under the Companies Act, 2013, having its registered office at 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093, India, with permanent account number AATCA6388H and corporate identity number U24100MH2020PLC402958. The Transferor Company was incorporated on July 6, 2020. The Transferor Company is, *inter alia*, engaged in the business of: (i) end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients ("**APIs**") for innovator customers; (ii) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (iii) manufacturing of specialty chemicals, including electronic chemicals; and (iv) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

1.2 **SUVEN PHARMACEUTICALS LIMITED** (the "**Transferee Company**"), is a public limited company incorporated under the Companies Act, 2013, having its registered office at 8-2-334, Sde Serene Chambers, 3rd Floor Avenue 7, Road No. 5, Banjara Hills, Hyderabad, Telangana, 500034, India[1], with permanent account number ABBCS1159F and corporate identity number L24299TG2018PLC128171. The Transferee Company was incorporated on November 6, 2018. The Transferee Company is, *inter alia*, engaged in the business of: (i) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (ii) manufacturing of specialty chemicals including agrochemicals; (iii) manufacturing of APIs and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and (iv) process improvement services for both pharmaceutical and specialty chemicals companies.

2. PREAMBLE

2.1 This Scheme (*as defined hereinafter*) seeks to amalgamate and consolidate the businesses of the Transferor Company with and into the Transferee Company (together, the "**Amalgamating Companies**") pursuant to the provisions of Section 2(1B) of the IT Act (*as defined hereinafter*), Sections 230 - 232 and other applicable provisions of the Act (*as defined hereinafter*), the SEBI Circular (*as defined hereinafter*), the Listing Regulations (*as defined hereinafter*) and Applicable Law (*as defined hereinafter*).

SUVEN PHARMACEUTICALS LIMITED * HYD *

[1] **Note**: The Regional Director has, vide order dated February 20, 2024, approved the shift of the registered office of the Transferee Company from the State of Telangana to the State of Maharashtra. The board of the Transferee Company has, at its meeting on February 29, 2024, approved the shift of its registered office to 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra, 400093, India. The Transferee Company is in the process of filing the requisite forms with the ROC, Mumbai to give effect to such shift of registered office.

2.2 The Board of Directors(s) of the Amalgamating Companies have resolved that the amalgamation of Transferor Company with and into the Transferee Company would be in the best interests of the Amalgamating Companies and their respective shareholders, creditors, employees and other stakeholders. Each of the Amalgamating Companies form part of the same shareholder group.

2.3 Upon the amalgamation of the Transferor Company with and into the Transferee Company pursuant to the Scheme becoming effective on the Effective Date (*as defined hereinafter*), the Transferee Company will issue New Equity Shares (*as defined hereinafter*) to the shareholders of the Transferor Company on the Record Date (*as defined hereinafter*), in accordance with the Share Exchange Ratio (*as defined hereinafter*) approved by the Board of Directors of each of the Amalgamating Companies and pursuant to Sections 230 - 232, and other relevant provisions of the Act in the manner provided for in this Scheme and in compliance with the provisions of the IT Act.

2.4 The amalgamation of the Transferor Company with the Transferee Company will be effective from the Appointed Date (*as defined hereinafter*).

2.5 This Scheme presented under Sections 230 - 232 of the Act for the amalgamation of the Transferor Company with the Transferee Company is divided into the following sections:

SECTION I: Deals with the overview of the Scheme and defined terms used in this Scheme.

SECTION II: Deals with the share capital details of each of the Transferor Company and the Transferee Company.

SECTION III: Deals with amalgamation of the Transferor Company with and into the Transferee Company and sets forth certain additional arrangements that form a part of this Scheme.

SECTION IV: Deals with the general terms and conditions applicable to this Scheme.

3. RATIONALE OF THE SCHEME

3.1 The Transferor Company is, *inter alia*, engaged in the business of: (i) end-to-end contract development and manufacturing of intermediates and APIs for innovator customers; (ii) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (iii) manufacturing of specialty chemicals, including electronic chemicals; and (iv) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

3.2 The Transferee Company is, *inter alia*, engaged in the business of: (i) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (ii) manufacturing of specialty chemicals including agrochemicals; (iii) manufacturing of APIs and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development

SUVEN PHARMACEUTICALS LIMITED * HYD *

services; and (iv) process improvement services for both pharmaceutical and specialty chemicals companies.

3.3 The proposed amalgamation will result in creating a diversified contract development and manufacturing organization (“**CDMO**”) leader from India with 3 (three) engines of growth: (i) pharmaceutical CDMO; (ii) specialty chemical CDMO; and (iii) API (including formulations), providing the ability to drive a relatively steady growth profile for the business.

3.4 The proposed amalgamation will result in the Transferee Company having end-to-end capabilities to service the entire lifecycle of a molecule for innovators from clinical development to commercialisation to post genericization for starting materials, intermediates and APIs. There are multiple examples of global contemporaries with similar end-to-end capabilities, business mix and service lines, who have demonstrated scaling up globally.

3.5 Following the proposed amalgamation, the Transferee Company will continue to have the best-in-class industry leading financial metrics, and will have significant benefits such as:

(i) *Scale*: It will become one of the leading diversified end-to-end CDMO players in India, and will have multiple benefits in terms of attracting quality talent, customers and investor base;

(ii) *Customer relationships*: It will benefit from the complementary set of customers and have 1.5x deeper innovator relationships vs. standalone with broader capabilities;

(iii) *Access to niche chemistry capabilities*: It will have enhanced capabilities such as antibody drug conjugates, which can be leveraged to sell to innovator customers; and

(iv) *Access to best-in-class good manufacturing practices (“**GMP**”) facilities*: It will result in increased sales to its existing customers by gaining access to multiple GMP facilities which have been audited by the United States Food and Drug Administration (the “**US FDA**”).

3.6 *Synergy Benefits*. The proposed amalgamation will result in multiple synergy benefits that can help accelerate growth and improve margins, as set forth below, thus creating value for the respective stakeholders of the Amalgamating Companies, and this Scheme is in the interest of the Amalgamating Companies and their respective stakeholders:

(i) *Capabilities*: The integration of the Transferor Company with the Transferee Company is expected to:

(a) provide a broader bouquet of chemistry and scientific capabilities across the entire platform including adding niche capabilities such as anti-drug conjugates and electronic chemicals to market to customers; and

(b) demonstrate scale to customers with a higher number of US FDA approved facilities and an increased ability to invest for customers.

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(ii) *Revenue Synergies*: The proposed amalgamation is intended to create revenue synergies, such as:

(a) Cross-sell: Potential for cross-sell to customers, leveraging Transferor Company capabilities to sell to Transferee Company customers (e.g. antibody drug conjugates platform technology), and for the Transferee Company to sell pharmaceutical CDMO intermediates to the Transferor Company's innovator customers;

(b) Lifecycle management: The opportunity for the management of the Transferor Company to support the Transferee Company's customers in lifecycle management of key molecules; and

(c) Backward integration: To create the ability for the Transferor Company to supply APIs for the Transferee Company's formulation customers.

(iii) *Cost Synergies*: The proposed amalgamation is intended to create cost synergies, such as:

(a) Procurement: Realize savings in common spend by sourcing material given the similar nature of business;

(b) General and administrative optimization: Optimize general and administrative costs across both platforms as the business scales; and

(c) Best-in-class cost management: Learning from each plant / facility on improving low-cost manufacturing.

3.7 The proposed amalgamation will result in sharing best practices across commercial, back-end and operational areas of the Amalgamating Companies.

4. DEFINITIONS

4.1 In this Scheme, unless inconsistent with the subject or context, the following expressions have the meanings as set out herein below:

"**Act**" means the (Indian) Companies Act, 2013, including any rule, regulation, notification, direction or order issued thereunder, in each case, as amended from time to time;

"**Amalgamating Companies**" has the meaning ascribed to such term in Clause 2.1 of Section I | (*Introduction*) of this Scheme;

"**Applicable Law**" means any applicable national, foreign, provincial, local or other law including applicable provisions of all: (i) constitutions, decrees, treaties, statutes, enactments, laws (including the common law), bye-laws, codes, notifications, rules, regulations, policies, guidelines, circulars, clearances, approvals, directions, directives, ordinances, administrative interpretation or orders of any Governmental Authority, statutory authority, court, Competent Authority; (ii) Permits; and (iii) orders, decisions, writs, injunctions, judgments, awards,

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administrative interpretation, and decrees of, or agreements with, any Governmental Authority (including, a recognized stock exchange) having jurisdiction over the Amalgamating Companies in each case having the force of law and that is binding or applicable to any of the Amalgamating Companies as may be in force from time to time;

"**Appointed Date**" means the Effective Date, or such other date as may be approved by the Board of the Amalgamating Companies;

"**Board of Directors**" **or** "**Board**" in relation to the Amalgamating Companies means their respective board of directors, and unless it is repugnant to the context or otherwise, includes any committee of directors or any person authorised by the board of directors or by such committee of directors;

"**BSE**" means BSE Limited;

"**Capital Reserve**" means the capital reserve arising out of the amalgamation in the books of the Transferee Company in the form of surplus or deficit, as mentioned in Section III | 6.1(v) of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of the Scheme and not being considered as a free reserve for the purposes of declaring dividends or undertaking buyback of shares;

"**CDMO**" has the meaning ascribed to it in Clause 3.3(i) of Section I | (*Introduction*) of this Scheme;

"**Competent Authority**" means the relevant National Company Law Tribunal, which has the jurisdiction in relation to the Transferor Company and the Transferee Company, respectively;

"**Effective Date**" means the opening business hours of the first day of the month immediately succeeding the month in which the last of the conditions specified in Clause 8.1 of Section IV (*General Terms and Conditions*) of this Scheme are fulfilled, obtained or otherwise duly waived. References in this Scheme to "coming into effect of this Scheme" or "effectiveness of the Scheme" or "effect of the Scheme" or "upon the Scheme becoming effective," shall mean the "Effective Date";

"**Eligible Employees**" means the employees of the Transferor Company, who are entitled to the Transferor Company Option Scheme established by the Transferor Company, to whom, as on the Effective Date, options of the Transferor Company have been granted, irrespective of whether the same are vested or not;

"**Encumbrance**" means: (i) any encumbrance including, without limitation, any claim, mortgage, negative lien, pledge, equitable interest, charge (whether fixed or floating), hypothecation, lien, deposit by way of security, security interest, trust, guarantee, commitment, assignment by way of security, or other encumbrances or security interest of any kind securing or conferring any priority of payment in respect of any obligation of any person and includes without limitation any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security in each case under any law, contract or otherwise, including any option or right of pre-emption, public right, common right, easement rights, any attachment, restriction on use, transfer, receipt

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of income or exercise of any other attribute of ownership, right of set-off and/ or any other interest held by a third party; (ii) any voting agreement, conditional sale contracts, interest, option, right of first offer or transfer restriction; (iii) any adverse claim as to title, possession or use; and / or (iv) any agreement, conditional or otherwise, to create any of the foregoing, and the term 'encumber' shall be construed accordingly;

"**Governmental Authority**" means: (i) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, tribunals, central bank, commission or other authority thereof; (ii) any governmental, quasi-governmental or private body, self-regulatory organisation, or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, statutory, licensing, competition, tax, importing, exporting or other governmental or quasi-governmental authority including without limitation, the Department of Pharmaceuticals, SEBI and the recognized stock exchanges; and (iii) the Competent Authority;

"**IT Act**" means the (Indian) Income-tax Act, 1961, and includes all amendments or statutory modifications thereto or re-enactments thereof and the rules made thereunder, for the time being in force;

"**Indian Accounting Standards**" means the applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 and shall include any statutory modifications, re-enactments or amendments thereof;

"**Input Tax Credit**" means the central value added tax (CENVAT) credit as defined under the CENVAT Credit Rules, 2004 and the goods and services tax input credit as defined in Central Goods & Service Tax Act, 2017 ("**CGST**"), Integrated Goods & Service Tax Act, 2017 ("**IGST**") and respective State Goods & Service Tax laws ("**SGST**") and any other tax credits under any indirect tax law (including Goods & Services Tax Rules/ Act) for the time being in force;

"**Listing Regulations**" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and includes all amendments or statutory modifications thereto or re-enactments thereof;

"**New Equity Shares**" has the meaning given to it in Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme;

"**NSE**" means the National Stock Exchange of India Limited;

"**Permits**" means all consents, licences, permits, certificates, permissions, authorisations, clarifications, approvals, clearances, confirmations, declarations, waivers, exemptions, registrations, filings, no objections, whether governmental, statutory or regulatory, including application(s) for renewal thereof, as required under Applicable Law;

"**Record Date**" means the date to be fixed by the Board of Directors of the Transferee Company after mutual agreement on the same between the Transferee Company and the Transferor

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Company, for the purpose of determining the shareholders of the Transferor Company to whom the New Equity Shares will be allotted pursuant to this Scheme;

"**Registered Valuer**" means a person registered as a valuer in terms of Section 247 of the Act;

"**Registrar of Companies**" **or** "**RoC**" means the relevant Registrar of Companies, having jurisdiction over the Transferor Company and the Transferee Company respectively;

"**Scheme**" **or** "**the Scheme**" **or** "**this Scheme**" means this scheme of amalgamation pursuant to Sections 230 - 232 and other relevant provisions of the Act, read with the SEBI Circular, with such modifications and amendments as may be made from time to time, with the appropriate approvals and sanctions of the Competent Authority and other relevant Governmental Authorities, as may be required under the Act and under all other Applicable Laws;

"**SEBI**" means the Securities and Exchange Board of India;

"**SEBI Circular**" means the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by SEBI, and includes all amendments or statutory modifications thereto or re-enactments thereof;

"**Share Exchange Ratio**" has the meaning given to it in Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme;

"**Stock Exchanges**" means collectively, BSE and NSE;

"**Transferee Company**" has the meaning ascribed to it in Clause 1.2 of Section I | (*Introduction*) of this Scheme;

"**Transferee Company Shares**" means the fully paid up equity shares of the Transferee Company, each having a face value of INR 1 (Indian Rupees One) and one (1) vote per equity share;

"**Transferor Company**" has the meaning ascribed to it in Clause 1.1 of Section I (*Introduction*) of this Scheme and, notwithstanding anything to the contrary in this Scheme shall include:

(i) all assets, whether moveable or immovable, whether tangible or intangible, whether leasehold or freehold, equipment, including without limitation all rights, title, interests, claims, covenants and undertakings of the Transferor Company in such assets;

(ii) all investments, receivables, loans, security deposits and advances extended, earnest monies, advance rentals, payments against warrants, if any, or other rights or entitlements, including without limitation accrued interest thereon, of the Transferor Company;

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(iii) all debts, borrowings and liabilities, whether present or future, whether secured or unsecured, if any, availed by the Transferor Company;

(iv) all permits, rights, entitlements, licenses, approvals (including licenses and approvals from any Governmental Authority), grants, allotments, recommendations, clearances and tenancies of the Transferor Company;

(v) all contracts, agreements, licenses, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, bids, letters of intent, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, service agreements, sales orders, purchase orders, operation and maintenance compliance, equipment purchase agreements or other instruments of whatsoever nature to which the Transferor Company is a party, and other assurances in favour of the Transferor Company or powers or authorisations granted by or to it;

(vi) all insurance policies;

(vii) any and all of its staff and employees, who are on its payrolls, including those employed at its offices and branches, employees/personnel engaged on contract basis and contract labourers and interns / trainees, as are primarily engaged in or in relation to the business, activities and operations carried on by the Transferor Company, including liabilities of the Transferor Company, with regard to their staff and employees, with respect to the payment of gratuity, superannuation, pension benefits and provident fund or other compensation or benefits, if any, whether in the event of resignation, death, retirement, retrenchment or otherwise, in terms of its license, at its respective offices, branches or otherwise, and any other employees/personnel and contract labourers and interns / trainees hired by the Transferor Company as on the Effective Date;

(viii) rights of any claim not made by the Transferor Company in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or scheme made by the Governmental Authority, and in respect of carry forward of un-absorbed losses and unabsorbed tax depreciation, deferred revenue expenditure, rebate, incentives, benefits, tax credits, minimum alternate tax, etc., under the IT Act, sales tax, value added tax, custom duties and good and service tax or any other or like benefits under Applicable Law;

(ix) any and all of the advance monies, earnest monies, margin money and/or security deposits, payment against warrants or other entitlements, as may be lying with them, including but not limited to the deposits from members, investor's service fund and investor protection fund;

(x) all books, records, files, papers, engineering and process information, application software, software licenses (whether proprietary or otherwise), test reports, computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, lists of present and former borrowers, lenders and suppliers including service providers, other borrower information, customer credit information, customer/supplier pricing information, and all other books and records, whether in physical or electronic form;

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(xi) amounts claimed by the Transferor Company whether or not so recorded in the books of account of the Transferor Company from any Governmental Authority, under any law, act or rule in force, as refund of any tax, duty, cess, or of any excess payment;

(xii) all registrations, trademarks, trade names, computer programmes, websites, manuals, data, service marks, copyrights, patents, designs, domain names, applications for trademarks, trade names, service marks, copyrights, designs and domain names exclusively used by or held for use by the Transferor Company in the business, activities and operations carried on by the Transferor Company; and

(xiii) all rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and all other rights and interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company;

"**Transferee Company Option Scheme**" has the meaning ascribed to it in Clause 7 of Section III (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme;

"**Transferor Company Option Scheme**" has the meaning ascribed to it in Clause 7 of Section III (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme; and

"**Trustee**" has the meaning ascribed to it in Clause 5.6 of Section III (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme.

5. INTERPRETATION

5.1 Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the IT Act, the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992 (including the regulations made thereunder), the Depositories Act, 1996 and other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory modification or re-enactment thereof, from time to time. In particular, wherever reference is made to the Competent Authority in this Scheme, the reference would include, if appropriate, reference to the Competent Authority or such other forum or authority, as may be vested with any of the powers of the Competent Authority under the Act and/or rules made thereunder.

5.2 In this Scheme, unless the context otherwise requires:

(i) references to “persons” shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;

(ii) the headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are inserted for ease of reference only and shall not form part of the operative provisions of this Scheme and shall not affect the construction or interpretation of this Scheme;

(iii) words in the singular shall include the plural and vice versa;

(iv) words “include” and “including” are to be construed without limitation;

(v) terms “hereof”, “herein”, “hereby”, “hereto” and derivative or similar words shall refer to this entire Scheme or specified Clauses of this Scheme, as the case may be;

(vi) a reference to “writing” or “written” includes typing, and other means of reproducing words in a visible form including e-mail;

(vii) reference to any agreement, contract, document or arrangement or to any provision thereof shall include references to any such agreement, contract, document or arrangement as it may, after the date hereof, from time to time, be amended, supplemented or novated;

(viii) reference to the Section, Annexure or Clause shall be a reference to the Section, Annexure or Clause of this Scheme; and

(ix) references to any provision of law or legislation or regulation shall include: (a) such provision as from time to time amended, modified, re- enacted or consolidated (whether before or after the date of this Scheme) to the extent such amendment, modification, re-enactment or consolidation applies or is capable of applying to the transaction entered into under this Scheme and (to the extent liability there under may exist or can arise) shall include any past statutory provision (as amended, modified, re-enacted or consolidated from time to time) which the provision referred to has directly or indirectly replaced; and (b) all subordinate legislations (including circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation) made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated from time to time) and any retrospective amendment.

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SECTION II | SHARE CAPITAL DETAILS

1. SHARE CAPITAL OF THE TRANSFEROR COMPANY

1.1 The share capital of the Transferor Company as on February 29, 2024 is as under:

Particulars	Amount in Rupees
Authorised Capital	
3,49,35,36,930 equity shares of face value INR 10 each (Indian Rupees Ten each)	34,93,53,69,300
6,40,200 compulsorily convertible preference shares of face value INR 100 (Indian Rupees One Hundred) each	6,40,20,000
Total	34,99,93,89,300
Issued, Subscribed and Paid-up*	
3,39,46,62,519 equity shares of face value INR 10 each	33,94,66,25,190
Total	33,94,66,25,190

* 5,48,78,064 (Five Crores Forty Eight Lakhs Seventy Eight Thousand Sixty Four) employee stock options granted to the employees of the Transferor Company are unexercised as on February 29, 2024 and may get exercised before the Effective Date, which may result in an increase in the issued and paid-up share capital of the Transferor Company.

1.2 The equity shares of the Transferor Company are not listed on any stock exchanges.

2. SHARE CAPITAL OF THE TRANSFEREE COMPANY

2.1 The share capital of the Transferee Company as at February 29, 2024 is as under:

Particulars	Amount in Rupees
Authorised Capital	
40,00,00,000 equity shares of face value INR 1 each	40,00,00,000
Total	40,00,00,000
Issued, Subscribed and Paid-up*	
25,45,64,956 equity shares of face value INR 1 each	25,45,64,956
Total	25,45,64,956

* 65,94,308 employee stock options granted to the employees of the Transferee Company are unexercised as on February 29, 2024 and may get exercised before the Effective Date, which may result in an increase in the issued and paid-up share capital of the Transferee Company.

2.2 The equity shares of the Transferee Company are listed on the Stock Exchanges.

3. DATE OF TAKING EFFECT

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the Competent Authority or any other Governmental Authority shall be effective from the Appointed Date (including for all regulatory and IT Act purposes) but shall be operative from the Effective Date.

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SECTION III | AMALGAMATION OF THE TRANSFEROR COMPANY WITH AND INTO THE TRANSFEREE COMPANY

1. TRANSFER AND VESTING OF THE TRANSFEROR COMPANY WITH AND INTO THE TRANSFEREE COMPANY

1.1 With effect from the Appointed Date and upon this Scheme becoming effective, the Transferor Company along with all its present and future properties, assets, investments, borrowings, approvals, intellectual property rights, insurance covers or claims, records, licenses, rights, benefits, interests, employees, contracts, obligations, proceedings and liabilities, being integral parts of the Transferor Company shall stand transferred to and vest in or shall be deemed to have been transferred to and vested in the Transferee Company, as a going concern, without any further act, instrument or deed, together with all its present and future properties, assets, investments, borrowings, approvals, intellectual property rights, insurance covers or claims, records, licenses, rights, benefits, interests, employees, contracts, obligations, proceedings, liabilities, rights, benefits and interest therein, subject to the provisions of this Scheme, in accordance with Sections 230 - 232 of the Act, the IT Act and Applicable Law if any, in accordance with the provisions contained herein.

1.2 Without prejudice to the generality of the above and to the extent applicable, unless otherwise stated herein, upon this Scheme becoming effective and with effect from the Appointed Date:

(i) all immovable properties of the Transferor Company, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto, shall be vested in and / or be deemed to have been vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company and / or the Transferee Company. The Transferee Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent, charges and taxes and fulfil all obligations in relation to or applicable to such immovable properties. From the Effective Date, and with effect from the Appointed Date, the title of the immovable properties of the Transferor Company (if any) shall be deemed to have been mutated and recognised as that of the Transferee Company and the mere filing of the vesting order of the Competent Authority sanctioning this Scheme with the appropriate registrar and sub-registrar of assurances shall suffice as record of the Transferee Company's title to such immovable properties pursuant to this Scheme coming into effect and shall constitute a deemed mutation and substitution thereof. The relevant authorities shall grant all clearances / permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with Applicable Law. The Transferee Company shall in pursuance of the vesting order of the Competent Authority be entitled to the delivery and possession of all documents of title in respect of such immovable property, if any, in this regard. Notwithstanding anything contained in this Scheme, with respect to the immovable properties of the Transferor Company in the nature of land and buildings situated in states other than the state of Maharashtra, whether owned or

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leased, for the purpose of payment of stamp duty and vesting in the Transferee Company, if the Transferee Company so decides, the respective parties, on or before the Effective Date, may execute and register or cause to be executed and registered, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Transferee Company in respect of such immovable properties. Each of the immovable properties, only for the purposes of the payment of the stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value determined in accordance with Applicable Laws. The transfer of immovable properties shall form an integral part of this Scheme;

(ii) all assets of the Transferor Company, that are movable in nature or are otherwise capable of being transferred by physical or constructive delivery and / or, by endorsement and delivery, or by vesting and recordal, including without limitation equipment, furniture, fixtures, books, records, files, papers, computer programs, engineering and process information, manuals, data, production methodologies, production plans, catalogues, quotations, websites, sales and advertising material, marketing strategies, list of present and former customers, customer credit information, customer pricing information, and other records, whether in physical form or electronic form or in any other form, shall stand vested in the Transferee Company, and shall become the property and an integral part of the Transferee Company, by operation of law pursuant to the vesting order of the Competent Authority sanctioning this Scheme, without any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery, or by vesting and recordal, as appropriate to the property being vested and the title to such property shall be deemed to have been transferred accordingly to the Transferee Company;

(iii) all other movable properties of the Transferor Company, including investments in shares and any other securities, sundry debtors, actionable claims, earnest monies, receivables, bills, credits, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits (including deposits from members), if any, with government, semi-government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, become the property of the Transferee Company, and the same shall also be deemed to have been transferred by way of delivery of possession of the respective documents in this regard. It is hereby clarified that investments, if any, made by Transferor Company and all the rights, title and interest of the Transferor Company in any leasehold properties shall, pursuant to Section 232 of the Act and the provisions of this Scheme, without any further act or deed, be transferred to and vested in and / or be deemed to have been transferred to and vested in the Transferee Company;

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(iv) all incorporeal or intangible assets of the Transferor Company or granted to the Transferor Company shall stand vested in and transferred to the Transferee Company and shall become the property and an integral part of the Transferee Company, by operation of law pursuant to the vesting order of the Competent Authority sanctioning this Scheme, without any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company;

(v) the transfer and vesting of movable and immovable properties as stated above, shall be subject to Encumbrances, if any, affecting the same;

(vi) all Encumbrances, if any, existing prior to the Effective Date over the assets of the Transferor Company which secure or relate to any liability, shall, after the Effective Date, without any further act, instrument or deed, continue to be related and attached to such assets or any part thereof to which they related or were attached prior to the Effective Date and as are transferred to the Transferee Company. Provided that if any assets of the Transferor Company have not been Encumbered in respect of the liabilities, such assets shall remain unencumbered, and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Transferee Company. The secured creditors of the Transferee Company and / or other holders of security over the properties of the Transferee Company shall not be entitled to any additional security over the properties, assets, rights, benefits and interests of the Transferor Company and therefore, such assets which are not currently Encumbered shall remain free and available for creation of any security thereon in future in relation to any current or future indebtedness of the Transferee Company. The absence of any formal amendment which may be required by a lender or trustee or any third party shall not affect the operation of the foregoing provisions of this Scheme;

(vii) all debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured (including rupee, foreign currency loans, time and demand liabilities, undertakings and obligations of the Transferor Company), of every kind, nature and description whatsoever and howsoever arising, whether provided for or not in the books of account or disclosed in the balance sheets of the Transferor Company shall be deemed to be the debts, liabilities, contingent liabilities, duties, and obligations of the Transferee Company, and the Transferee Company shall, and undertakes to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. All loans raised and used and all debts, duties, undertakings, liabilities and obligations incurred or undertaken by the Transferor Company after the Appointed Date and prior to the Effective Date, shall also be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and, to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme, pursuant to the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed shall stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company and shall become the debt, duties, undertakings, liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same;

(viii) all estates, assets, rights, title, claims, interest, investments and properties of the Transferor Company as on the Appointed Date, whether or not included in the books of the Transferor Company, and all assets, rights, title, interest, investments and

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properties, of whatsoever nature and wherever situate, which are acquired by the Transferor Company on or after the Appointed Date but prior to the Effective Date, shall be deemed to be and shall become the assets and properties of the Transferee Company;

(ix) all contracts, agreements, licences, leases, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, letters of agreed points, letters of intent, arrangements, undertakings, whether written or otherwise, deeds, bonds, agreements, schemes, arrangements and other instruments to which the Transferor Company is a party, or to the benefit of which, the Transferor Company may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed continue in full force and effect on, against or in favour of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligor thereto. If the Transferee Company enters into and / or issues and / or executes deeds, writings or confirmations or enters into any tripartite arrangements, confirmations or novations, the Transferor Company will, if necessary, also be party to such documents in order to give formal effect to the provisions of this Scheme, if so required. In relation to the same, any procedural requirements required to be fulfilled solely by the Transferor Company (and not by any of its successors), shall be fulfilled by the Transferee Company as if it is the duly constituted attorney of the Transferor Company;

(x) any pending suits / appeals, all legal, taxation or other proceedings including before any statutory or quasi-judicial authority or tribunal or other proceedings of whatsoever nature relating to the Transferor Company, whether by or against the Transferor Company, whether pending on the Appointed Date or which may be instituted any time in the future, shall not abate, be discontinued or in any way prejudicially affected by reason of the amalgamation of the Transferor Company or of anything contained in this Scheme, but the proceedings shall continue and any prosecution shall be enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued, prosecuted and / or enforced by or against the Transferor Company, as if this Scheme had not been implemented;

(xi) the Transferee Company shall be entitled to operate all bank accounts, realise all monies and complete and enforce all pending contracts and transactions in the name of the Transferor Company to the extent necessary until the transfer of the rights and obligations of the Transferor Company to the Transferee Company under the Scheme is formally accepted and completed by the parties concerned. For avoidance of doubt, it is hereby clarified that all cheques and other negotiable instruments, payment orders received and presented for encashment which are in the name of the Transferor Company after the Effective Date, shall be accepted by the bankers of the Transferee Company and credited to the accounts of the Transferee Company, if presented by the Transferee Company. Similarly, the banker of the Transferee Company shall honour all cheques issued by the Transferor Company for payment after the Effective Date;

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(xii) all the staff and employees of the Transferor Company who are in such employment as on the Effective Date shall become, and be deemed to have become, the staff and employees of the Transferee Company, without any break or interruption in their services on terms and conditions which are overall no less favourable than those that were applicable to such employees immediately prior to such amalgamation, with the benefit of continuity of service. It is clarified that such employees of the Transferor Company who become employees of the Transferee Company by virtue of this Scheme, shall be governed by the terms of employment of the Transferee Company (including in connection with provident fund, gratuity fund, superannuation fund or any other special fund or obligation), provided that such terms of employment of the Transferee Company are overall no less favourable than those that were applicable to such employees immediately before such amalgamation. The Transferee Company further agrees that for the purpose of payment of any retirement benefit / compensation, such immediate uninterrupted past services with the Transferor Company, shall also be taken into account. With regard to provident fund, gratuity, superannuation, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees of the Transferor Company, the Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever, upon this Scheme becoming effective, including with regard to the obligation to make contributions to relevant authorities, such as the regional provident fund commissioner or to such other funds maintained by the Transferor Company, in accordance with the provisions of Applicable Laws or otherwise. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to the transferred employees and the services of all the transferred employees of the Transferor Company for such purpose shall be treated as having been continuous. In addition, upon this Scheme coming into effect on the Effective Date and with effect from the Appointed Date, any prosecution or disciplinary action initiated, pending or contemplated against and any penalty imposed in this regard on any employee forming part of the Transferor Company shall be continued/ continue to operate against the relevant employee and the Transferee Company shall be entitled to take any relevant action or sanction, without any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company;

(xiii) with regard to any provident fund, gratuity fund, pension, superannuation fund or other special fund created or existing for the benefit of such employees of the Transferor Company, it is the aim and intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Company in relation to such schemes or funds shall become those of the Transferee Company. Upon the Scheme becoming effective: (a) all contributions made to such funds by the Transferor Company on behalf of such employees shall be deemed to have been made on behalf of the Transferee Company, and shall be transferred to the Transferee Company, the relevant authorities or the funds (if any) established by the Transferee Company, as the case may be; and (b) all contributions made by such employees, including interests / investments (which are referable and allocable to the employees transferred), shall be transferred to the Transferee Company, the relevant authorities or the funds (if any) established by the Transferee Company, as the case may be. Upon the Scheme becoming effective, the

Transferee Company shall stand substituted for the Transferor Company for all purposes whatsoever relating to the obligation to make contributions to the said funds in accordance with the provisions of such schemes or funds in the respective trust deeds or other documents, by operation of law pursuant to the vesting order of the Competent Authority sanctioning this Scheme, without any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company. It is clarified that the services of all employees of the Transferor Company transferred to the Transferee Company will be treated as having been continuous and uninterrupted for the purpose of the aforesaid schemes or funds. Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to: (a) retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Company; or (b) merge the pre-existing fund of the Transferor Company with other similar funds of the Transferee Company;

(xiv) the Transferee Company agrees that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits, the past services of the employees with the Transferor Company, if any, as the case may be, shall also be taken into account, and agrees and undertakes to pay the same as and when payable;

(xv) all trademarks, trade names, service marks, copyrights, logos, corporate names, brand names, domain names and all registrations, applications and renewals in connection therewith, and software and all website content (including text, graphics, images, audio, video and data), trade secrets, confidential business information and other proprietary information shall stand transferred to and vested in the Transferee Company;

(xvi) all registrations, goodwill and licenses, appertaining to the Transferor Company, if any, shall transferred to and vested in the Transferee Company;

(xvii) all taxes (including but not limited to advance tax, tax deducted at source, minimum alternate tax, withholding tax, banking cash transaction tax, securities transaction tax, taxes withheld/paid in a foreign country, value added tax, sales tax, service tax, goods and services tax, customs, duties, etc.), including any interest, penalty, surcharge and cess, if any, payable by or refundable to the Transferor Company, including all or any refunds or claims shall be treated as the tax liability or refunds/claims, as the case may be, of the Transferee Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions etc., as would have been available to the Transferor Company, shall pursuant to this Scheme becoming effective, be available to the Transferee Company;

(xviii) all the benefits under the various incentive schemes and policies that the Transferor Company is entitled to, including tax credits, minimum alternate tax, benefit of carried forward losses, tax deferral, exemptions and benefits (including sales tax and service tax (including Input Tax Credit)), subsidies, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed by the Transferor Company and all rights or benefits that have accrued or which may accrue to the Transferor Company, whether on, before or after the Appointed Date, shall upon this Scheme becoming effective and with effect from the Appointed Date be transferred

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to and vest in the Transferee Company and all benefits, entitlements and incentives of any nature whatsoever, shall be claimed by the Transferee Company and these shall relate back to the Appointed Date as if the Transferee Company was originally entitled to all benefits under such incentive schemes and or policies; and

(xix) any and all Permits, including all statutory licenses or other licenses (including the licenses granted to the Transferor Company by any Governmental Authority for the purpose of carrying on its business or in connection therewith), no-objection certificates, permissions, registrations, approvals, consents, permits, quotas, easements, goodwill, entitlements, allotments, concessions, exemptions, advantages, or rights required to carry on the operations of the Transferor Company or granted to the Transferor Company shall stand vested in or transferred to the Transferee Company, by operation of law pursuant to the vesting order of the Competent Authority sanctioning this Scheme, without any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company. The benefit of all statutory and regulatory permissions, approvals and consents including without limitation statutory licenses, permissions, approvals or consents required to carry on the operations of the Transferor Company shall vest in and become available to the Transferee Company, without any further act, instrument or deed undertaken by the Transferor Company or the Transferee Company. It is hereby clarified that if the consent of any third party or Governmental Authority, if any, is required to give effect to the provisions of this Clause, the said third party or Governmental Authority shall make and duly record the necessary substitution/endorsement in the name of the Transferee Company pursuant to the sanction of this Scheme by the Competent Authority, and upon this Scheme becoming effective in accordance with the provisions of the Act and with the terms hereof. For this purpose, the Transferee Company shall file appropriate applications/documents with relevant authorities concerned for information and record purposes.

1.3 The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of the Transferor Company and to carry out or perform all such acts, formalities or compliances referred to above as may be required in this regard.

1.4 Without prejudice to the other provisions of this Scheme and notwithstanding the vesting of the Transferor Company into the Transferee Company by virtue of this Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme itself, the Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Applicable Law or otherwise, execute deeds (including deeds of adherence), confirmations or other writings or tripartite arrangements with any party to any contract or arrangement in relation to which the Transferor Company has been a party, including any filings with the regulatory authorities in order to give formal effect to the above provisions and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company, in its capacity as the successor entity of the Transferor Company. The Transferee Company will, if necessary, also be a party to the above.

1.5 With effect from the Effective Date, the Transferee Company shall carry on and shall be authorised to carry on the businesses of Transferor Company.

1.6 For the purpose of giving effect to the order passed under Sections 230 – 232 and other applicable provisions of the Act in respect of this Scheme by the Competent Authority, the Transferee Company shall, at any time, pursuant to the order on this Scheme, be entitled to get the records of the change in the legal right(s) upon the transfer of the Transferor Company, in accordance with the provisions of Sections 230 - 232 of the Act. The Transferee Company is and shall always be deemed to have been authorised to execute any pleadings, applications, forms etc., as may be required to remove any difficulties and carry out any formalities or compliance as are necessary for the implementation of this Scheme, pursuant to the sanction of this Scheme by the Competent Authority.

2. DISSOLUTION OF TRANSFEROR COMPANY

Upon this Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up and without any further act, instrument or deed.

3. CHANGES IN SHARE CAPITAL

3.1 **Re-organization of the authorised share capital of the Transferor Company**. Prior to this Scheme coming into effect, but subject to the receipt of the order from the Competent Authority approving this Scheme:

(i) *first*, the authorised share capital of the Transferor Company to the extent of 6,40,200 (Six Lakhs Forty Thousand and Two Hundred) compulsorily convertible preference shares of face value INR 100 (Indian Rupees One Hundred) each (the "**CCPS Authorised Share Capital**") shall stand cancelled without any further act or deed by the Transferor Company; and

(ii) *second*, the authorised share capital of the Transferor Company shall be reclassified and re-organized such that each equity share of the Transferor Company of INR 10 (Indian Rupees Ten) each shall be reclassified and reorganized as 10 (ten) equity shares of INR 1 (Indian Rupees One).

3.2 Each of the actions required to be undertaken in Clauses 3.1(i) and 3.1(ii) of this Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) shall be effected as integral part(s) of this Scheme and the consent of the Board and the shareholders of the Transferor Company to this Scheme shall be deemed sufficient for effecting the actions set forth in Clauses 3.1(i) and 3.1(ii) of this Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*). No further action under Sections 13, 61 (as applicable), 66 (as applicable) or any other provision of the Act shall be separately required nor shall any additional fees (including fees and charges to the relevant RoC) be payable by the Transferor Company for effecting the: (i) cancellation of the CCPS Authorised Share Capital; and (ii) the reclassification of the authorised share capital in accordance with Clause 3.1 of this Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company)*.

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3.3 **Consolidation of the authorised share capital of the Transferor Company with the authorised share capital of the Transferee Company**.

As an integral part of the Scheme and upon this Scheme becoming effective, and pursuant to the reclassification / reorganization of the authorised share capital of the Transferor Company in accordance with Clause 3.1 of this Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) above, the authorised share capital of the Transferor Company shall stand transferred to be amalgamated / combined with the authorised share capital of the Transferee Company. As a consequence, the authorised share capital of the Transferee Company as existing on the Effective Date shall stand enhanced by INR 34,93,53,69,300 (Indian Rupees Three Thousand Four Hundred Ninety Three Crore Fifty Three Lakhs Sixty Nine Thousand Three Hundred) by way of an addition of 34,93,53,69,300 (Three Thousand Four Hundred Ninety Three Crore Fifty Three Lakhs Sixty Nine Thousand Three Hundred) equity shares of face value of INR 1 (Indian Rupee One only) each, without any further act, instrument or deed undertaken by the Transferee Company. The fees or stamp duty, if any, paid by the Transferor Company on its authorised share capital shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital, and the Transferee Company shall not be required to pay any fee / stamp duty for the increase of the authorised share capital. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms with the relevant Registrar of Companies and no separate procedure or instrument or deed shall be required to be followed under the Act.

3.4 Clause V of the memorandum of association of the Transferee Company (relating to authorised share capital) shall, upon this Scheme becoming effective, and without any further act, instrument or deed, be altered, modified and amended pursuant to Sections 13, 14, 61, 62, 64 and other applicable provisions of the Act, to provide for an enhancement of the authorised share capital by INR 34,93,53,69,300 (Indian Rupees Three Thousand Four Hundred Ninety Three Crore Fifty Three Lakhs Sixty Nine Thousand Three Hundred) by way of an addition of 34,93,53,69,300 (Three Thousand Four Hundred Ninety Three Crore Fifty Three Lakhs Sixty Nine Thousand Three Hundred) equity shares of face value of INR 1 (Indian Rupee one only) each, without any further act, instrument or deed undertaken by the Transferee Company.

3.5 The approval of this Scheme by shareholders of the Transferee Company under Sections 230 to 232 of the Act, whether at a meeting or otherwise, or any dispensation of the same by the NCLT, shall be deemed to have been an approval under Sections 13, 61 and 64 or any other applicable provisions under the Act and no further resolution(s) would be required to be separately passed in this regard.

4. PAYMENT OF CONSIDERATION

4.1 Upon the coming into effect of this Scheme and in consideration of the amalgamation of the Transferor Company into the Transferee Company, the Transferee Company shall, without any further application, act or deed, issue and allot to the shareholders of the Transferor Company whose names are recorded in the register of members as a member of the Transferor Company on the Record Date (or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognised by the Board of the Transferee

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Company), 11 (Eleven) Transferee Company Shares, credited as fully paid-up equity shares of the face value of INR 1 (Indian Rupees One) each, for every 295 (Two Hundred and Ninety Five) fully paid-up equity shares of the face value of INR 10 (Indian Rupees Ten) each held by such member in the Transferor Company ("**Share Exchange Ratio**"). The Transferee Company Shares to be issued by the Transferee Company to the shareholders of the Transferor Company in accordance with this Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) shall be hereinafter referred to as "**New Equity Shares**".

4.2 The Share Exchange Ratio stated in Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme has been taken on record and approved by the Boards of each of the Transferor Company and Transferee Company after taking into consideration the joint valuation reports dated February 29, 2024 provided by: (i) PwC Business Consulting Services LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), a Registered Valuer; and (ii) BDO Valuation Advisory LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103), a Registered Valuer.

4.3 The Transferee Company had engaged Kotak Mahindra Capital Company Limited, as the merchant bankers to provide a fairness opinion on the Share Exchange Ratio adopted under the Scheme from a financial point of view. In connection with such engagement, Kotak Mahindra Capital Company Limited, has issued a fairness opinion dated February 29, 2024.

5. ISSUANCE MECHANICS

5.1 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, as the case may be, to effectuate such a transfer as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Company and in relation to the Transferee Company Shares issued by the Transferee Company, after the effectiveness of the Scheme. The Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in the Transferee Company on account of difficulties faced in the transition period.

5.2 Where New Equity Shares of the Transferee Company are to be allotted to heirs, executors or administrators, as the case may be, to successors of deceased equity shareholders or legal representatives of the equity shareholders of the Transferor Company, the concerned heirs, executors, administrators, successors or legal representatives shall be obliged to produce evidence of title satisfactory to the Board of the Transferee Company.

5.3 The New Equity Shares of the Transferee Company allotted and issued in terms of Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) above, shall be listed and / or admitted to trading on the BSE and NSE, in compliance of the SEBI Circular and other relevant provisions and subject to the Transferee Company obtaining the requisite approvals from all the relevant Governmental Authorities pertaining to the listing of the New Equity Shares of the Transferee Company. The Transferee Company

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shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with Applicable Laws for complying with the formalities of the Stock Exchanges.

5.4 The New Equity Shares of the Transferee Company to be allotted and issued to the shareholders of the Transferor Company as provided in Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) above shall be subject to the provisions of the memorandum and articles of association of the Transferee Company and shall rank *pari passu* in all respects with the then existing Transferee Company Shares after the Effective Date including with respect to dividends, voting rights and other corporate benefits attached to the equity shares of the Transferee Company.

5.5 The Transferee Company shall complete all formalities, as may be required, for allotment of the New Equity Shares to the shareholders of the Transferor Company as provided in this Scheme within thirty (30) days from the Effective Date. It is clarified that the issuance and allotment of the New Equity Shares by the Transferee Company to the shareholders of the Transferor Company as provided in the Scheme, is an integral part thereof and shall be deemed to have been carried out without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under Section 62 or any other applicable provisions of the Act, as may be applicable, and such other statues and regulations as may be applicable were duly complied with.

5.6 If any member of the Transferor Company becomes entitled to any fractional shares, entitlements or credit on the issue and allotment of the New Equity Shares by the Transferee Company in accordance with Clause 4.1 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) above, the Board of the Transferee Company shall consolidate all such fractional entitlements and shall round up the aggregate of such fractions to the next whole number and issue consolidated New Equity Shares to a trustee nominated by the Transferee Company (the "**Trustee**"), who shall hold such New Equity Shares with all additions or accretions thereto in trust for the benefit of the respective shareholders, to whom they belong and their respective heirs, executors, administrators or successors for the specific purpose of selling such equity shares in the market at such price or prices and on such time or times within ninety (90) days from the date of allotment, as the Trustee may in its sole discretion decide and on such sale, pay to the Transferee Company, the net sale proceeds (after deduction of applicable taxes and costs incurred) thereof and any additions and accretions, whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Company in proportion to their respective fractional entitlements.

5.7 The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the concerned regulatory authorities, including the NSE and the BSE, for the issue and allotment by the Transferee Company of the New Equity Shares to the members of the Transferor Company pursuant to the Scheme.

5.8 Subject to Applicable Laws, the New Equity Shares to be issued in terms of this Scheme shall be issued in dematerialized form. The register of members maintained by the Transferee Company and / or other relevant records, whether in physical or electronic form, maintained by

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the Transferee Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of the Transferor Company) be updated to reflect the issue of the New Equity Shares in terms of this Scheme. The shareholders of the Transferor Company who hold equity shares in the Transferor Company in physical form should provide the requisite details relating to his / her / its account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the Record Date to enable it to issue the New Equity Shares. However, if no such details have been provided to the Transferee Company by the equity shareholders holding equity shares of the Transferor Company in physical form on or before the Record Date, the Transferee Company shall deal with the relevant equity shares in such manner as may be permissible under the Applicable Law.

5.9 The shares allotted pursuant to the Scheme shall remain frozen in the depositories system until listing / trading permission is given by the BSE and NSE, as the case may be.

5.10 There shall be no change in the shareholding pattern or control of the Transferee Company between the Record Date and the date of listing of equity shares of the Transferee Company which may affect the status of the BSE's approval or NSE's approval.

5.11 The New Equity Shares to be issued by the Transferee Company in lieu of the shares of the Transferor Company held in the unclaimed suspense account of the Transferor Company shall be issued to a new unclaimed suspense account created for shareholders of the Transferor Company.

5.12 The effectiveness of this Scheme is conditional upon the Scheme being approved by the members of the Amalgamating Companies in terms of the Act and approval of the public shareholders of the Transferee Company in terms of the SEBI Circular. The Scheme shall be acted upon only if votes cast by the public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by public shareholders of the Transferee Company against it. Upon approval of this Scheme by the Board and members of each of the Amalgamating Companies pursuant to Sections 230-232 of the Act and other relevant provisions of the Act, if applicable, it shall be deemed that the Board and members of each of the Amalgamating Companies have also accorded their consent under Sections 13, 42, 61, 62(1)(c) and 64 of the Act and / or any other applicable provisions of the Act and the relevant provisions of the Articles, as may be applicable, for the aforesaid issuance of the Transferee Company Shares to the equity shareholders of the Transferor Company and amendment of the memorandum of association of the Transferee Company, and no further resolution or actions, including compliance with any procedural requirements, shall be required to be undertaken by the Transferee Company under Sections 13, 42, 61, 62(1)(c) or 64 of the Act and / or any other applicable provisions of the Act. Upon this Scheme coming into effect, the Transferee Company shall, if required, file all necessary documents / intimations as per the provisions of Act with the RoC or any other applicable Governmental Authority to record the amalgamation of Transferor Company with and into the Transferee Company, issuance of the Transferee Company Shares to the equity shareholders of the Transferor Company and dissolution of the Transferor Company, in the manner set out in this Scheme.

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5.13 In the event the Transferee Company or the Transferor Company restructures its equity share capital by way of share split / consolidation / issue of bonus shares / rights issue during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly to consider the effect of any such corporate actions.

6. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY

6.1 Upon this entire Scheme coming into effect, the Transferee Company shall account for the amalgamation of the Transferor Company, together, in its books of accounts as per the 'Pooling of Interest Method' in accordance with accounting principles as laid down in Appendix C the Indian Accounting Standard 103 (Business Combinations), notified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time, in the books of accounts of the Transferee Company such that:

(i) the Transferee Company shall record the assets and liabilities of the Transferor Company at their carrying values as appearing in the financial statements of the Transferor Company. No adjustments are made to reflect fair values, or recognize any new assets or liabilities. The only adjustments that are made are to harmonize accounting policies;

(ii) the identity of the reserves of the Transferor Company shall be preserved and they shall appear in the financial statements of the Transferee Company in the same form and manner in which they appear in the financial statements of the Transferor Company (subject to clauses mentioned below), prior to this Scheme being made effective;

(iii) the inter-company balances between the Transferor Company and the Transferee Company, if any, appearing in the books of the Transferee Company shall stand cancelled, and there shall be no further obligation in that behalf;

(iv) the Transferee Company shall credit its share capital account with the aggregate face value of the equity shares issued to shareholders of Transferor Company as of the Record Date;

(v) the surplus / deficit, if any arising after taking the effect of Clauses 6.1(i), Clause 6.1(ii) and Clause 6.1(iv), after adjustment of Clause 6.1(iii), shall be transferred to the Capital Reserve in the financial statements of the Transferee Company and should be presented separately from other Capital Reserves with disclosure of its nature and purpose in the notes;

The Capital Reserve generated as above will be offset against any pre-existing capital reserves. This includes negative capital reserves, also known as amalgamation deficit reserves, which may have resulted from past amalgamations or mergers involving common control.

(vi) in case of any difference in accounting policy between each of the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies;

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(vii) comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of amalgamation of the Transferor Company, as stated above, as if the amalgamation had occurred from the beginning of the comparative period. However, if business combination had occurred after that date, the prior period information shall be restated only from that date;

(viii) for accounting purposes, the Scheme will be given effect on the date when all substantial conditions for the transfer of the Transferor Company are completed; and

(ix) any matter not dealt with in clause hereinabove shall be dealt with in accordance with the requirement of applicable Indian Accounting Standards.

6.2 **Accounting Treatment of Transferor Company**:

As the Transferor Company shall stand dissolved without being wound up upon the Scheme becoming effective, hence there is no accounting treatment prescribed under this Scheme in the books of the Transferor Company.

7. EMPLOYEE STOCK OPTION PLAN

7.1 With respect to the stock options granted by the Transferor Company under the employees stock options scheme(s) of the Transferor Company including the benefit of exercise price and the share entitlement under the employee stock option schemes (collectively, the "**Transferor Company Option Scheme**"), upon coming into effect of this Scheme, the Transferee Company shall issue stock options to Eligible Employees taking into account the Share Exchange Ratio and on the same terms and conditions as (and which are not less favourable than those) provided in the Transferor Company Option Scheme, in a manner such that the benefit of the options granted under the Transferor Company Stock Option Scheme are sufficiently transferred. Such stock options may be issued by the Transferee Company either under its existing stock option scheme or a revised employee stock option scheme ("**Transferee Company Option Scheme**").

7.2 It is hereby clarified that upon this Scheme becoming effective, options granted by the Transferor Company to the Eligible Employees under the Transferor Company Option Scheme shall automatically stand cancelled. Further, upon this Scheme becoming effective and after cancellation of the options granted to the Eligible Employees under the Transferor Company Option Scheme, the fresh options shall be granted by the Transferee Company to the Eligible Employees considering the Share Exchange Ratio, in a manner such that the benefit of the options granted under the Transferor Company Stock Option Scheme are sufficiently transferred. Fractional entitlements, if any, arising pursuant to the applicability of the Share Exchange Ratio as above shall be rounded off to the nearest higher integer. The number of shares that the Eligible Employees would be entitled to under each option, and the exercise price payable for options granted by the Transferee Company to the Eligible Employees, shall be based on the number of shares and exercise price payable under the Transferor Company Option Scheme, as may be adjusted after taking into account the effect of the Share Exchange Ratio.

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7.3 On the Effective Date, the provisions of the SEBI (Share Based Employee Benefits) Regulations, 2021, as amended to-date, shall apply, to the extent applicable, to the stock options granted by the Transferee Company under the Transferee Company Option Scheme in pursuance of this Scheme.

7.4 The approval granted to the Scheme by the shareholders and / or any other regulatory authority shall be deemed to be approval granted to any modifications made to the Transferor Company Option Scheme by the Transferor Company and approval granted to the Transferee Company Option Scheme to be adopted by the Transferee Company.

7.5 It is hereby clarified that in relation to the options granted by the Transferee Company to the Eligible Employees, the period during which the options granted by the Transferor Company were held by or deemed to have been held by the Eligible Employees shall be taken into account for determining the minimum vesting period required under Applicable Law or agreement or deed for stock options granted under the Transferor Company Option Scheme or the Transferee Company Option Scheme, as the case may be.

7.6 The Board of Directors of the Amalgamating Companies or any of the committee(s) thereof, including the compensation committee, if any, shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this clause of the Scheme.

8. CONDUCT OF BUSINESS UNTIL THE SCHEME BECOMES EFFECTIVE

From the date on which the Boards of the Transferor Company and the Transferee Company approve the Scheme and until the Effective Date:

8.1 the Transferor Company and the Transferee Company shall carry on their respective business with reasonable diligence and business prudence in the ordinary course consistent with past practice, in accordance with Applicable Law and as mutually agreed between the Transferor Company and the Transferee Company;

8.2 the Transferor Company shall carry on its businesses and activities in the ordinary course of business with reasonable diligence and business prudence and shall not make borrowings or undertake any financial commitments either for itself or on behalf of its subsidiaries or any third party or sell, transfer, alienate, mortgage, charge or encumber or otherwise deal with or dispose of its assets, business or undertaking or any part thereof, save and except in the ordinary course of business or with the prior written consent of the Transferee Company;

8.3 the Transferee Company shall be entitled to apply to the Central Government and any other Governmental Authority or statutory authorities / agencies / body concerned as are necessary under law for such consents, approvals, licenses, registrations and sanctions which the Transferee Company may require to carry on the business of the Transferor Company; and

8.4 during the pendency of this Scheme, the Transferor Company shall not grant any stock options to any of its employees.

9. CHANGE OF NAME OF THE TRANSFEREE COMPANY

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9.1 Upon this Scheme becoming effective and without any further act, instrument or deed, the name of the Transferee Company shall be changed to "Cohance Lifesciences Limited" and the name "Suven Pharmaceuticals Limited" wherever occurring in the memorandum of association and articles of association of the Transferee Company shall be substituted by such name.

9.2 The approval and consent to this Scheme by the shareholders of the Transferee Company shall be deemed to be the approval of the shareholders by way of special resolution under Section 13 of the Act for change of name of the Transferee Company as contemplated herein and shall be deemed to be sufficient for the purpose of effecting the amendments in the memorandum of association and the articles of association of the Transferee Company in relation to the change of name of the Transferee Company in accordance with the provisions of the Act.

9.3 The sanction of this Scheme by the Competent Authority shall be deemed to be sufficient for the purposes of effecting the aforementioned amendment and no further resolution(s) would be required to be separately passed to comply with the provisions of the Act, for the purposes of effecting the change in name of the Transferee Company.

9.4 The Board and the shareholders of the Transferor Company shall not have any objection to the adoption and use of the name "Cohance Lifesciences Limited" by the Transferee Company pursuant to the Scheme.

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SECTION IV | GENERAL TERMS AND CONDITIONS

1. PROVISIONS APPLICABLE TO SECTION III |

1.1 Upon the sanction of this Scheme and upon this Scheme becoming effective, the following shall be deemed to have occurred on the Appointed Date and become effective and operative only in the sequence and in the order mentioned hereunder:

(i) amalgamation of the Transferor Company into the Transferee Company in accordance with Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of the Scheme;

(ii) transfer of the authorised share capital of the Transferor Company to the Transferee Company as provided in Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of the Scheme, and consequential increase in the authorised share capital of the Transferee Company as provided in Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of the Scheme;

(iii) issuance and allotment of New Equity Shares to the shareholders of the Transferor Company as on the Record Date, without any further act, instrument or deed, in accordance with Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of this Scheme; and

(iv) dissolution of the Transferor Company without winding up.

2. COMPLIANCE WITH LAWS

2.1 This Scheme is presented and drawn up to comply with the provisions/requirements of the SEBI Circular, Sections 230 – 232 of the Act, for the purpose of the amalgamation of the Transferor Company with the Transferee Company.

2.2 The amalgamation of the Transferor Company with the Transferee Company in accordance with this Scheme will be in compliance with the provisions of Section 2(1B) of the IT Act, such that:

(i) all the properties of the Transferor Company, immediately before the amalgamation, shall become the property of the Transferee Company, by virtue of this amalgamation;

(ii) all the liabilities of the Transferor Company, immediately before the amalgamation, shall become the liabilities of the Transferee Company, by virtue of this amalgamation; and

(iii) shareholders holding not less than three-fourths in value of the shares in the Transferor Company (other than shares already held therein immediately before the amalgamation

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by, or by a nominee for, the Transferee Company or its subsidiary) will become shareholders of the Transferee Company by virtue of the amalgamation.

2.3 This Scheme has been drawn up to comply with the conditions relating to “amalgamation” as specified under the tax laws, including Section 2 (1B) and other relevant sections of the IT Act. If any terms or provisions of the Scheme are found to be or interpreted to be inconsistent with any of the said provisions at a later date, whether as a result of any amendment of law or any judicial or executive interpretation or for any other reason whatsoever, the aforesaid provisions of the IT Act shall prevail. The Scheme shall then stand modified to the extent deemed necessary to comply with the said provisions. Such modification will however not affect other parts of the Scheme. The power to make such amendments as may become necessary shall vest with the Board of Directors of the Amalgamating Companies, which power shall be exercised reasonably in the best interests of the companies concerned and their stakeholders.

2.4 Upon this Scheme becoming effective, the Transferee Company is expressly permitted to prepare and / or revise their financial statements and returns along with prescribed forms, filings and annexures under any applicable tax laws including the IT Act (including for minimum alternate tax purposes and tax benefits), service tax law central sales tax laws, excise duty laws, goods and service tax law and any applicable other tax laws, and to claim refunds and/or credits for taxes paid (including minimum alternate tax, tax deducted at source, tax collected at source, etc.), and to claim tax benefits under the IT Act, etc., and for matters incidental thereto, if required to give effect to the provisions of this Scheme , from the Appointed Date, notwithstanding that the period for filing / revising such returns and claiming refunds / credits may have lapsed. The order of the Competent Authority sanctioning the Scheme shall be deemed to be an order of the Competent Authority permitting the Transferee Company to prepare and/or revise its financial statements and books of accounts and no further act shall be required to be undertaken by the Transferee Company.

3. CONSEQUENTIAL MATTERS RELATING TO TAX

3.1 All tax assessment proceedings / appeals of whatsoever nature by or against the Transferor Company pending and / or arising at the Appointed Date and relating to the Transferor Company shall be continued and / or enforced until the Effective Date by the Transferor Company. In the event of the Transferor Company failing to continue or enforce any proceeding/appeal, the same may be continued or enforced by the Transferee Company, at the cost of the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

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3.2 Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company with the Transferee Company or anything contained in the Scheme.

3.3 Upon the Scheme becoming effective, any advance tax, self-assessment tax, minimum alternate tax and / or TDS credit available or vested with the Transferor Company, including any taxes paid and taxes deducted at source and deposited by the Transferee Company on inter se transactions during the period between the Appointed Date and the Effective Date shall be treated as advance tax paid by the Transferee Company and shall be available to Transferee Company for set-off against its liability under the IT Act and any excess tax so paid shall be eligible for refund together with interest.

3.4 Any tax liabilities under the IT Act, Customs Act 1962, service tax laws, goods and service tax laws and other applicable state value added tax laws or other applicable laws/ regulations dealing with taxes / duties / levies allocable or related to the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company. Any surplus in the provision for taxation / duties / levies account including advance tax, tax deducted at source and tax collected at source as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.

3.5 Any refund under the IT Act, Customs Act 1962, service tax laws, goods and service tax laws and other applicable state value added tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the Transferor Company available on various electronic forms (including Form 26AS/registration) and due to the Transferor Company consequent to the assessment made on the Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received available on various electronic forms (including Form 26AS/registration) by the Transferee Company.

3.6 All taxes/ credits including income-tax, tax on book profits, credit on Minimum Alternate Tax under section 115JAA of the IT Act, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax or any other direct or indirect taxes as may be applicable, etc. paid or payable by the Transferor Company in respect of the operations and/ or the profits before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation, income-tax, tax on book profits, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax etc.) whether by way of deduction at source, collection at source, self-assessment tax, advance tax, minimum alternate tax credit or otherwise howsoever, by the Transferor Company in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source or tax collected at source by the Transferor Company/ Transferee Company on payables to Transferee Company/ the Transferor Company respectively which has been deemed not to be accrued, shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

3.7 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the IT Act, service tax laws, customs law, state value added tax, goods and service tax laws or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.

3.8 Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds or credits, including Input Tax Credits, with respect to taxes paid by, for, or on behalf

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of, the Transferor Company under applicable laws, including income tax, sales tax, value added tax, service tax, goods and services tax, CENVAT or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed. For the avoidance of doubt, Input Tax Credits already availed off or utilised by the Transferor Company and the Transferee Company in respect of inter se transactions shall not be adversely impacted by the cancellation of inter se transactions pursuant to this Scheme.

3.9 All compliances with respect to taxes or any other law between the respective Appointed Date and Effective Date done by the Transferor Company shall, upon the approval of this Scheme, be deemed to have been complied by the Transferee Company. Without prejudice to the above, upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise or modify or make adjustments as permitted in the respective tax legislations, its income-tax returns, tax deducted at source returns (including tax collected at source), sales tax returns, excise & CENVAT returns, service tax returns, goods and services tax returns, other tax returns, notwithstanding that the period for filing / revising such returns may have lapsed and to obtain tax deducted at source certificates (including tax collected at source), including tax deducted at source and tax collected at source certificates relating to transactions between or amongst the Transferor Company and the Transferee Company, and to claim refunds, advance tax, minimum alternate tax credits and withholding tax credits, benefits of carry forward of accumulated losses, etc., pursuant to the provisions of this Scheme.

3.10 In accordance with the CENVAT Credit Rules, 2004 framed under Central Excise Act, 1944, state value added tax and goods and services tax as are prevalent on the Effective Date, the unutilized credits relating to excise duties, state value added tax, GST and service tax paid on inputs / capital goods / input services lying in the accounts of the Transferor Company shall be permitted to be transferred to the credit of the Transferee Company, (including in electronic form / registration), as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the excise duty / service tax/ goods and services tax payable by it.

3.11 Without prejudice to the generality of the above, all benefits, refunds, incentives, losses, credits (including, without limitation income tax, tax on book profits, service tax, applicable state value added tax, goods and service tax etc.) to which the Transferor Company are entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company (including in electronic form / registration), upon this Scheme coming into effect.

3.12 It is further clarified that the Transferee Company shall be entitled to claim deduction under Section 43B of the IT Act in respect of unpaid liabilities, transferred to it to the extent not claimed by the Transferor Company, as and when the same are paid subsequent to the Appointed Date.

4. SAVING OF CONCLUDED TRANSACTIONS

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The transfer of assets, properties and liabilities and the continuance of proceedings by or against the Transferor Company under Clause 1.2 of Section III | (*Amalgamation of the Transferor Company with and into the Transferee Company*) of the Scheme above shall not affect any transaction or proceedings already concluded by the Transferor Company on and after the

Appointed Date until the Effective Date, to the end and intent that the Transferee Company accept and adopt all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.

5. DIVIDENDS

The Transferor Company shall be entitled to declare and / or pay dividends, including any unpaid or accrued dividends existing before the Effective Date, whether interim and / or final, to their respective shareholders prior to the Effective Date, but only with the prior written consent of the Transferee Company.

6. INTERPRETATION

If any terms or provisions of this Scheme are found to be or interpreted to be inconsistent with any provisions of Applicable Law at a later date, whether as a result of any amendment of Applicable Law or any judicial or executive interpretation or for any other reason whatsoever, the provisions of the Applicable Law shall prevail. Subject to obtaining the sanction of the Competent Authority, if necessary, this Scheme shall then stand modified to the extent determined necessary to comply with the said provisions. Such modification will, however, not affect other patis of this Scheme. Notwithstanding the other provisions of this Scheme, the power to make such amendments/modifications as may become necessary, whether before or after the Effective Date, shall, subject to obtaining the sanction of the Competent Authority if necessary, vest with the Board of Directors of the Amalgamating Companies, which power shall be exercised reasonably in the best interests of the Amalgamating Companies and their respective shareholders.

7. APPLICATION TO THE COMPETENT AUTHORITY

7.1 The Amalgamating Companies shall make applications and/or petitions under Sections 230 to 232 of the Act and other applicable provisions of the Act to the Competent Authorities for approval of the Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of the Scheme.

7.2 Upon this Scheme becoming effective, the shareholders of the Transferee Company shall be deemed to have also accorded their approval under all relevant provisions of the Act for giving effect to the provisions contained in this Scheme.

8. CONDITIONALITY TO EFFECTIVENESS OF THE SCHEME

8.1 The Scheme is conditional and subject to, where applicable:

(i) the Scheme being approved by the requisite majority of each classes of members and/or creditors (where applicable) of the Transferor Company and the Transferee Company (and in relation to the Transferee Company, through e-voting) in accordance with the Act and other applicable laws and as may be directed by the Competent Authority;

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(ii) the votes cast by the public shareholders of the Transferee Company in favour of the Scheme being more than the number of votes cast by the public shareholders of the Transferee Company against the Scheme;

(iii) the Competent Authority having accorded its sanction to the Scheme;

(iv) receipt of approval from the Department of Pharmaceuticals (if such approval is required pursuant to Applicable Laws) in relation to the acquisition of New Equity Shares by the shareholders of the Transferor Company, in the Transferee Company pursuant to the Scheme, if such approval is required pursuant to Applicable Laws, in the form and manner acceptable to the Amalgamating Companies;

(v) satisfaction of the conditions, if any, as set out in the approval provided by the Department of Pharmaceuticals under Clause 8.1(iv) (if such approval is required pursuant to Applicable Laws) which need to be satisfied on or prior to the Effective Date in accordance with the terms thereunder;

(vi) receipt of no-objection letters by the Transferee Company from the BSE and the NSE in accordance with the Listing Regulations and the SEBI Circular in respect of the Scheme (prior to filing the Scheme with the Competent Authority), which shall be in form and substance acceptable to the Amalgamating Companies, each acting reasonably and in good faith; and

(vii) receipt of such other sanctions and approvals including sanction of any other Governmental Authority or stock exchange(s) as may be required by Applicable Law in respect of the Scheme, which shall be in form and substance acceptable to the Amalgamating Companies.

8.2 The Scheme shall not come into effect unless the aforementioned conditions mentioned in Clause 8.1 of Section IV (*General Terms and Conditions*) above are satisfied and in such an event, unless each of the conditions are satisfied, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Amalgamating Companies or their respective shareholders or creditors or employees or any other person.

9. COSTS, CHARGES & EXPENSES

9.1 Any stamp duty arising out of or incurred in connection with and implementing this Scheme shall be borne by the Transferee Company.

9.2 All other costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Company and the Transferee Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne equally by the Amalgamating Companies.

10. RESIDUAL PROVISIONS

10.1 Upon this Scheme becoming effective, the Transferee Company shall be entitled to occupy and use all premises, whether owned, leased or licensed, relating to the Transferor Company until

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the transfer of the rights and obligations of the Transferor Company to the Transferee Company under this Scheme is formally accepted by the parties concerned.

10.2 Notwithstanding anything contained in this Scheme, on or after the Effective Date, as the case may be, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom pertaining to the Transferor Company is transferred, vested, recorded, effected and/ or perfected, in the records of any Governmental Authority, regulatory bodies or otherwise, in favour of the Transferee Company, the Transferee Company is, and shall be, deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if they were the owner of the property or asset or as if they were the original party to the license, approval, permission, contract or agreement.

11. MODIFICATIONS/ AMENDMENTS TO THIS SCHEME

11.1 Each of the Amalgamating Companies will be at liberty to apply to the Competent Authority from time to time for necessary directions in matters relating to this Scheme or any terms thereof, in terms of the Act.

11.2 Subject to the provisions of the SEBI Circular, the Amalgamating Companies may, by mutual written consent and acting through their respective Boards, assent to any modifications/ amendments to this Scheme and/ or to any conditions or limitations that the Competent Authority or any other Governmental Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them.

12. REMOVAL OF DIFFICULTIES

The Amalgamating Companies may, by mutual consent and acting through their respective authorised representatives, agree to take all such steps as may be necessary, desirable or proper to resolve all doubts, difficulties or questions, that may arise in relation to the meaning or interpretation of the respective sections of this Scheme or implementation thereof or in any manner whatsoever connected therewith, whether by reason of any directive or order of the Competent Authority or any other Governmental Authority or otherwise, howsoever arising out of, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and / or any matters concerned or connected therewith and to do and execute all acts, deeds, matters and things necessary for giving effect to this Scheme.

13. WITHDRAWAL OF THIS SCHEME

13.1 Either of the Amalgamating Companies shall be at liberty to withdraw the Scheme, any time before the Scheme is effective.

13.2 In the event of withdrawal of the Scheme under Clause 13.1 of Section IV (*General Terms and Conditions*), no rights and liabilities whatsoever shall accrue to or be incurred amongst the Amalgamating Companies and/or their respective shareholders or creditors or employees or any other person.

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13.3 In the event any of the requisite sanctions and approvals for giving effect to the Scheme not being obtained, the Scheme shall become null and void and no rights and liabilities whatsoever shall accrue to or be incurred amongst the Amalgamating Companies and/or their respective shareholders or creditors or employees or any other person.

14. REPEAL AND SAVINGS

The provisions of the Act shall not be required to be separately complied with, in relation to acts done by the Transferor Company, and / or the Transferee Company as per direction or order of the Competent Authority sanctioning this Scheme.

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INDEPENDENT AUDITOR'S REPORT

To the Members of Cohance Lifesciences Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Cohance Lifesciences Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of 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 financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 14(b) of the financial statements which describe that the comparative financial information as at and for the year ended March 31, 2023 have been restated to give effect of the scheme of merger among the Company, ZCL Chemicals Limited and AVRA Laboratories Private Limited. Our opinion is not modified in respect of this matter.

Other Information

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

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

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

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

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act , we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g).

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended,

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

(e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(i) (vi) below on reporting under Rule 11(g).

(i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

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

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 39(vi)(a) to the 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 or entity, 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;

b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 39(vi)(b) to the financial statements, no funds have been received by the Company from any person or entity, 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; and

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CHARTERED ACCOUNTANTS
HYDERABAD

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. a) No final dividend has been declared or paid during the year by the Company (refer note 14(c) of the financial statements).

b) The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.

vi. Based on our examination which included test checks, the Company has 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 software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 42 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of those softwares.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Navneet Kabra
Partner
Membership Number: 102328
UDIN: 24102328BKEZMR6324
Place of Signature: Hyderabad
Date: May 23, 2024

S.R. BATLIBOI & ASSOCIATES LLP
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Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Cohance Lifesciences Limited ("the Company")

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

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

(i)(a)(B) The Company has maintained proper records showing full particulars of intangibles assets.

(i) (b) All Property, Plant and Equipment were physically verified by the management in the earlier years in accordance with a planned programme of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.

(i) (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 7(a) to the financial statements included in property, plant and equipment are held in the name of the Company except for the following immovable properties for which registration of title deed is in progress;

(₹ in lakhs)

Description of Property	Gross carrying value	Held in 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 Company*
Building	809.08	ZCL Chemicals Limited	No	Since February 2024	Held in the name of erstwhile company which has now been merged with the Company in terms of approval of National Company law Tribunal (NCLT)/ Honorable high court of respective states.
Land	175.80	Avra Laboratories Private Limited	No	Since February 2024	
Land	360.19	Avra Laboratories Private Limited	No	Since February 2024	
Land	392.16	RA Chem Pharma Limited	No	Since November 2022	
Land	88.09	RA Chem Pharma Limited	No	Since November 2022	
Land	951.09	RA Chem Pharma Limited	No	Since November 2022	
Land	254.89	RA Chem Pharma Limited	No	Since November 2022	
Land	1,257.45	Inventis Drug Delivery Systems Private Limited	No	Since November 2022	
Land	419.40	M/s Indu Pharma	No	Since November 2022	

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In respect of immovable properties of land and buildings that have been taken on lease, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement as at the balance sheet date, except the following:

(₹ in lakhs)

Description of Property	**Gross carrying value**	**Held in 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 Company***
Building	1,505.34	Avra Laboratories Private Limited	No	Since February 2024	Held in the name of erstwhile company which has now been merged with the Company in terms of approval of National Company law Tribunal (NCLT).
Land	136.92	ZCL Chemicals Limited	No	Since February 2024	

(i)(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2024.

(i)(e) There are no proceedings initiated or are 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 has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2024 and no discrepancies were noticed.

(ii)(b) As disclosed in note 15(a) to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions are in agreement with the books of accounts of the Company.

(iii) (a) According to the information and explanations given by the management, during the year the Company has provided loans to other parties, the details of which are tabulated below:

(₹ in lakhs)

Particulars	**Loans**	**Guarantees**	**Security**	**Advances in nature of loans**
Aggregate amount granted/ provided during the year				
- Others	700.00	-	-	-
Balance outstanding as at balance sheet date in respect of above cases				
- Others	1000.00	-	-	-

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

(iii)(b) During the year the terms and conditions of the grant of loan to other parties are not prejudicial to the Company's interest.

(iii)(c) The Company has granted an interest free loan during the year to a party where the schedule of repayment of principal has been stipulated and the repayments are not yet due.

(iii)(d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

(iii)(e) There were no loans or advance in the nature of loan granted to any other parties which had fallen due during the year.

(iii)(f) 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 to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of goods and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii)(a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been slight delays in few cases. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

(vii)(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows;

(₹ in lakhs)

Name of the Statute	Nature of Dues	Amount Involved (including interest and penalty)	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act,1961	Income Tax	18.91	-	AY 2020-21	Commissioner of Income tax (Appeals), Hyderabad
	Income Tax	99.48	-	AY 2018-19	
	Income Tax	519.43	110.5	AY 2016-17	
	Income Tax	49.26	7.39	AY 2014-15	
	Income Tax	41.60	6.24	AY 2013-14	
	Income Tax	0.98	0.16	AY 2011-12	
	Income Tax	363.38	72.74	AY 2018-19	
	Income Tax	193.42	116.94	AY 2017-18	Deputy commissioner of Income tax, Hyderabad
Foreign Exchange Management Act,1999	Demand under Foreign Exchange Management Act,1999	461.80	-	July 2012 to June 2017	Honorable Appellate Tribunal under Foreign Exchange Management Act,1999
Goods and service Act, 2017	Goods and service tax	24.03	-	FY 2017-18 and FY 2018-19	Additional Commissioner(Appeals), Central tax, Hyderabad
The Telangana Value Added Tax Act, 2005	Value Added Tax	32.95	16.59	January 2017 to June 2017	Appellate Deputy commissioner (CT) Secunderabad
	Value Added Tax	14.78	3.14	April 2013 to December 2016	Telangana Value Added Appellate Tribunal, Hyderabad
The Finance Act,1994	Service tax	943.35	35.37	July 2012 to June 2017	Custom, Excise and Service Tax Appellate Tribunal, Hyderabad.
The Customs Act, 1962	Customs Act	878.78	25.45	October 2017 - January 2019	Custom, Excise and Service Tax Appellate Tribunal, Chennai

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix)(a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

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(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

(x)(a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi)(a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented by the management, there are no whistle blower complaints received by the company during the year.

(xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.

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

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

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi)(a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
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(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

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

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current and previous financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 37 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)(a) In respect of other than ongoing projects, the Company has transferred unspent amount to a fund specified in Schedule VII of the Companies Act, 2013 (the Act) within a period of six months of the expiry of the financial year, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 29 to the financial statements.

(b) All amounts that are unspent under section (5) of section 135 of Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 29 to the financial statements.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Navneet Rai

per Navneet Rai Kabra
Partner
Membership Number: 102328
UDIN: 24102328BKEZMR6324
Place of Signature: Hyderabad
Date: May 23, 2024

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

ANNEXURE -2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF COHANCE LIFESCIENCES LIMTED

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

We have audited the internal financial controls with reference to financial statements of Cohance Lifesciences Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these 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 these 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 financial statements, whether due to fraud or error.

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

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Meaning of Internal Financial Controls With Reference to these 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 includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control 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.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

Navneet Rai

per Navneet Rai Kabra
Partner
Membership Number: 102328
UDIN: 24102328BKEZMR6324
Place of Signature: Hyderabad
Date: May 23, 2024

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Cohance Lifesciences Limited
Balance Sheet as at 31 March 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

	Notes	31 March 2024	31 March 2023 (Restated)
ASSETS			
Non-current assets			
Property, plant and equipment	7(a)	49,765.21	45,867.54
Capital work-in-progress	7(a)	22,923.64	11,669.82
Goodwill	8(a)	58,385.58	58,385.58
Other intangible assets	8(a)	5,075.58	6,324.84
Right-of-Use Assets	7(b)	3,559.55	2,143.66
Intangible assets under development	8(b)	166.25	26.88
Financial assets			
Investments	9(a)	22.40	22.40
Other financial assets	9(e)	1,892.58	1,255.28
Deferred tax assets (net)	18	-	6,556.13
Non - Current tax assets (net)	19	3,738.24	3,898.52
Other non-current assets	10	1,825.12	2,160.41
Total non-current assets		**1,47,354.15**	**1,38,311.06**
Current assets			
Inventories	11	36,744.11	36,411.99
Financial assets			
Investments	9(a)	-	512.71
Trade receivables	9(b)	51,327.46	42,024.67
Cash and cash equivalents	9(c)	9,109.46	7,912.71
Bank balances other than cash and cash equivalents	9(d)	2,855.97	1,311.13
Other financial assets	9(e)	328.89	233.09
Other current assets	12	10,117.31	7,497.90
Total current assets		**1,10,483.20**	**95,904.20**
Total assets		**2,57,837.35**	**2,34,215.26**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	13	3,39,466.25	14,583.89
Other equity	14	(1,67,725.00)	1,21,551.14
Total equity		**1,71,741.25**	**1,36,135.03**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	15(a)	14,250.83	32,341.48
Lease liabilities	16	3,208.10	1,832.01
Provisions	17	1,211.91	1,467.51
Deferred tax liabilities (net)	18	1,137.59	-
Total non-current liabilities		**19,808.43**	**35,641.00**
Current liabilities			
Financial liabilities			
Borrowings	15(b)	34,630.84	33,576.62
Lease liabilities	16	341.68	291.31
Trade payables			
(a) total outstanding dues of micro enterprises and small enterprises; and	15(c)	2,418.97	3,105.23
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		17,525.45	18,306.72
Other financial liabilities	15(d)	1,809.20	2,922.66
Other current liabilities	20	6,873.49	2,381.48
Income tax liabilities (net)	19	1,760.66	1,002.82
Provisions	17	927.38	852.39
Total current liabilities		**66,287.67**	**62,439.23**
Total liabilities		**86,096.10**	**98,080.23**
Total equity and liabilities		**2,57,837.35**	**2,34,215.26**

The accompanying notes form an integral part of the financial statements. 1-6

As per our report of even date.

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

Place: Hyderabad
Date: 23 May 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit M Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: 23 May 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: 23 May 2024

G.Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: 23 May 2024

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

Cohance Lifesciences Limited
Profit and Loss for the year ended 31 March 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

	Notes	31 March 2024	31 March 2023 (Restated)
Revenue			
Revenue from operations	21	1,34,083.22	1,33,743.32
Other income	22	2,141.55	3,093.62
Total income		**1,36,224.77**	**1,36,836.94**
Expenses			
Cost of materials consumed	23	49,755.74	51,382.18
Changes in inventories of finished goods and work-in-progress	24	(1,139.17)	(298.58)
Employee benefits expense	25	21,550.90	16,764.14
Finance costs	26	6,137.29	6,343.57
Depreciation and amortisation expense	27	7,400.56	5,965.18
Other expenses	28	29,807.68	28,879.02
Total expenses		**1,13,513.00**	**1,09,035.51**
Profit before tax		**22,711.77**	**27,801.43**
Tax expense			
Current tax	30	6,229.41	8,028.92
Taxes of earlier years	30	(59.25)	(74.13)
Deferred tax	30	(401.55)	(36.98)
Total tax expense		**5,768.61**	**7,917.81**
Profit for the year		**16,943.16**	**19,883.62**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
Remeasurement of post-employment benefit obligations	17	(97.76)	555.52
Income tax relating to these items	18	24.60	(139.81)
Other comprehensive (loss)/gain for the year		**(73.16)**	**415.71**
Total comprehensive income for the year		**16,870.00**	**20,299.33**
Earnings per equity share (in Rs.): Face value of Rs. 10 each:			
Basic earnings per share	40	0.50	0.59
Diluted earnings per share		0.50	0.59

The accompanying notes form an integral part of the financial statements. 1-6

As per our report of even date.

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place: Hyderabad
Date: 23 May 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit M Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: 23 May 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: 23 May 2024

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: 23 May 2024

Cohance Lifesciences Limited

Cohance Lifesciences Limited
Statement of Cash Flows for the year ended 31 March 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

		31 March 2024	31 March 2023 (Restated)
Cash flows from/(used in) operating activities			
Profit before tax		**22,711.77**	**27,801.43**
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense		7,400.56	5,965.18
Interest expense		5,926.24	5,196.81
Interest income		(456.51)	(1,384.68)
Net loss on financial instruments at fair value through profit or loss		5.70	108.35
Interest on forward contract liability		-	762.90
Profit on disposal of property, plant and equipment, net		(1,366.97)	-
Stamp duty on account of merger		1,497.43	-
Excess provisions written back		-	(82.21)
Provision/(reversal) for doubtful receivables, net		1,163.82	(217.74)
Bad debts written-off		0.39	417.90
Employee stock option scheme		4,178.89	-
Unrealised foreign exchange gain		(738.88)	(563.86)
Operating profit before working capital changes		**40,322.44**	**38,004.08**
Movements in working capital:			
(Increase) in inventories		(332.12)	(2,931.35)
(Increase) in trade receivables		(9,715.07)	(2,114.10)
(Increase) in other financial assets		(792.35)	(490.69)
(Increase) in other assets		(3,029.99)	(982.13)
(Decrease) / increase in trade payables		(1,485.67)	1,537.36
(Decrease) / increase in other financial liabilities		(672.02)	271.91
(Decrease) in other current liabilities		(499.66)	(205.45)
(Decrease) in provisions		(278.37)	(26.13)
Cash generated from operating activities		**23,517.19**	**33,063.50**
Income taxes paid, net		(5,347.06)	(8,271.51)
Net cash generated from operating activities	**A**	**18,170.13**	**24,791.99**
Cash flow from / (used in) investing activities			
Purchase of property, plant and equipment		(20,890.02)	(13,596.92)
Proceed from sale of property, plant and equipment		1,531.23	78.47
Proceeds from sale of investments		512.71	15,597.07
Investments in term deposits, net		(1,544.84)	15,770.32
Interest received		456.51	1,384.68
Net cash flow (used in) / from investing activities	**B**	**(19,934.41)**	**19,233.62**
Cash flows from / (used in) financing activities			
Proceeds from long term borrowings		13,221.61	1,005.00
Repayment of non-current borrowings (including current maturities)		(1,886.05)	(2,716.70)
Proceeds From Issue of Equity Component of Compulsory Convertible Debentures		-	32,189.51
Repayment of Forward contract liability		-	(31,989.57)
(Repayment)/Proceeds from short borrowings, net		10,867.90	11,018.13
Repayment of principle portion of lease liability		(354.81)	(284.43)
Repayment of Compulsory Convertible Debentures (Coupon payment)		(6,308.73)	(5,090.08)
Dividends paid		(9,585.47)	(45,430.34)
Interest		(2,998.48)	(1,363.19)
Net cash flow from / (used in) financing activities	**C**	**2,955.97**	**(42,661.67)**

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Cohance Lifesciences Limited

Cohance Lifesciences Limited
Statement of Cash Flows for the year ended 31 March 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

	31 March 2024	31 March 2023 (Restated)
Net increase in cash and cash equivalents (A+B+C)	1,191.69	1,363.94
Cash and cash equivalents at the beginning of the year	7,912.71	6,538.21
Effect of exchange differences on cash and cash equivalents held in foreign currency	5.06	10.56
Cash and cash equivalents as at the end of the year (refer note 9(c))	**9,109.46**	**7,912.71**

Note 1:

Refer note 15(b)(I) & note 16 for the changes in liabilities arising from financing activities and note 15(b)(II) for non-cash financing and investing activities.

The accompanying notes form an integral part of the financial statements. **1-6**

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

Place: Hyderabad
Date: 23 May 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit M Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: 23 May 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: 23 May 2024

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: 23 May 2024

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

Cohance Lifesciences Limited
Statement of Changes in Equity for the year ended 31 March 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

A. Equity share capital

	31 March 2024		31 March 2023	
	Number of Shares	Amount	Number of Shares	Amount
Equity shares of ₹10 each issued, subscribed and fully paid up				
Balance at the beginning of the year	14,58,38,927	14,583.89	14,58,38,927	14,583.89
Additions during the year (refer note 13)	3,24,88,23,592	3,24,882.36	-	-
Balance at the end of the year	**3,39,46,62,519**	**3,39,466.25**	**14,58,38,927**	**14,583.89**

B. Other equity

	Shares pending for issuance (refer note 14)	Equity component of Compound Financial Instrument (refer note 14)	Reserves and surplus								Total
			Retained earnings (refer note 14)	Securities premium (refer note 14)	General reserve (refer note 14)	Share based payment reserve (refer note 14)	Capital Contribution (refer note 14)	Capital Reserve			
								Capital Subsidy (refer note 14)	Conversion of CCD (refer note 14)	On merger (refer note 14)	
As at 1 April 2022 (Restated)	-	**42,789.71**	**65,948.20**	**14,371.39**	**650.00**	-	-	**45.00**	-	-	**1,23,804.30**
Addition pursuant to merger (refer note 14(b))	2,30,241.02	-	-	-	-	-	-	-	-	-	2,30,241.02
Profit for the year	-	-	19,883.62	-	-	-	-	-	-	-	19,883.62
Remeasurement of post-employment benefit obligations (Net of tax)	-	-	415.71	-	-	-	-	-	-	-	415.71
Equity component of Compulsory Convertible Debentures	-	17,599.92	-	-	-	-	-	-	-	-	17,599.92
Deferred Tax on Debt Component of Compulsory Convertible Debentures	-	3,671.91	-	-	-	-	-	-	-	-	3,671.91
Capital Reserve pursuant to merger (Refer note 14(b))	-	-	-	-	-	-	-	-	-	(2,28,635.00)	(2,28,635.00)
Cash dividends*	-	-	(45,430.34)	-	-	-	-	-	-	-	(45,430.34)
As at 31 March 2023 (Restated)	**2,30,241.02**	**64,061.54**	**40,817.19**	**14,371.39**	**650.00**	-	-	**45.00**	-	**(2,28,635.00)**	**1,21,551.14**
Profit for the year ended	-	-	16,943.16	-	-	-	-	-	-	-	16,943.16
Remeasurement of post-employment benefit obligations (Net of tax)	-	-	(73.16)	-	-	-	-	-	-	-	(73.16)
Waiver of coupon liability of Compulsory Convertible Debentures (CCD) (refer note 15(a)(I))	-	-	-	-	-	-	3,947.41	-	-	-	3,947.41
Debt component of CCD net of deferred taxes (Rs. 7,670.25 lakhs) transferred to equity on the date of conversion (refer note 15(a)(I))	-	22,805.94	-	-	-	-	-	-	-	-	22,805.94
Shares issued during the year (refer note 14(b))	(2,30,241.02)	-	-	-	-	-	-	-	-	-	(2,30,241.02)
Conversion of CCD to Equity (refer note 15(a)(I))		(86,867.48)	-	-	-	-	-	-	(7,773.86)	-	(94,641.34)
Share based payment expense (refer note 41)	-	-	-	-	-	4,178.89	-	-	-	-	4,178.89
Cash dividends*	-	-	(9,585.47)	-	-	-	-	-	-	-	(9,585.47)
Stamp duty on issue of share on account of merger (refer note 14(b)(iii))	-	-	-	(2,610.55)	-	-	-	-	-	-	(2,610.55)
As at 31 March 2024	-	-	**48,101.72**	**11,760.84**	**650.00**	**4,178.89**	**3,947.41**	**45.00**	**(7,773.86)**	**(2,28,635.00)**	**(1,67,725.00)**

*Pertains to dividend paid by ZCL Chemicals Limited and AVRA Laboratories Private Limited

The accompanying notes form an integral part of the financial statements. 1-6

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per **Navneet Rai Kabra**
Partner
Membership No.: 102328

Place: Hyderabad
Date: 23 May 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit M Mukherjee
Director
DIN : 08610857
Place: Hyderabad
Date: 23 May 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366
Place: Hyderabad
Date: 23 May 2024

G. Praneeth Abhishek
Company Secretary
Place: Hyderabad
Date: 23 May 2024

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

1. Corporate Information:

Cohance Lifesciences Limited (the 'Company') is a public limited company incorporated and domiciled in India. The Company is a wholly owned subsidiary of Jusmiral Holdings Limited. The registered office of the Company is located at– 215, Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Andheri (East), Mumbai- 400093, India.

The Company was incorporated on 6 July 2020. The Company was converted from private limited to public limited company from 27 January 2021.

The Company is engaged in the manufacturing and selling of Active Pharmaceutical Ingredients (API), Finished Dosage Formulations (FDF) and specialty chemicals and caters to both domestic and international markets. The Company is also engaged in undertaking dossier development and clinical research studies.

2. Statement of Compliance with Indian Accounting Standards ("Ind AS")

These Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), to the extent applicable.

3. Material Accounting Policies

a) Basis of preparation and presentation:

These Financial Statements have been prepared on accrual and going concern basis, using the historical cost convention except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation.
- Long term borrowings are measured at amortized cost using the effective interest rate method.
- Share based payments are measured at grant date fair value.
- Right of use of assets are recognized at the present value of lease payments that are not paid at that date.

The Company has prepared the Financial Statements on the basis that it will continue to operate as a going concern. The financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet 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 in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents 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 or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

- 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 period of twelve months as its operating cycle.

c) Property, plant and equipment ("PPE")

Property, plant and equipment and Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Such costs include the cost of replacing part of the plant and equipment. When significant part of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories. Any trade discounts and rebates are deducted in arriving at the purchase price.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

d) Depreciation and Amortisation:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed under Schedule II to the Companies Act, 2013 or as per technical assessment. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e., from (up to) the date on which is asset is ready to use / (disposed of). Freehold land is not depreciated.

The useful lives estimated by the management based on the technical evaluation and past experience:

Tangible Assets	Useful Life
Buildings	9-45 years
Plant and equipment	3-25 years
Lab equipment	3-21 years
Computers	3 years
Furniture and Fixtures	5-10 years
Vehicles	8 years
Office Equipment	3 - 5 years

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

The Company, based on technical assessment made by technical expert and management estimate, depreciates items of Property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

e) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

I) Recognition and measurement

Intangible assets, such as, product related intellectual property rights (IP), order backlog, customer relationships and computer software that are acquired by the Company have finite useful life and are measured at cost less accumulated amortisation, if any.

Cost is the amount of cash or cash equivalents paid or the fair value of other consideration given to acquire an asset at the time of its acquisition or construction, or, when applicable, the amount attributed to that asset when initially recognised in accordance with the specific requirements of other Ind AS.

II) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

III) Amortisation

Amortisation is recognised on a straight-line method over their estimated useful lives and is recognised in profit or loss. The estimated useful life and the amortisation method for finite-life intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

The estimated useful lives for current period is as follows:

Assets	Useful Life
Product related IP	10 Years
Order backlog	1.5 Years
Customer relationships	10.5 Years
Computer software	3 Years

Intangible assets having indefinite useful life are subject to impairment testing at each reporting date. All other intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable. All impairment losses are recognised immediately in the statement of profit and loss.

IV) De-recognition of intangible assets

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gain or losses arising on such de-recognition are recorded in the statement of profit and loss and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS * HYDERABAD *

Cohance Lifesciences Limited

Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete the asset
- Its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell the asset
- The ability to measure reliably the expenditure attributable to the intangible asset during development.

f) Leases

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

Company as lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right of Use Assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note (3)(g) Impairment of non-financial assets.

ii. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is calculated at the rate of interest at which the Company would have been able to borrow for similar term and with a similar security the funds necessary to obtain a similar asset in similar market. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Cohance Lifesciences Limited

the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

g) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its assets 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 are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash generating units ("CGU"). The recoverable amount of an asset or CGU is the greater 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Refer note 3(x) for accounting policy related to Impairment is goodwill.

h) Financial Instruments

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

Financial assets

Initial recognition and measurement:

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial assets at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financial component are measured at transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

Subsequent measurement:
For purposes of subsequent measurement, financial assets are classified in four categories:
i. Financial assets at amortized cost
ii. Financial assets at fair value through other comprehensive income
iii. Financial asset designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
iv. Financial assets at fair value though profit or loss

Financial assets at amortized cost-
Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, loan to a related parties included under other non-current financial assets and other receivables.

Financial Assets at fair value through other comprehensive Income-
Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial Assets designated at fair value through other comprehensive Income (FVOCI)-
Upon initial recognition, the Company can elect to classify irrevocably its equity instruments as equity instruments designated at FVOCI when they meet definition of equity under Ind AS 32 and are not held for trading.
Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss-
Financial assets are measured at fair value through profit or loss unless it measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss. This category includes derivative instruments.

Financial assets are not reclassified subsequent to their initial measurement, except if and in period the Company changes its business model for managing financial assets.

Derecognition
The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in statement of profit and loss if such gain or loss would have otherwise been recognized in statement of profit and loss on disposal of that financial asset.

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Cohance Lifesciences

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

- Financial assets that are debt instruments, and are measured at amortized cost e.g, loans, deposits and bank balances
- Financial assets that are debt instruments and are measured at FVTOCI
- Trade receivables and contract assets

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

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

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

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider-

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial liabilities and equity instruments
Initial recognition and measurement:
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortized cost, as appropriate.

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

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

Subsequent measurement:
For purpose of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized

Financial liabilities at fair value through profit or loss:
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

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Financial liabilities at amortized cost:
Financial liabilities are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method.

Derecognition
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 or loss.

Derivative financial instruments
The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts.
Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.
Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

Forward liability to purchase equity shares:
When the Company enters into a forward purchase agreement to purchase the equity interest in other company for settlement in cash or in another financial asset by the Company, then the Company recognises a liability for the present value of amount payable on exercise of option.
Subsequent to initial recognition of the financial liability, the changes in the carrying amount of the financial liability are recognised in profit or loss.

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

i) Fair value measurement
The Company measures financial instruments such as derivative, investment in unquoted equity shares at fair value at each balance sheet date.

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

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

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

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

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

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(All amounts in ₹ lakhs unless otherwise stated)

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

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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets and liabilities. The management selects external valuer on various criteria such as market knowledge, reputation, independence and whether professional standards are maintained by valuer. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in notes to financial statements.

j) Revenue from contract with customer

Revenue from contracts with customer is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.
Revenue is measured at the transaction price of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company identifies the performance obligations in its contracts with customers and recognizes revenue as and when the performance obligations are satisfied. The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods:
The majority of customer contracts that the Company enters into consist of a single performance obligation for the delivery of pharmaceutical and specialty chemical products. The Company recognises revenue from product sales when control of the product transfers, generally upon shipment or delivery, to the customer. The Company records product sales net of goods and services tax, discounts, returns, and other related charges. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in the light of contractual and legal obligations, historical trends, past experience and projected market conditions.

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In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any). The Company estimates variable consideration at contract inception until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company collects Goods & Service Tax (GST) on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from the revenue.

The Company from time to time enters into arrangements for the sale of its products in certain markets. Under such arrangements, the Company sells its products to the business partners at a base purchase price agreed upon in the arrangement and is also entitled to a profit share which is over and above the base purchase price. The profit share is typically dependent on the ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement.
Revenue in an amount equal to the base purchase price is recognised in these transactions upon shipment/ delivery of products to the business partners. An additional amount representing the profit share component is recognised as revenue only to the extent that it is highly probable that a significant reversal will not occur.

Rendering of services:
Service income, which primarily relates to contract research and product development, is recognised as and when the underlying services are performed.

The Company also provides consultancy services. The income from these services is recognized when the same is performed and accepted by the other party based on invoices. Revenue from rendering of service is recognized over time of performance obligation.

Export incentives
Export incentives are recognized when the right to receive credit is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds and utilization of export incentives within its validity period.

Interest Income
Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount on initial recognition. Interest income is included in other income in the Statement of Profit and Loss.

k) Contract balances

Contract asset:
Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.
Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in note 3(h) Financial instruments – initial recognition and subsequent measurement.

Trade receivable:
A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 3(h) Financial instruments – initial recognition and subsequent measurement.

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Contract liabilities:
A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

l) Borrowing cost:
Borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing to the extent they are regarded as adjustment to the interest cost.

m) Income taxes
Tax expense comprises current tax expense and deferred tax.

Current income tax:
Current income-tax is measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Current tax assets and current tax 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.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:
Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets- unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

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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.

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

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 if there is legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

Accruals for uncertain tax positions require management to make judgements of potential exposures. Accruals for uncertain tax positions are measured using either the most likely amount or the expected value amount depending on which method the entity expects to better predict the resolution of the uncertainty. Tax benefits are not recognised unless the management based upon its interpretation of applicable laws and regulations and the expectation of how the tax authority will resolve the matter concludes that such benefits will be accepted by the authorities. Once considered probable of not being accepted, management reviews each material tax benefit and reflects the effect of the uncertainty in determining the related taxable amounts.

n) Provisions:

Provision are recognised if as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific ro the liability.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions are reviewed at each Balance Sheet date.

o) Compound financial instruments:

The Company has issued Compulsory Convertible Debenture (CCD) which is recorded as compound financial instruments.

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognized as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.
The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the compound financial instruments, the balance recognized in equity will be transferred to retained earnings. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the compound financial instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the instrument using the effective interest method.

p) Equity instruments

Equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

q) Inventories

Raw material, packing material and stores and spare parts

Raw materials, packing materials, stores and spares are valued at lower of cost and net realisable value after providing for obsolescence, if any. However, these items are considered to be realisable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.
Cost includes purchase price, import duties and other taxes excluding taxes those are subsequently recoverable from the concerned authorities, freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Cost of inventories is determined using the weighted average method. Stores and spare parts, that do not qualify to be recognised as property, plant and equipment are accounted as inventories.

Finished goods and work-in-progress.

Finished goods and work-in-progress are valued at the lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated shelf life, planned product discontinuances, price changes, ageing of inventory and introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. The Company considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

r) Cash and cash equivalents

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

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

s) Foreign currencies

Transactions and balances

Foreign currency transactions are initially recorded in the functional currency, by applying to the functional currency spot exchange rate between the functional currency and the foreign currency at the date the transaction first qualifies for recognition.

Foreign currency monetary items are converted to functional currency using the functional currency closing spot exchange rates at the reporting date.

Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Statement of Profit and Loss in the year in which they arise.

t) Retirement and other employee benefits

Retirement benefit in the form of provident fund, and Employee State Insurance Contribution and Labour Welfare Fund are defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The Company operates defined benefit plan for its employee, viz., gratuity. The costs of providing benefits under this plan are determined on the basis actuarial valuation at each year-end using the projected unit credit method. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

1. Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
2. Net interest expense or income; and
3. Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The Company also provides benefit of compensated absences to its employees which are in the nature of long -term benefit plan. Liability in respect of compensated absences becoming due and expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

Share based compensation:

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

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Equity-settled transactions
The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The grant date fair value of options granted to employees is recognised as employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award. The increase in equity recognised in connection with share-based payment transaction is presented as a separate component in equity under "employee stock option". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

u) Contingent Liabilities and contingent assets:
A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognized nor disclosed in the financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Contingent liabilities recognised in a business combination
A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

v) Earnings per share
Basic earnings per share is calculated by dividing the net profit or 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 period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources.
For the purpose of calculating diluted earnings 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) Segment reporting policies
Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments

Refer note 36 for detailed segment presentation.

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x) Business Combinations and goodwill

Business combination of entities under common control

Business combinations involving entities that are controlled by the Company or ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory, are accounted for using the pooling of interest's method as follows:

i. The assets and liabilities of the combining entities are reflected at their carrying amounts.

ii. No adjustments are made to reflect fair values or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.

iii. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination, however, where the business combination had occurred after that date, the prior period information is restated only from that date.

iv. The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

v. The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.

Business combination using acquisition method and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. The Company measures the non-controlling interests in the acquiree at the fair value on the date of acquisition. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Company) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances, and pertinent

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conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.
If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.
Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests, and fair value of any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.
After initial recognition, goodwill is measured at the carrying amount less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

4. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in the current and future periods.

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Management considers the accounting estimates and assumptions discussed below to be its critical accounting estimates and, accordingly, provide an explanation of each below.

The discussion below should also be read in conjunction with the Company's disclosure of material accounting policies which are provided in Note 3 to the financial statements, 'Summary of Material Accounting Policies'.

The areas involving critical estimates or judgments are:

- <u>Fair Value measurement of financial instruments</u>
  When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility etc. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- <u>Taxes</u>
  There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

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

  The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

  The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given.

- <u>Recognition of deferred tax assets</u>
  The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

- <u>Provisions and contingent liabilities</u>
  The Company exercises judgement in measuring and recognizing provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision.

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- Revenue from sale of services
  The Company recognises revenue using the stage of completion method related to sale of services. This requires forecasts to be made of the outcomes of service contracts, which require assessments and judgements to be made on changes in work scopes to the extent they are probable and they are capable of being reliably measured.

- Impairment of Goodwill
  Goodwill with indefinite life is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The Company performs impairment testing annually. The recoverable amount of the Cash Generating Unit (CGU) has been determined based on fair value as at the balance sheet date. The acquisition has happened on 27 October 2020. As per the management's assessment the recoverable amount of the CGU is higher than the carrying value, hence there is no impairment.

- Useful life of property, plant and equipment's - Refer note 3(d)

- Valuation of Inventory – Refer note 3(q)

- Share Based Payment – Refer note 41 and note 3(t)

5. **New and amended standards**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Company applied for the first-time these amendments.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's Financial Statements.

6. **Approval of the Financial Statement**

The Financial Statements were approved for issue by the Company's Board of Directors on 23 May 2024.

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7(a). Property, plant and equipment

	Freehold land	Leasehold improvement	Buildings	Plant and equipment	Lab equipments	Office equipment	Furniture and fixtures	Vehicles	Computers	Total of PPE	Capital work in progress
Gross carrying amount											
As at 1 April 2022 (Restated)	**3,914.65**	**-**	**15,881.46**	**27,761.86**	**3,746.28**	**474.23**	**2,852.05**	**274.45**	**443.81**	**55,348.79**	**4,580.57**
Additions	-	501.16	1,441.73	3,347.38	97.75	87.54	150.55	-	415.78	**6,041.89**	12,157.27
Disposals / Capitalisation	-	-	(40.00)	(153.74)	-	-	-	-	(11.46)	**(205.20)**	(5,068.02)
As at 31 March 2023 (Restated)	**3,914.65**	**501.16**	**17,283.19**	**30,955.50**	**3,844.03**	**561.77**	**3,002.60**	**274.45**	**848.13**	**61,185.48**	**11,669.82**
Additions	-	-	1,951.36	5,872.76	417.65	200.41	822.92	33.20	238.78	**9,537.08**	**19,482.61**
Disposals / Capitalisation	(15.58)	-	(159.09)	(0.44)	- -	(31.86)	(123.94)	-	-	**(330.91)**	**(8,228.79)**
As at 31 March 2024	**3,899.07**	**501.16**	**19,075.46**	**36,827.82**	**4,261.68**	**730.32**	**3,701.58**	**307.65**	**1,086.91**	**70,391.65**	**22,923.64**
Accumulated depreciation											
As at 1 April 2022 (Restated)	**-**	**-**	**1,402.30**	**6,856.41**	**798.83**	**189.55**	**1,212.63**	**101.46**	**207.45**	**10,768.63**	**-**
Charge for the year	-	23.74	695.55	2,737.54	554.65	114.67	357.89	39.09	152.91	**4,676.04**	-
Disposals	-	-	(7.30)	(108.51)	-	-	-	-	(10.92)	**(126.73)**	-
As at 31 March 2023 (Restated)	**-**	**23.74**	**2,090.55**	**9,485.44**	**1,353.48**	**304.22**	**1,570.52**	**140.55**	**349.44**	**15,317.94**	**-**
Charge for the year	-	47.61	771.63	3,532.29	428.15	110.06	298.28	35.53	251.65	**5,475.20**	-
Disposals	-	-	(14.10)	(0.44)	-	(31.86)	(120.30)	-	-	**(166.70)**	-
As at 31 March 2024	**-**	**71.35**	**2,848.08**	**13,017.29**	**1,781.63**	**382.42**	**1,748.50**	**176.08**	**601.09**	**20,626.44**	**-**
Net carrying amount											
As at 31 March 2024	**3,899.07**	**429.81**	**16,227.38**	**23,810.53**	**2,480.05**	**347.90**	**1,953.08**	**131.57**	**485.82**	**49,765.21**	**22,923.64**
As at 31 March 2023 (Restated)	**3,914.65**	**477.42**	**15,192.64**	**21,470.06**	**2,490.55**	**257.55**	**1,432.08**	**133.90**	**498.69**	**45,867.54**	**11,669.82**

*Refer note 15(a) & 15(b) for details of Property, plant and equipment mortgaged.

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7(a)(i). Details of immovable properties whose title deeds are not held in the name of the Company

Description of property	Gross carrying value	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*
Building	809.08	ZCL Chemcials Limited	No	Since February 2024	
Land	175.80	Avra Laboratories Private Limited	No	Since February 2024	
Land	360.19	Avra Laboratories Private Limited	No	Since February 2024	Held in the name of erstwhile Company which has now been merged with the Company in terms of approval of National Company law Tribunal (NCLT) / Honorable high court of respective states.
Land	392.16	RA Chem Pharma Limited	No	Since November 2022	
Land	88.09	RA Chem Pharma Limited	No	Since November 2022	
Land	951.09	RA Chem Pharma Limited	No	Since November 2022	
Land	254.89	RA Chem Pharma Limited	No	Since November 2022	
Land	419.4	M/s Indu Pharma	No	Since November 2022	
Land	1,257.45	Inventis Drug Delivery Systems Private Limited	No	Since November 2022	

Capital work in progress (CWIP) - Ageing schedule:
As at 31 March 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	15,263.51	5,388.06	833.61	-	**21,485.18**
Projects temporarily suspended	-	349.39	917.35	171.72	**1,438.46**

As at 31 March 2023 (Restated)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	9,611.99	1,865.74	192.09	-	**11,669.82**
Projects temporarily suspended	-	-	-	-	**-**

Notes:
i. For details of assets pledged as security, refer note 15.
ii. Capital work in progress comprises expenditure in respect of various plants and buildings in the course of construction.
iii.The Company does not have any capital work in progress overdue whose completion has exceeded its cost compared to its original plan.
iv. During the year ended 31 March 2024, the Company capitalised interest expenses amounting to Rs. 285.43 lakhs (31 March 2023 - Rs. 5.41 lakhs), with respect to qualifying assets at effective interest rate of 11% on specific borrowing.

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7 (b) Right-of-Use Assets

Gross Block	Land*	Vehicles	Buildings*	Total
As at 1 April 2022 (Restated)	136.92	-	2,708.86	2,845.78
Additions	-	-	218.96	218.96
Disposals	-	-	-	-
Balance as at 31 March 23 (Restated)	136.92	-	2,927.82	3,064.74
Additions	-	507.29	1,681.76	2,189.05
Disposals	-	-	(264.32)	(264.32)
Balance as at 31 March 24	136.92	507.29	4,345.26	4,989.47
Accumulated depreciation				
As at 1 April 2022 (Restated)	12.72	-	562.15	574.87
Charge for the year	2.13	-	344.08	346.21
Disposals	-	-	-	-
As at 31 March 2023 (Restated)	14.85	-	906.23	921.08
Charge for the year	2.12	40.73	468.61	511.46
Disposals	-	-	(2.62)	(2.62)
As at 31 March 2024	16.97	40.73	1,372.22	1,429.92
Net carrying value				
As at 31 March 2024	119.95	466.56	2,973.04	3,559.55
As at 31 March 2023 (Restated)	122.07	-	2,021.59	2,143.66

***In respect of immovable properties that have been taken on lease, the lease agreements are in the name of the Company, where the Company is the lessee as at the balance sheet date except for the following:**

Description of property	Gross carrying value	Held in 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
Building	1,505.34	Avra Laboratories Private Limited	No	Since February 2024	Held in the name of erstwhile Company which has now been merged with the Company in terms of approval of National Company law Tribunal (NCLT).
Land	136.92	ZCL Chemicals Limited	No	Since February 2024	

8(a) Intangible assets and Goodwill

	Goodwill (refer note 8(a)(ii) & (iii))	Product related Intellectual Property Rights (IP)	Order backlog	Customer relationships	Computer software	Total other Intangible Assets
Gross carrying amount						
At 1 April 2022 (Restated)	58,385.58	4,016.87	1,834.09	2,921.62	307.56	9,080.14
Additions	-	-	-	-	901.92	901.92
At 31 March 2023 (Restated)	58,385.58	4,016.87	1,834.09	2,921.62	1,209.48	9,982.06
Additions	-	-	-	-	164.64	164.64
At 31 March 2024	58,385.58	4,016.87	1,834.09	2,921.62	1,374.12	10,146.70
Accumulated amortization						
At 1 April 2022 (Restated)	-	413.87	1,728.57	393.36	178.49	2,714.29
Charge for the year	-	292.76	105.52	278.25	266.40	942.93
As at 31 March 2023 (Restated)	-	706.63	1,834.09	671.61	444.89	3,657.22
Charge for the year	-	746.58	-	278.25	389.07	1,413.90
As at 31 March 2024	-	1,453.21	1,834.09	949.86	833.96	5,071.12
Net carrying amount						
As at 31 March 2024	58,385.58	2,563.66	-	1,971.76	540.16	5,075.58
As at 31 March 2023 (Restated)	58,385.58	3,310.24	-	2,250.01	764.59	6,324.84

8(a)(i) In accordance with the requirements of Ind AS 36, "Impairment of Assets", no indicators for impairment exist as at 31st March 2024 for product related intangibles, customer relationships and computer software.
8(a)(ii) As at 31 March 2024, the carrying goodwill is Rs. 58,385.58 lakhs which pertains to the merger of RA Chem Pharma Limited ('RA Chem Ltd' or 'acquiree') with the Company.

8(a)(iii) Goodwill arising upon business combination is not amortised but tested for impairment at least annually or more frequently if there is any indication that the cash generating unit to which goodwill is allocated is impaired. The Company performed its annual impairment test for the year ended 31 March 2024 as on 31 December 2023.

For the purpose of impairment testing of Goodwill, as per the business plan of purchase, the entire business of RA Chem Ltd. is considered as single Cash Generating Unit (CGU), as post business combination the entire operations of RA Chem Ltd. have been integrated for synergies, includes aligning of manufacturing facilities, etc.

The recoverable amounts of the above cash generating units have been assessed using a value-in-use model. Value-in-use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows. Key assumptions upon which the Company has based its determinations of value-in-use include:

a) Estimated cash flows for five years, based on management's projections.
b) A terminal value arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate of 6%. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.
c) The after tax discount rates used are based on the Company's weighted average cost of capital.
d) The after tax discount rates used are 12.20% for cash generating unit and the pre-tax discount rate is 12.41%.

The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

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8(b) Intangible assets under development

	31 March 2024	31 March 2023 (Restated)
Balance as at beginning of the year*	26.88	714.71
Add: Incurred during the year	178.47	170.01
Less: Capitalized during the year	39.10	857.84
Closing balance**	**166.25**	**26.88**

* Balance as at 1 April 2022 includes employee cost of Rs. 515.87 lakhs and professional cost of Rs. 4.98 lakhs relating to project team who were directly involved in SAP implementation.

**Pertains to implementation of SAP
There is no project whose completion is overdue or has exceeded its cost compared to its original plan during the current year and previous year.

Intangible assets under development - Ageing schedule:

As at 31 March 2024	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Intangible assets under development	166.25	-	-	-	166.25
Total	**166.25**	-	-	-	**166.25**

As at 31 March 2023 (Restated)	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Intangible assets under development	26.88	-	-	-	26.88
Total	**26.88**	-	-	-	**26.88**

Financial assets

9(a) Non-current investments

	31 March 2024	31 March 2023 (Restated)
Investments in equity instruments, unquoted, fully paid up		
Investment in others at fair value through profit or loss		
1200 (31 March 2023: 1200) equity shares of Rs. 1,000 each in Mana Effluent Treatment Plant Limited	12.00	12.00
60,000 (31 March 2023: 60,000) equity shares of Rs. 10 each in Atchuthapuram Effluent Treatment Limited	6.00	6.00
43,975 (31 March 2023: 43,975) equity shares of Rs.10 each in Narmada Clean Tech	4.40	4.40
	22.40	**22.40**
Aggregate book amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate value of unquoted investments	22.40	22.40
Aggregate amount of impairment in value of investments	-	-

Current investments

	31 March 2024	31 March 2023 (Restated)
Investment in other deposits at amortized cost	-	512.71
	-	**512.71**

9(b) Trade receivables

	31 March 2024	31 March 2023 (Restated)
Trade receivables		
– others	51,327.46	42,024.67
	51,327.46	**42,024.67**

Break up for security details

	31 March 2024	31 March 2023 (Restated)
Unsecured, considered good (Others)	51,327.46	42,024.67
Unsecured, credit impaired	1,720.95	557.13
	53,048.41	42,581.80
Less: Provision towards doubtful receivables	1,720.95	557.13
	51,327.46	**42,024.67**

Movement in the allowance for doubtful trade receivables

	31 March 2024	31 March 2023 (Restated)
Balance at beginning of the year	557.13	774.87
Add: Allowance made during the year for doubtful trade receivables net of reversals	1,163.82	(217.74)
Balance at the end of the year	**1,720.95**	**557.13**

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Trade receivables ageing schedule :

Trade receivables ageing as at 31 March 2024

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	36,674.05	13,779.06	873.84	0.51	-	-	51,327.46
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	173.48	210.93	1,105.63	216.75	14.16	1,720.95
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Total	**36,674.05**	**13,952.54**	**1,084.77**	**1,106.14**	**216.75**	**14.16**	**53,048.41**
Less: Allowance for Credit Impaired	-	(173.48)	(210.93)	(1,105.63)	(216.75)	(14.16)	(1,720.95)
Balance at the end of the year	**36,674.05**	**13,779.06**	**873.84**	**0.51**	**-**	**-**	**51,327.46**

Trade receivables ageing as at 31 March 2023 (Restated)

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	31,372.68	9,671.58	946.31	33.30	0.80	-	42,024.67
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	32.78	55.01	49.18	377.15	43.01	-	557.13
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Total	**31,405.46**	**9,726.59**	**995.49**	**410.45**	**43.81**	**-**	**42,581.80**
Less: Allowance for Credit Impaired	(32.78)	(55.01)	(49.18)	(377.15)	(43.01)	-	(557.13)
Balance at the end of the year	**31,372.68**	**9,671.58**	**946.31**	**33.30**	**0.80**	**-**	**42,024.67**

Notes:

9(b)(i) The Company's credit period generally ranges from 30-180 days and trade receivables are non-interest bearing.

9(b)(ii) No trade receivablea are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

9(c) Cash and cash equivalents

	31 March 2024	31 March 2023 (Restated)
Cash on hand	10.61	10.37
Balances with banks		
– in cash credit accounts	2,532.86	525.84
– in current accounts	3,320.87	476.35
– in CSR unspent accounts*	71.32	190.53
– in exchange earners foreign currency account	310.26	2,074.94
– in deposit accounts with original maturity less than 3 months	2,863.54	4,634.68
	9,109.46	**7,912.71**

*Represents cash and cash equivalents deposited in CSR unspent accounts and are not available for use by the Company other than specific purpose.

9(d) Bank balances other than cash and cash equivalents

	31 March 2024	31 March 2023 (Restated)
Deposit with original maturity of more than 3 months and remaining maturity of less than 12 months	2,576.09	909.00
Unpaid dividend account**	6.47	-
Margin money*	273.41	402.13
	2,855.97	**1,311.13**

*these are fixed deposits against letter of credit and bank guarantee given by the company.

**Represents amount deposited in unpaid dividend account and are not available for use by the Company other than for specific purpose.

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9(c) **Other financial assets**

	31 March 2024	31 March 2023 (Restated)
Unsecured, considered good		
Non-current		
Deposits with remaining maturity of more than 12 months	1.09	1.36
Loans/advances to related parties (refer note 9(c)(i) below)	894.84	300.00
Loans/advances to employees	8.67	30.33
Security deposits	987.98	923.59
	1,892.58	**1,255.28**
Unsecured, considered good	987.98	923.59
Current		
Deposits with remaining maturity of less than 12 months	1.77	-
Loans/advances to employees	151.30	84.86
Security deposits	175.82	146.35
Derivatives not designated as hedges, at fair value through profit or loss (refer note 15(d)(ii))		
– Foreign exchange forward contracts	-	1.88
	328.89	**233.09**

(i) The Company has given interest free loan of Rs 1,000.00 lakhs (31 March 2023: Rs. 300 lakhs) (accounted at fair value as per Ind AS at Rs 894.84 lakhs) to the key managerial personnel as per the policy of the Company which is repayable after 3 years from the loan disbursement date. Refer note 32 for amounts due from key managerial personnel.

10 **Other non-current assets**

	31 March 2024	31 March 2023 (Restated)
Unsecured, considered good		
Capital advances	865.56	1,524.62
Prepaid expenses	57.01	-
Balances with government authorities*	290.47	635.79
Export incentive receivables	612.08	-
	1,825.12	**2,160.41**

*includes amounts deposited under protest amounting to Rs. 80.56 lakhs (31 March 2023: Rs. 55.10 lakhs) towards various indirect tax assessments.

11 **Inventories (at the lower of cost and net realisable value)**

	31 March 2024	31 March 2023 (Restated)
Raw materials	13,604.98	14,348.72
Work-in-progress	14,590.29	12,617.13
Finished goods	6,733.18	7,567.17
Packing materials	520.84	540.92
Stores and spares	1,294.82	1,338.05
	36,744.11	**36,411.99**

12 **Other current assets**

	31 March 2024	31 March 2023 (Restated)
Unsecured, considered good		
Unbilled revenue	729.00	-
Prepaid expenses*	979.26	733.62
Advances other than capital advances	376.23	944.02
- Employees	-	-
Balances with government authorities	7,665.54	5,495.13
Export incentives receivable	367.28	325.13
	10,117.31	**7,497.90**

*Refer note 32 for amounts due from key managerial personnel.

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13 Equity share capital

	Equity Shares		Compulsory Convertible Preference Shares	
	Number	Amount	Number	Amount
Authorized share capital				
Equity shares of Rs. 10 each and Preference shares of Rs. 100 each				
As at 1 April 2022 (Restated)	19,35,36,930	19,353.69	6,40,200	640.20
Increase/(decrease) during the year	-	-	-	-
As at 31 March 2023 (Restated)	**19,35,36,930**	**19,353.69**	**6,40,200**	**640.20**
Increase/(decrease) during the year	3,30,00,00,000	3,30,000.00	-	-
As at 31 March 2024	**3,49,35,36,930**	**3,49,353.69**	**6,40,200.00**	**640.20**

Issued equity share capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	Number	Amount
As at 1 April 2022	14,58,38,927	14,583.89
Increase/(decrease) during the year	-	-
As at 31 March 2023	**14,58,38,927**	**14,583.89**
Issued pursuant to merger (refer note 14(b))	2,30,24,10,232	2,30,241.02
Issued upon conversion of Compulsory Convertible Debentures (CCD) (refer note 15(a)(I))	94,64,13,360	94,641.34
As at 31 March 2024	**3,39,46,62,519**	**3,39,466.25**

(a) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled ro one vote per share. The Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assers of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(b) Shares held by holding company

	31 March 2024		31 March 2023	
	Number	Amount	Number	Amount
Jusmiral Holdings Limited, holding company	3,39,35,33,530	3,39,353.35	14,58,38,927	14,583.89

(c) Shareholders holding more than 5% equity shares in the Company

	31 March 2024		31 March 2023	
	Number of shares	% of holding	Number of shares	% of holding
Jusmiral Holdings Limited, holding company	3,39,35,33,530	99.97%	14,58,38,927	100.00%

As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Details of shares held by promoters
As at 31 March 2024

Promoter Name	Shares held by promoter at the end of the year		Shares held by promoter at the beginning of the year		% Change during the year
	No of Shares	% of total shares	No of Shares	% of total shares	
Jusmiral Holdings Limited, holding company	3,39,35,33,530	99.97%	14,58,38,927	100.00%	2326.91%

As at 31 March 2023

Promoter Name	Shares held by promoter at the end of the year		Shares held by promoter at the beginning of the year		% Change during the year
	No of Shares	% of total shares	No of Shares	% of total shares	
Jusmiral Holdings Limited, holding company	14,58,38,927	100%	14,58,38,927	100%	-

(d) There are no equity shares issued as bonus and shares bought back during the period of five years immediately preceding the reporting dates.
Aggregate number of equity shares issued for consideration other than for cash during the period of five years immediately preceding the reporting dates are as mentioned below:

	Number of shares	
	31 March 2024	31 March 2023
Equity shares issued pursuant to merger of ZCL and AVRA (refer note 14(b))	2,30,24,10,232	-
Equity shares issued upon conversion of CCD into Equity shares (refer note 15(a)(I))	94,64,13,360	-

(e) Shares reserved for issue under option

For details of the shares reserved for issue under employee stock options scheme of the Company, refer note 41.

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14 Other equity

	31 March 2024	31 March 2023 (Restated)
Equity Component of Compound Financial Instrument		
Balance at the beginning of the year	64,061.54	42,789.71
Add: Equity component of Compulsory Convertible Debentures	-	17,599.92
Add: Debt component of CCD net of deferred taxes (Rs. 7,670.25 lakhs) transferred to equity component of compound financial instrument on the date of conversion (refer note 15(a)(I))	22,805.94	-
Less: CCD conversion (refer note 15(a)(I))	(86,867.48)	-
Add: Deferred tax on Compulsory Convertible Debentures	-	3,671.91
Balance at the end of the year	-	**64,061.54**
Shares Pending for Issuance (refer note 14(b) below)	**-**	**2,30,241.02**
Capital Reserve		
Capital Reserve pursuant to scheme of capital subsidy (refer note 14(a)(iv) below)	45.00	45.00
Capital Reserve on conversion of CCD to Equity (refer note 14(a)(v) below)	(7,773.86)	-
Capital Reserve pursuant to merger (refer note 14(b) below)	(2,28,635.00)	(2,28,635.00)
	(2,36,363.86)	**(2,28,590.00)**
General reserve (refer note 14(a)(i) below)	**650.00**	**650.00**
Securities premium account (refer note 14(a)(ii) below)		
Balance at the beginning of the year	14,371.39	14,371.39
Stamp duty on issue of share on account of merger (refer note: 14(b)(iii) below)	(2,610.55)	-
Balance at the end of the year	**11,760.84**	**14,371.39**
Capital Contribution (refer Note 15(a)(I)(c))	**3,947.41**	**-**
Retained earnings		
Balance at the beginning of the year	40,817.19	65,948.20
Add : Net profit for the year	16,943.16	19,883.62
Add : Remeasurement of post-employment benefit obligations (net of tax)	(73.16)	415.71
Less : Dividend Distributed to Shareholders (refer note 14(c) below)	(9,585.47)	(45,430.34)
Balance at the end of the year	**48,101.72**	**40,817.19**
Share based payment reserve (refer note 41)		
Balance at the beginning of the year	-	-
Add : Provided during the year	4,178.89	-
Less : Utilised during the year	-	-
Balance at the end of the year	**4,178.89**	**-**
	(1,67,725.00)	**1,21,551.14**

(a) Nature and purpose of reserves

(i)General Reserve is created out of the profits earned by the company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for the payment of dividend and issue of fully paid-up and not paid-up bonus shares.

(ii)Where the Company issues securities at a premium, whether for cash or otherwise, sum equal to the aggregate amount of the premium received on those securities shall be transferred to "Securities Premium Reserve". The reserve can be utilised only for the limited purpose in accordance with the provisions of the Comapnies Act, 2013.

(iii)The Company has an employee share option scheme under which options to subscribe for the Company's shares have been granted to the key employees and directors. The share-based payment reserve is used to recognize the value of equity-settled share-based payments provided to the key employees and directors as part of their remuneration.

(iv) Capital reserve of Rs. 45 lakhs represents creation of capital reserve pursuant to scheme of capital subsidy given by the state government.

(v) Negative Capital reserve of Rs. 7,773.86 lakhs represents excess of equity share capital issued to the holder of CCD and the total of carrying value of equity component [after transfer of liability component of CCD (net of deferred taxes)] as on the date of conversion (refer note 15(a)(I)).

(vi) Negative Capital reserve of Rs. 228,635.00 lakhs represents the resultant difference between the book value of assets, liabilities & reserves taken over and the shares issued to the shareholders of ZCL Chemicals Limited and AVRA Laboratories Private Limited.

(vii) Retained earnings comprise of the company's accumulated undistributed earning after taxes including re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to the statement of profit and loss.

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(b) 1) The National Company Law Tribunal has approved the scheme of merger of ZCL Chemicals Limited ("ZCL") and AVRA Laboratories Private Limited ("AVRA") (fellow subsidiaries) with Cohance Lifesciences Limited ("the Company") w.e.f. April 01, 2023 (appointed date) on 5 January 2024.
2) The merger has been accounted in the books of account of the Company in accordance with Ind AS 103 "Business Combination" read with Appendix C to Ind AS 103 specified under Section 133 of the Act and the restatement of comparative numbers is being done because of Ind-AS 103 requirements. Accordingly, the following accounting treatment has been followed to give the effect of the merger:
i) All the assets, liabilities and other reserves of the ZCL and AVRA have been incorporated at the carrying value as per scheme.
ii) Inter-Company balances and transactions have been eliminated.
iii) 2,30,24,10,232 number of equity shares (face value of Rs 10 each) of the Company have been issued to the shareholders of the ZCL and AVRA on the basis of swap ratio agreed in the Scheme. The resultant difference between the book value of assets, liabilities & reserves taken-over and the face value of shares issued as on the appointed date has been debited to capital reserve amounting to Rs. 2,28,635.00 lakhs. Rs. 230,241.02 lakhs included in other equity under "shares pending for issuance" as at 31 March 2023 represents value of share capital issued during the year.
The stamp duty payable on such issue of shares amounting to Rs. 2,610.55 lakhs (net of deferred tax of Rs. 878.00 lakhs) has been debited to Securities Premium Account.
iv) The financial information in the financial statements in respect of comparative period have been restated as if business combination had occurred from the beginning of the comparative period in the financial statements.
3) AVRA became fellow subsidiary of the Company with effect from 12 April 2022. The impact of the period between 1 April 2022 and date of obtaining control i.e. 12 April 2022 is not material. Hence, it has been merged with effect from 1 April 2022 in comparative financial statement.

4) Comparative financial information for the year ended 31 March 2023 includes balances of the ZCL and AVRA and the Company. Below mentioned is breakup of restated comparative financial information of the Company:

Breakup of Balance sheet as at 31 March 2023

Particulars	Reported as at 31 March 2023	Impact of merger	Elimination	Restated as at 31 March 2023
Non current assets	1,09,504.01	28,807.05	-	1,38,311.06
Current assets	54,888.90	41,966.00	(950.70)	95,904.20
Total Assets	**1,64,392.91**	**70,773.05**	**(950.70)**	**2,34,215.26**
Total equity*	**84,381.66**	**51,753.37**	**-**	**1,36,135.03**
Non current Liability	34,356.80	1,284.20	-	35,641.00
Current Liability	45,654.45	17,735.48	(950.70)	62,439.23
Total Liability	**80,011.25**	**19,019.68**	**(950.70)**	**98,080.23**
Total Equity and Liability	**1,64,392.91**	**70,773.05**	**(950.70)**	**2,34,215.26**

*Refer Note 14(b)(2) above for number of shares issued to the shareholders of ZCL and AVRA in exchange of their existing holding.

Breakup of statement of profit and loss for the comparative year ended 31 March 2023

Particulars	Audited for the year ended 31 March 2023	Impact of merger	Elimination	Restated for the year ended 31 March 2023
Total Income	75,627.26	62,422.85	(1,213.17)	1,36,836.94
Total Expense	70,330.70	39,917.98	(1,213.17)	1,09,035.51
Profit before tax	**5,296.56**	**22,504.87**	**-**	**27,801.43**
Profit for the year	3,775.52	16,108.10	-	19,883.62
Total comprehensive income for the year	4,163.74	16,135.59	-	20,299.33

(c) During the year, the shareholders of the AVRA had approved the Final dividend of Rs. 19.5 per share for the financial year 2022-23 in the Annual General Meeting held on 26 September 2023. However, subsequently, based on resolution passed by the Board of the Directors of AVRA for withdrawal of dividend, all the shareholders of the AVRA have approved the withdrawal of dividend in the extra ordinary general meeting held on 24 October 2023.

15 Financial liabilities

(a) Non-current Borrowings

	Non-current maturities		Current maturities	
	31 March 2024	31 March 2023 (Restated)	31 March 2024	31 March 2023 (Restated)
Secured (refer note II below)				
Term loans				
-Rupee loans from bank (refer note 15(a)(II) below)	14,250.83	1,919.02	898.73	1,894.89
	14,250.83	**1,919.02**	**898.73**	**1,894.89**
Unsecured				
Liability component of Compulsory Convertible Debentures (refer note 15(a)(I) below)	-	30,422.46	-	8,817.52
	-	**30,422.46**	-	**8,817.52**
	14,250.83	**32,341.48**	**898.73**	**10,712.41**

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I (a) 62,451,826 Compulsory Convertible debentures (CCD) issued on 26 October 2020 ("Tranche I") and 32,189,510 Compulsory Convertible Debentures (CCD) issued on 01 September 2022 ("Tranche II"), shall be automatically converted into fixed number of equity shares upon maturity i.e. at the end of 8th year from date of its issuance. Holder has the right to convert CCD into equity shares anytime before maturity and have exercised such right on 29 January 2024. As per Ind AS 109 - 'Financial Instrument' CCD's are compound financial instruments and hence were classified separately as financial liability and equity component (net of deferred tax had been recognised in other equity). Refer note 3(o) for accounting policy on compound financial instruments.
CCDs carry a coupon calculated half-yearly for Tranche I and annually for Tranche II on the face value of CCDs on arms' length terms, commencing from the date of their allotment and until the date of their conversion to Equity Shares.

(b) On 29 January 2024 (the "Conversion date"), the holder issued a notice for the conversion of CCD to equity and accordingly, the Company has issued equity shares amounting to Rs. 94,641.34 lakhs (946,413,360 number of equity shares of Rs. 10 each) in exchange for 94,641,336 number of CCD on 1 February 2024. The difference among the value of equity shares issued, carrying value of liability component of CCD on the date of conversion net of deferred tax and carrying value of equity component of CCD, has been debited to the capital reserve as mentioned below:

Particulars	**Amount in Rs. lakhs**
Equity component of Compound Financial Instrument	64,061.54
Add: Carrying value of liability component of CCD on the date of conversion transferred to equity (refer note 15(b)(I))	30,476.19
Less: Deferred tax on liability component transferred to equity	(7,670.25)
Carrying value of equity component on date of conversion	**86,867.48**
Less: Value of shares issued on the date of conversion (refer note 13)	94,641.34
Amount taken to capital reserve (refer note 14 (a)(v))	(7,773.86)

(c) Further, coupon payable/accrued up to the date of conversion from last coupon payment on both tranches of CCD was waived off by the holder, Jusmiral Holdings Limited, in its capacity as shareholder. Hence, the coupon payable waived off of Rs 5,275.03 lakhs net of deferred tax reversal of Rs.1,327.62 lakhs i.e. Rs. 3,947.41 lakhs (net) was accounted as capital contribution in other equity.

II **Terms and conditions of secured loans and nature of security**
1. Rupee Term loans amounting to Rs. 7,004.56 lakhs (31 March 2023: Rs. 2,808.91 lakhs) is secured by way of the below assets of the Company:
a. first pari-passu charge on all property, plant and equipment (existing and proposed) ;
b. second pari-passu charge on all chargeable current assets (existing and future);
c. the loans carry interest rates ranging from 7.45% to 8.38% p.a.(31 March 2023: 5.00% to 7.76% per annum). Total term loans are repayable in quarterly/monthly equal installments with the last installment due on 15 November 2028.

2. Rupee term loan amounting to Rs 5,000.00 lakhs (31 March 2023: Rs 1,005.00 lakhs) from bank is secured by first pari-passu charge on the entire movable and immovable property, plant and equipment of the Company and it carry interest rate of repo rate plus 100 bps (currently 7.5% p.a.).The term loan is repayayable in 12 equal quarterly installments after 24 months of moratorium period from the date of first disbursement.(first installment on 31 May 2025 and last installment date is 28 February 2028).

3. Rupee term loans amounting to Rs. 3,145.00 lakhs (31 March 2023: Rs. Nil) is secured by way of:
a. first charge on all property, plant and equipment (Present an future) of the Company;
b. second pari-passu charge on all chargeable current assets (existing and future) of the Company;
c. the loan carries interest rate of repo rate plus 100 bps (presently 7.50%). The term loan is repayable in 12 equal quarterly instalments after 24 months of moratorium period from the first date of disbursement (first installment due on 31 May 2025 and last installment date is 28 February 2028).

III The Company has utilised the borrowings for the purpose for which they were obtained.

IV The company has filed quarterly returns/statements of current assets with banks and these are materially in agreement with books of accounts for the year ended 31 March 2024 and 31 March 2023

(b) Current borrowings

	31 March 2024	**31 March 2023 (Restated)**
Secured, loans repayable on demand from banks		
Foreign currency loans		
-Packing credit	-	8.21
Rupee loans		
-Packing credit	7,845.32	4,575.62
-Working capital loans	21,331.33	14,252.82
Current maturities of non-current borrowings (refer note 15(a))	898.73	1,894.89
Unsecured, loans repayable on demand from banks		
Rupee loans		
-Packing credit	4,555.46	-
-Working capital loans	-	4,027.56
Liability component of Compulsory Convertible Debentures (refer note 15(a))	-	8,817.52
	34,630.84	**33,576.62**

Terms and conditions of secured loans and nature of security
Foreign currency and Rupee loans-Packing credit and Working capital loans
(i) Current borrowings (Rs. 29,176.65 lakhs) are secured by way of first paripassu charge on the entire current assets (present and future) of the Company and is collaterally secured by second paripassu charge on the entire fixed assets (present and future) of the Company.

Unsecured rupee loans - Packing Credit and Working capital loans
(i) Packing credit loan is repayable on demand and carries interest rate ranging from 4.80% to 7.85%.

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(All amounts in ₹ lakhs unless otherwise stated)

I Reconciliation of liabilities arising from financing activities

	Non-current borrowings (including current maturities)	Current borrowings
As at 1 April 2022 (Restated)	**31,459.91**	**11,846.08**
Proceeds from borrowings	15,575.22	11,018.13
Repayment of borrowings, net	(2,716.70)	-
Payment of CCD coupon	(5,090.08)	-
Interest expense - CCD	3,825.54	-
As at 31 March 2023 (Restated)	**43,053.89**	**22,864.21**
Proceeds from borrowings, net	13,221.61	10,867.90
Repayment of loans, net	(1,886.05)	-
Payment of CCD coupon	(6,308.73)	-
Interest expense - CCD	2,820.06	-
Coupon payable waived off on CCD	(5,275.03)	
Transfer of liability component to equity component of compound financial instruments	(30,476.19)	-
As at 31 March 2024	**15,149.56**	**33,732.11**

II Non cash financing and investing activities

Particulars	31 March 2024	31 March 2023 (Restated)
Issuance of equity shares pursuant to merger of ZCL and Avra (refer note 14(b))	2,30,241.02	-
Issuance of equity shares for conversion of CCD (refer note 15(a)(I))	94,641.34	-
Acquisition of Right-of-use assets (refer note 7(b))	2,189.05	218.96
	3,27,071.41	**218.96**

(c) Trade payables

	31 March 2024	31 March 2023 (Restated)
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises (refer note 38)	2,418.97	3,105.23
- Total outstanding dues of creditors other than micro enterprises and small enterprises	17,525.45	18,306.72
	19,944.42	**21,411.95**

As at 31 March 2024

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1,645.55	765.81	7.09	0.52	-	**2,418.97**
(ii) Others	9,676.34	7,412.63	382.70	51.51	2.27	**17,525.45**
(iii) Disputed - MSME	-	-	-	-	-	-
(iv) Disputed - others	-	-	-	-	-	-

As at 31 March 2023 (Restated)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1,444.64	1,641.88	18.71	-	-	**3,105.23**
(ii) Others	8,755.91	9,452.58	95.94	2.29	-	**18,306.72**
(iii) Disputed - MSME	-	-	-	-	-	-
(iv) Disputed - others	-	-	-	-	-	-

Notes:

(i) For details regarding the Company's exposure to currency and liquidity risk, refer note 34.

(ii) Trade payables are non-interest bearing and are normally settled on 30-180 day terms.

(iii) There are no payables to the related parties.

(d) Other financial liabilities

	31 March 2024	31 March 2023 (Restated)
Derivatives not designated as hedges, at fair value through profit or loss (refer note 15(d)(ii) below)		
– Foreign exchange forward contracts	3.82	-
Interest accrued but not due	43.71	31.02
Creditor for capital goods (refer note 15(d)(iii) below)	918.34	1,372.47
Employee related liabilities	735.66	1,413.74
Other payables (refer note 15(d)(i) below)	107.67	105.43
	1,809.20	**2,922.66**

(i) The investment by the Parent in the Company has been approved by the Department of Pharmaceuticals , Government of India. In line with this approval the Company is in the process of applying for the Compounding Order from the Reserve Bank of India (RBI), based on directives from Department of Pharmaceuticals with respect to this investment in the Company by its Parent . Based on the internal assessment and legal view obtained from external consultant, the management has estimated the total liability of Rs. 100 lakhs. However, the final amount of the liability will be determined post receipt of compounding order from RBI.

(ii) The Company has entered into foreign exchange forward contracts with the intention to reducing the foreign exchange risk of expected sales and purchases. These forward contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

(iii) Amount includes payable to MSME vendors amounting to Rs 578.38 lakhs (as at 31 March 2023: Rs. 217.88 lakhs) (refer note 38).

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16 Lease Liability

The following is the break-up of current and non-current lease liabilities is as follows:

	31 March 2024	31 March 2023 (Restated)
Current lease liabilities	341.68	291.31
Non-current lease liabilities	3,208.10	1,832.01
Total	**3,549.78**	**2,123.32**

Reconciliation of liabilities arising from financing activities :

	31 March 2024	31 March 2023 (Restated)
Balance at the beginning of the year	2,123.32	2,188.79
Additions made during year	2,030.52	218.96
Finance cost accrued during the year	179.24	123.48
Payment of lease liabilities	(534.05)	(407.91)
Discharge of lease	(249.25)	-
Balance at the end of the year	**3,549.78**	**2,123.32**

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2024 and 31 March 2023 on an undiscounted basis:

	31 March 2024	31 March 2023 (Restated)
Less than one year	577.36	409.86
One to five years	2,146.63	1,146.55
More than 5 years	1,965.89	1,137.10
Total	**4,689.88**	**2,693.51**

Amount recognized in the statement of profit and loss -

	31 March 2024	31 March 2023 (Restated)
a) Depreciation expense from right-to-use (refer note 27)	511.46	346.21
b) Interest expense on lease liabilities (refer note 26)	179.24	123.48
Total	**690.70**	**469.69**

17 Provisions

	31 March 2024		31 March 2023 (Restated)	
	Non-current	Current	Non-current	Current
Gratuity (refer note 17 B below)	1,211.91	222.58	987.38	225.89
Compensated absences	-	387.66	480.13	309.37
Provision for sales return	-	317.14	-	317.13
	1,211.91	**927.38**	**1,467.51**	**852.39**
A Defined contribution plan	1,212	223	987	226

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The Company contribute a specified percentage of payroll cost to fund the benefits. The total expense recognised in statement of profit or loss of Rs 653.97 lakhs (for the period ended 31 March 2023: Rs. 597.47 lakhs) represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

B Defined benefit plan:

(i) The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionally for 15 days salary multiplied for the number of the years of service, subject to payment ceiling of Rs. 20 lakhs. The gratuity plan is partly funded plan. The assumptions used in accounting for the gratuity plan are set out as below:

	31 March 2024	31 March 2023 (Restated)
Retirement age	58 & 62 years	58 & 62 years
Future Salary rise	8.50%	8.50%
Discount rate	7.18%	7.1% to 7.3%
Attrition rate		
For services 2 years and below	30.00%	30.00%
For services 3 years - 4 years	20.00%	20.00%
For services 5 years and above	15.00%	15.00%
Expected rate of return	7.18%	7.1% to 7.3%
Mortality table	IALM- 2012-14 (Ultimate)	IALM- 2012-14 (Ultimate)

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long term plans of growth and industry standards.

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(All amounts in ₹ lakhs unless otherwise stated)

17 Provisions (continued)

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows :

	Present value of obligations	Fair value of plan assets	Net amount
As at 31 March 2022 (Restated)	**2,145.47**	**(538.46)**	**1,607.01**
Interest cost/(gain)	154.76	(37.57)	117.19
Current service cost	258.42	-	258.42
Total amount recognised in statement of profit and loss	**413.18**	**(37.57)**	**375.61**
Remeasurements			
Actuarial loss on obligation	(557.19)	1.67	(555.52)
Total amount recognised in other comprehensive income	**(557.19)**	**1.67**	**(555.52)**
Benefit payments	(282.99)	105.70	(177.29)
Contribution made	-	(36.54)	(36.54)
As at 31 March 2023 (Restated)	**1,718.47**	**(505.20)**	**1,213.27**
Interest cost/(gain)	125.15	(36.59)	88.56
Current service cost	245.83	-	245.83
Total amount recognised in statement of profit and loss	**370.98**	**(36.59)**	**334.39**
Remeasurements			
Actuarial loss on obligation	97.89	(0.13)	97.76
Total amount recognised in other comprehensive income	**97.89**	**(0.13)**	**97.76**
Benefit payments	(171.58)	44.84	(126.74)
Contribution made	-	(84.19)	(84.19)
As at 31 March 2024	**2,015.76**	**(581.27)**	**1,434.49**

The net liability disclosed above relates to funded and unfunded plans are as follows :

	31 March 2024	31 March 2023 (Restated)
Present value of funded obligations	2,015.76	1,718.47
Fair value of plan assets	(581.27)	(505.20)
Deficit of funded plan	**1,434.49**	**1,213.27**

Sensitivity analysis

	Changes in assumption	31 March 2024		31 March 2023 (Restated)	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
Future Salary rise	1.00%	112.87	(105.71)	91.76	(85.36)
Discount rate	1.00%	(94.32)	104.45	(78.65)	87.11
Attrition rate	1.00%	(12.11)	12.82	(8.86)	9.44

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

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

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the defined benefit obligation as recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

(a)	Asset volatility	The plan liabilities are calculated using a discount rate set with reference to current investment patterns in the economy; if plan assets underperform this yield, this will create a deficit. The plan asset investments are subject to interest rate risk.
(b)	Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
(c)	Life expectancy	The defined benefit obligation is to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.
(d)	Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

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Defined benefit liability and employer contributions

The Company's aim to eliminate the deficit in gratuity plan over the subsequent years. The Company considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on service costs, will not increase significantly. The expected future cash flows in respect of gratuity were as follows:

	31 March 2024	31 March 2023 (Restated)
Expected total contribution	1,434.49	1,213.27
Expected future benefit payments in the following years		
1st following year	271.09	266.16
2nd following year	247.26	227.32
3rd following year	258.96	209.76
4th following year	274.29	208.87
5th following year	225.64	201.60
Sum of 6th to 10th following year	860.16	716.50
Sum of years 11 and above	975.75	NA

(ii) The Company provides for accumulation of compensated absences by certain categories of its employees. These employees can carry forward a portion of the unutilized compensated absences and utilize it in future periods or receive cash in lieu thereof as per the Company's policy. The Company records a liability for compensated absences in the period in which the employee renders the services that increases this entitlement. The total liability recorded by the Company towards this obligation was Rs. 387.66 lakhs and Rs. 789.50 lakhs as at 31 March 2024 and 31 March 2023, respectively.

18 Deferred tax liabilities/(assets), net

	31 March 2024	31 March 2023 (Restated)
Deferred tax assets		
Compulsory Convertible Debentures adjusted in Equity	-	9,875.92
Lease liabilities as per Ind AS 116 Leases	893.41	534.40
On account of provision for employee benefits expense	519.05	553.90
On account of provision for doubtful receivables	433.13	140.22
On account of Disallowance u/s 94b	-	168.57
On account of payables to MSME vendors u/s 43B	626.88	-
On account of merger related expenses	1,254.88	29.31
Others	133.46	133.46
	3,860.81	**11,435.78**
Deferred tax liabilities		
On account of property, plant and equipment	4,148.08	4,370.39
ROU as per Ind AS 116 Leases	851.28	508.79
On account of derivatives	(0.96)	0.47
	4,998.40	**4,879.65**
Total deferred tax liabilities/(assets), net	**1,137.59**	**(6,556.13)**

Movement in the deferred tax liabilities/(assets)

Particulars	Year ended 31 March 2024				
	Net balance 31 March 2023	Recognised in profit or loss	Recognised in OCI	Recognised in other equity	Net balance 31 March 2024
Deferred Tax Liabilities					
Property, plant & equipment & Intangible assets	4,370.39	(222.31)	-	-	4,148.08
ROU as per Ind AS 116 Leases	508.79	342.49	-	-	851.28
On account of derivatives	0.47	(1.43)	-	-	(0.96)
Total (A)	**4,879.65**	**118.75**	**-**	**-**	**4,998.40**
Deferred Tax Assets					
Provision for employee benefits	553.90	(59.45)	24.60	-	519.05
Provision for doubtful receivables	140.22	292.91	-	-	433.13
On merger related expenses	29.31	347.57	-	878.00	1,254.88
Compulsory Convertible Debentures adjusted in Equity	9,875.92	(878.05)	-	(8,997.87)	-
Lease liabilities as per Ind AS 116 Leases	534.40	359.01	-	-	893.41
On account of Disallowance u/s 94b	168.57	(168.57)	-	-	-
Delay in MSME payments u/s 43B(h)	-	626.88	-	-	626.88
Others	133.46	-	-	-	133.46
Total (B)	**11,435.78**	**520.30**	**24.60**	**(8,119.87)**	**3,860.81**
Tax (Liabilities)/assets (B-A)	**6,556.13**	**401.55**	**24.60**	**(8,119.87)**	**(1,137.59)**

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Movement in the deferred tax liabilities/(assets)

Particulars	Year ended 31 March 2023				
	Net balance 31 March 2022	Recognised in profit or loss	Recognised in OCI	Recognised in other equity	Net balance 31 March 2023
Deferred Tax Liabilities					
Property, plant & equipment & Intangible assets	4,585.10	(214.71)	-	-	4,370.39
ROU	-	508.79	-	-	508.79
On account of derivatives	5.50	(5.03)	-	-	0.47
Fair Value measurement of Mutual Fund	120.65	(120.65)	-	-	-
Total (A)	**4,711.25**	**168.40**	**-**	**-**	**4,879.65**
Deferred Tax Assets					
Provision for employee benefits	644.49	49.22	(139.81)	-	553.90
Provision for doubtful receivables	195.02	(54.80)	-	-	140.22
On merger related expenses	58.62	(29.31)	-	-	29.31
Compulsory Convertible Debentures adjusted in Equity	6,522.30	(318.29)	-	3,671.91	9,875.92
Lease liabilities as per Ind AS 116 Leases	-	534.40	-	-	534.40
On account of Disallowance u/s 94b	-	168.57	-	-	168.57
Others	277.87	(144.41)	-	-	133.46
Total (B)	**7,698.30**	**205.38**	**(139.81)**	**3,671.91**	**11,435.78**
Tax assets/(Liabilities) (B-A)	**2,987.05**	**36.98**	**(139.81)**	**3,671.91**	**6,556.13**

19 **Tax assets / liabilities**

	31 March 2024	31 March 2023 (Restated)
Non Current Tax Assets, net*	3,738.24	3,898.52
Current Tax Liabilities, net	1,760.66	1,002.82

*includes amounts deposited under protest amounting to Rs 313.98 lakhs (31 March 2023: Rs. 313.98 lakhs) towards various income tax assessments.

20 **Other current liabilities**

	31 March 2024	31 March 2023 (Restated)
Contract liabilities	1,358.85	1,627.70
Liability towards Corporate Social Responsibility (refer note 29)	54.90	360.28
Statutory liabilities	473.77	393.50
Stamp duty payable on account of merger (refer note 20(i) below)	4,985.97	-
	6,873.49	**2,381.48**

(i) Represents stamp duty of Rs. 3,488.54 lakhs (31 March 2023: Nil) payable for issue of shares and stamp duty of Rs. 1,497.43 lakhs payable for transfer of title deeds of immovable properties in the name of the Company pursuant to the merger of ZCL and Avra. The amount may vary post receipt of final order from registrar.

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(All amounts in ₹ lakhs unless otherwise stated)

21 Revenue from operations

	31 March 2024	31 March 2023 (Restated)
(A) Revenue from contract with customers		
Sale of Products	1,28,368.46	1,30,380.47
Sale of services	3,137.85	2,024.11
Total (A)	**1,31,506.31**	**1,32,404.58**
(B) Other operating income		
Sale of spent chemicals and scrap	1,243.56	581.71
Export incentives	1,333.35	757.03
Total (B)	**2,576.91**	**1,338.74**
Total revenue from operations (A)+(B)	**1,34,083.22**	**1,33,743.32**

21(A) Revenue from contract with customers:

a Disaggregated revenue information

The Company disaggregates its revenue based on the type of goods or services, the geographical locations and the timing of transfer of goods and services as follows:

Type of goods or services	31 March 2024	31 March 2023 (Restated)
Sale of products-includes formulation also*	1,28,368.46	1,30,380.47
Clinical research studies and other services**	3,137.85	2,024.11
	1,31,506.31	**1,32,404.58**

* The Company is engaged in the manufacturing and selling of Active Pharmaceuticals Ingredients (API), Finished Dosage Formulations (FDF) and speciality chemicals.

** Note: The Company is engaged in the business of providing services related to clinical research studies and dossier developments.

Geographical location	31 March 2024	31 March 2023 (Restated)
India	24,334.64	25,129.40
Outside India	1,07,171.67	1,07,275.18
Total revenue from contract with customers	**1,31,506.31**	**1,32,404.58**

Timing of revenue recognition	31 March 2024	31 March 2023 (Restated)
Goods transferred at point in time	1,28,368.46	1,30,380.47
Service transferred over time	3,137.85	2,024.11
Total revenue from contract with customers	**1,31,506.31**	**1,32,404.58**

Major customer:

The Company did not have any external revenue from a particular customer which exceeded 10% of total revenue for the twelve months ended 31 March 2024 and 31 March 2023, respectively.

b Contract balances

The below table provides information about contract balances of the Company:

Particulars	31 March 2024	31 March 2023 (Restated)
Trade receivables (refer note 9(b))	51,327.46	42,024.67
Contract liabilities (refer note 20)	1,358.85	1,627.70
Contarct assets - Unbilled Revenue (refer note 12)	729.00	-

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22 Other income

	31 March 2024	31 March 2023 (Restated)
Interest income	456.51	1,384.68
Foreign exchange gain, net	207.21	1,472.49
Excess provision written back	-	82.21
Miscellaneous income	110.86	154.24
Profit on sale of fixed assets	1,366.97	-
	2,141.55	**3,093.62**

23 Cost of materials consumed

	31 March 2024	31 March 2023 (Restated)
Inventory at the beginning of the year	14,889.64	12,863.03
Add: Purchases during the year	48,991.92	53,408.79
Less: Inventory at the end of the year	(14,125.82)	(14,889.64)
	49,755.74	**51,382.18**

24 Changes in inventories of finished goods and work-in-progress

	31 March 2024	31 March 2023 (Restated)
Inventory at the beginning of the period		
- Finished goods	7,567.17	8,249.60
- Work-in-progress	12,617.13	11,636.12
	20,184.30	**19,885.72**
Inventory at the end of the period		
- Finished goods	6,733.18	7,567.17
- Work-in-progress	14,590.29	12,617.13
	21,323.47	**20,184.30**
	(1,139.17)	**(298.58)**

25 Employee benefits expense

	31 March 2024	31 March 2023 (Restated)
Salaries and wages	15,182.01	15,058.13
Contribution to provident fund (refer note 17)	653.97	597.47
Gratuity (refer note 17)	334.39	375.61
Compensated absences (refer note 17)	278.95	12.32
Staff welfare expenses	922.69	720.61
Employee stock option scheme (refer note 41)	4,178.89	-
	21,550.90	**16,764.14**

26 Finance costs

	31 March 2024	31 March 2023 (Restated)
Interest expense on		
-Term Loans and Short Term borrowings	2,831.93	1,243.01
- Compulsory Convertible Debentures	2,820.06	3,825.54
- Forward Contract Liability	-	762.90
- Lease liability (refer note 16)	179.24	123.48
- Income tax payable	95.01	-
Exchange differences regarded as an adjustment to borrowing cost	-	4.78
Other borrowing costs	211.05	383.86
	6,137.29	**6,343.57**

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27 Depreciation and amortisation expense

	31 March 2024	31 March 2023 (Restated)
Depreciation on Property, Plant and Equipment (refer note 7(a))	5,475.20	4,676.04
Depreciation on Right to Use Asset (refer note 7(b))	511.46	346.21
Amortisation of Intangible assets (refer note 8(a))	1,413.90	942.93
	7,400.56	**5,965.18**

28 Other expenses

	31 March 2024	31 March 2023 (Restated)
Consumption of stores and spares	2,712.52	2,266.91
Business promotion	374.96	278.83
Commission on sales	307.34	497.23
Power and fuel	5,978.42	5,937.06
Rent	85.05	75.20
Repairs and maintenance		
- Buildings	422.84	883.65
- Plant and equipment	1,082.27	1,332.19
- Others	426.81	447.62
Insurance	726.67	735.68
Clinical trials/ product development expenses	1,038.55	799.70
Job work charges	1,279.11	1,046.29
Testing charges	492.43	229.52
Rates and taxes	919.07	903.75
Stamp duty on account of merger (refer note 20(i))	1,497.43	-
Payment to auditors (refer note 28.1 below)	131.69	80.02
Carriage and freight outward	1,562.86	1,751.14
Waste disposal expenditure	1,088.63	1,089.84
Professional charges	3,109.80	4,790.61
Office maintenance	530.90	490.58
Printing and stationery	126.95	163.66
Net loss on financial instruments at fair value through profit or loss	5.70	108.35
Travelling and conveyance	1,053.14	885.56
Communication expenses	102.85	111.11
Corporate social responsibility expenditure (refer note 29)	58.11	300.98
Contract Labour Charges	2,920.12	2,757.63
Provision towards doubtful receivables(refer note 9(b)	1,163.82	(217.74)
Bad debts written-off	0.39	417.90
Miscellaneous expenditure	609.25	715.75
	29,807.68	**28,879.02**

28.1 Payment to Auditors

	31 March 2024	31 March 2023 (Restated)
Audit fees	67.40	52.00
Limited review and interim audit	55.60	-
Tax Audit Fee	-	3.80
Other charges (including certification charges)	8.69	24.22
	131.69	**80.02**

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29 Corporate social responsibility (CSR) expenditure

	31 March 2024	31 March 2023 (Restated)
(a) Gross amount required to be spent by the Company during the year	58.01	300.98
(b) Amount approved by the Board to be spent during the year	410.20	300.98
(c) Amount spent (in cash) during the year :		
- construction/ acquisition of any asset	-	-
- on purpose other than above	364.49	107.53
d) Details related to Spent / unspent obligations :		
(i) Spent amount in relation to :		
- Ongoing project	364.49	103.32
- Other than ongoing project	-	4.21
(ii) Unspent amount in relation to :		
- Ongoing project	45.71	137.77
- Other than ongoing project	-	55.68

Details of ongoing project and other than ongoing project for the year :

	31 March 2024	31 March 2023 (Restated)
(a) Ongoing Projects :		
Opening balance		
With the Company	105.91	306.56
In separate CSR unspent A/C	190.53	87.45
Amount required to be spent during the year	58.01	209.54
Amount approved by the Board to be spent during the year	410.20	300.98
Amount spent during the year :		
From Company bank A/C	364.49	103.32
From separate CSR unspent A/C	122.20	203.48
Transferred to other than ongoing projects	102.92	-
Closing balance :		
With the Company ^	45.71	105.91
In separate CSR unspent A/C*	71.32	190.53
Excess spent to be carried forward	306.48	-

^ Consequent to the Companies (Corporate Social Responsibility Policy) Amendment Rules 2021 ("the Rules"), the Company has transferred the unspent amount of Rs 45.71 lakhs (31 March 2023: Rs. 105.91 lakhs) to a sepetate bank account subsequent to balance sheet date.

*Unspent CSR balance includes Rs.23.70 lakhs (31 March 2023: Rs. 23.70 lakhs) excess amount transferred in FY 22-23.

(a) Other than ongoing Projects :		
Opening Balance	87.54	-
Amount deposited in Specified Fund of Sch. VII within 6 months	87.54	-
Transferred from ongoing projects	102.92	-
Amount deposited in Specified Fund of Sch. VII	102.92	-
Amount required to be spent during the year	-	87.54
Amount spent during the year	-	-
Closing Balance	-	87.54

In respect of other than ongoing projects, the unspent amount of Rs. 87.54 lakhs has been transferred to a fund specified in Schedule VII to the Companies Act, 2013 subsequently in compliance with second proviso to sub-section (5) of Section 135 of the said Act.

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30 Income tax expense

(a) Income tax expense recognised in the statement of profit and loss

	31 March 2024	31 March 2023 (Restated)
Income tax expense recognised in the statement of profit and loss		
Current tax on profits for the year	6,229.41	8,028.92
Deferred tax on account of temporary differences	(401.55)	(36.98)
Total current tax expense for the year	**5,827.86**	**7,991.94**
Taxes for earlier years	(59.25)	(74.13)
Total income tax expense recognised in the statement of profit and loss	**5,768.61**	**7,917.81**

(b) Income tax expense recognised directly in OCI

	31 March 2024	31 March 2023 (Restated)
Tax effect on remeasurement of post-employment benefit obligations	24.60	139.81
Total income tax gain recognised in OCI	**24.60**	**139.81**

(c) Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate

	31 March 2024	31 March 2023 (Restated)
Accounting profit before tax	**22,711.77**	**27,801.43**
At statutory income tax rate of 25.168% (31 March 2023 : 25.168%)	**5,716.10**	**6,997.06**
Non-deductible expenses for tax purpose	116.92	1,023.64
Adjustment of tax of earlier years	(59.25)	(74.13)
Indexation benefit on sale of land	(9.48)	-
Impact of tax rate difference on long term capital gain	(22.95)	-
Others	27.27	(28.76)
Income tax expense reported in the Statement of Profit and Loss	**5,768.61**	**7,917.81**

31 Contingent liabilities and commitments

	As at 31 March 2024	As at 31 March 2023 (Restated)
(a) Contingent liabilities (to the extent not provided for)		
(i) Claims against the company not acknowledged as debt		
-direct and indirect taxes	3,180.26	2,620.07
-others	461.84	461.84

In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(ii) On 28 February 2019, the Supreme Court of India issued a judgement which provided further guidance for companies in determining which components of their employees' compensation are subject to statutory withholding obligations, and matching employer contribution obligations, for Provident Fund contributions under Indian law. There are numerous interpretative issues relating to this judgement. However, the Company has made a provision on a prospective basis from the date of the Supreme Court's judgement. The Company will evaluate the same and update its provision, if any on receiving further clarity on the subject.	Not ascertainable	Not ascertainable
(b) Commitments		
Capital commitments (net of advances given)	4,068.03	4,610.86

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32 Related party disclosures

(a) Names of the related parties and nature of relationship

As per Ind AS 24, "Related Party Disclosures", the related parties where control exists or where significant influence exists and with whom transaction have taken place are as below :

Names of related parties	Nature of relationship
Advent Group	Ultimate Holding and controlling entity
Jusmiral Holdings Limited (JHL)	Parent Company
AI Global Investments (Cyprus) PCC Limited	Fellow subsidiary
Micro Labs Limited (MLL)	Entity with significant influence upto 06 July 2022
Dr. V. Prasada Raju	Managing Director (MD) and Chief Executive officer (CEO)
Abhijit Mukherjee	Director
Bhaskar Iyer	Director
Anil Kumar Chanana	Director
Pankaj Patwari	Director
Shweta Jalan	Director
Jayant B Manmadkar	Chief Financial Officer (CFO) upto 17 April 2024
Praneeth Abhishek Gunda	Company Secretary (CS)
Suven Pharmaceuticals Limited	Fellow subsidiary (wef 29 September 2023)

(b) Transactions with related parties

	31 March 2024	31 March 2023 (Restated)
MLL		
Sale of services and products	-	89.50
JHL		
Interest expense on Compulsory Convertible debentures	2,820.06	3,825.54
3,21,89,510 Compulsory Convertible debentures (CCD) of Rs. 100/- each issued	-	32,189.51
Waiver of Coupon payable on CCD	5,275.03	-
Issue of equity shares pursuant to:		
Conversion of Compulsory convertible debentures (94,64,13,360 equity shares of Rs. 10/- each)	94,641.34	-
Merger of AVRA and ZCL (2,30,12,81,243 equity shares of Rs. 10/- each)	2,30,128.12	-
AI Global Investments (Cyprus) PCC Limited		
Issue of equity shares pursuant to merger of AVRA and ZCL (156 equity shares of Rs. 10/- each)	0.02	-
Suven Pharmaceuticals Limited		
Rental Income	0.84	-
Transactions with Independent Directors		
Sitting Fee Paid to directors	75.00	75.00
Remuneration to key managerial personnel*		
Salaries and other benefits*	161.11	588.66
Share based payment expense	2,279.76	
Loan given		
Dr. V. Prasada Raju (MD & CEO)	700.00	-
Jayant B Manmadkar (CFO)	-	300.00

*does not include expenditure on account of provision for gratuity, compensated absences and variable pay computed for Company as a whole.

(c) Balances receivable / (payable)

	31 March 2024	31 March 2023 (Restated)
JHL - Borrowings	-	(39,239.98)
Loans given:		
Dr. V. Prasada Raju - MD & CEO (undiscounted basis)	700.00	-
Jayant B Manmadkar - CFO (undiscounted basis)	300.00	300.00
Employee related liabilities*:		
Dr. V. Prasada Raju - MD & CEO	-	(567.00)

* As the future liabilities for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the Directors is not ascertainable, therefore not included above.

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33 Fair value measurements

(a) Financial instruments by category

Accounting classification and fair value

The Company uses the following hierarchic structure of valuation methods to determine and disclose information about the fair value of financial instruments

Level 1: Observable prices in active markets for identical assets and liabilities;
Level 2: Observable inputs other than quoted prices in active markets for identical assets and liabilities;
Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities

The carrying amounts and fair values of financial instruments by category as on 31 March 2024 are as follows:

	31 March 2024				31 March 2023 (Restated)			
	Carrying amount				Carrying amount			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Financial assets								
Investments	22.40	-	-	22.40	22.40	-	512.71	535.11
Trade receivables	-	-	51,327.46	51,327.46	-	-	42,024.67	42,024.67
Cash and cash equivalents	-	-	9,109.46	9,109.46	-	-	7,912.71	7,912.71
Bank balances other than cash and cash equivalents	-	-	2,855.97	2,855.97	-	-	1,311.13	1,311.13
Other financial assets	-	-	2,221.47	2,221.47	1.88	-	1,486.49	1,488.37
	22.40	**-**	**65,514.36**	**65,536.76**	**24.28**	**-**	**53,247.71**	**53,271.99**
Financial liabilities								
Borrowings	-	-	48,881.67	48,881.67	-	-	65,918.10	65,918.10
Lease liabilities	-	-	3,549.78	3,549.78	-	-	2,123.32	2,123.32
Trade payables	-	-	19,944.42	19,944.42	-	-	21,411.95	21,411.95
Other financial liabilities	3.82	-	1,805.38	1,809.20	-	-	2,922.66	2,922.66
	3.82	**-**	**74,181.25**	**74,185.07**	**-**	**-**	**92,376.03**	**92,376.03**

The following table represents fair value of assets and liabilities measured at fair value

	31 March 2024				31 March 2023 (Restated)			
	Level I	Level II	Level III	Total	Level I	Level II	Level III	Total
Financial assets								
Investments	-	-	22.40	22.40	-	-	22.40	22.40
Foreign exchange forward contracts	-	-	-	-	-	-	1.88	1.88
	-	**-**	**22.40**	**22.40**	**-**	**-**	**24.28**	**24.28**
Financial liabilities								
Liability component of Compulsory Convertible Debentures	-	-	-	-	-	-	39,239.98	39,239.98
Foreign exchange forward contracts	-	-	3.82	3.82	-	-	-	-
	-	**-**	**3.82**	**3.82**	**-**	**-**	**39,239.98**	**39,239.98**

Note : Fair value of other financial assets such as trade receivable, loans, cash and cash equivalent and other financial assets and the fair value of other financial liabilities such as, borrowings, trade payable, lease liabilities and other financial liabilities are reasonable approximations of their carrying value.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

1. The fair values of the Company's interest-bearing borrowings (CCD) is determined by using DCF method using discount rate for non-convertible debt for similar term ,credit risk and remaining maturities.

There have been no transfers between Level I and Level II during the year ended 31 March 2024 and 31 March 2023.

34 Financial instruments – Risk management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

A. Credit risk:

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

i) Trade and other receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on credit term in line with respective industry norms. Outstanding customer receivables are regularly monitored. Refer note 9(b) for provision made against the trade receivables.

ii) Financial instruments and cash deposits

Credit risk from balances with banks is managed by Company's treasury in accordance with the Board approved policy. Investments of surplus funds, temporarily, are made only with approved counterparties, mainly mutual funds, bank deposits, corporate deposits and certain debt instruments which meet the minimum threshold requirement under the counterparty risk assessment process.

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B. Liquidity risk

Liquidity Risk refers to insufficiency of funds to meet the financial obligations. Liquidity Risk Management implies maintenance of sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit lines to meet obligations when due.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate management system for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The Company had following working capital at the end of the reporting years :

Particulars	31 March 2024	31 March 2023 (Restated)
Current assets	1,10,483.20	95,904.20
Current liabilities	66,287.67	62,439.23
Working capital	**44,195.53**	**33,464.97**

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities:

31 March 2024

Particulars	Total	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years
Trade payables	19,944.42	19,944.42	-	-	-
Non-current borrowings	14,250.83	-	7,924.62	6,326.21	-
Lease liabilities	4,689.88	577.36	1,157.74	988.89	1,965.89
Current borrowings	34,630.84	34,630.84	-	-	-
Other financial liabilities	1,809.20	1,809.20	-	-	-
	75,325.17	**56,961.82**	**9,082.36**	**7,315.10**	**1,965.89**

31 March 2023 (Restated)

Particulars	Total	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years
Trade payables	21,411.95	21,411.95	-	-	-
Non-current borrowings	1,832.01	-	1,162.01	670.00	-
Liability component of Compulsory Convertible Debentures	52,146.27	8,817.52	15,464.51	15,142.61	12,721.63
Lease liabilities	2,693.52	409.86	568.25	578.31	1,137.10
Current borrowings	24,759.10	24,759.10	-	-	-
Other financial liabilities	2,922.66	2,922.66	-	-	-
	1,05,765.51	**58,321.09**	**17,194.77**	**16,390.92**	**13,858.73**

C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

D. Foreign exchange risk

The Company's foreign exchange risk arises from its foreign currency revenues and expenses, (primarily in US$ and Euros) and foreign currency borrowings (in US$). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. A significant portion of the Company's revenues are in these foreign currencies, while a significant portion of its costs are in Indian rupees. As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Company's revenues measured in Indian rupees may decrease. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company uses both derivative and non derivative financial instruments, such as foreign exchange forward contracts and foreign currency financial liabilities, to mitigate the risk of changes in foreign currency exchange rates.

The following table analyses foreign currency risk from non derivative financial instruments as at 31 March 2024:

Particulars	US$	Euros	Others	Total
Assets				
Trade receivables	38,438.21	4,331.87	704.40	43,474.48
Cash and cash equivalents	310.26	-	-	310.26
	38,748.47	**4,331.87**	**704.40**	**43,784.74**
Liabilities				
Trade payables	2,653.10	52.17	11.00	2,716.27
	2,653.10	**52.17**	**11.00**	**2,716.27**

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The following table analyses foreign currency risk from non derivative financial instruments as at 31 March 2023 :

Particulars	US$	Euros	Others	Total
Assets				
Trade receivables	25,868.31	5,333.64	864.74	32,066.69
Cash and cash equivalents	2,074.94	-	-	2,074.94
	27,943.25	**5,333.64**	**864.74**	**34,141.63**
Liabilities				
Current borrowings	8.21	-	-	8.21
Trade payables	3,082.26	2.68	-	3,084.94
	3,090.47	**2.68**	**-**	**3,093.15**

The following table analyses foreign currency risk from non derivative financial instruments at year end:

	Impact on profit	
	31 March 2024	**31 March 2023 (Restated)**
USD sensitivity*		
₹/USD - Increase by 2%	721.91	497.06
₹/USD - Decrease by 2%	(721.91)	(497.06)
EUR sensitivity*		
₹/EUR - Increase by 2%	85.59	106.62
₹/EUR - Decrease by 2%	(85.59)	(106.62)

* Holding all other variables constant;

**The above table does not includes sensitivity for 'Others' currencies which is not material and hence not disclosed.

Summary of hedging instruments outstanding at the end of the year not designated as cashflow hedges:

Derivatives not designated as hedging instruments:
The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within 1 year as at 31 March 2024 and 31 March 2023. Outstanding derivatives instruments are as follows:

Particulars	31 March 2024				31 March 2023			
	No.of Contracts	**Amount in foreign currency (in Lakhs)**	**Rupees (in Lakhs)**	**Average exchange rate**	**No.of Contracts**	**Amount in foreign currency (in Lakhs)**	**Rupees (in Lakhs)**	**Average exchange rate**
Forward exchange contracts sell								
USD	29.00	135.00	11,308.09	83.72	7.00	14.17	1,164.00	82.15

E. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, the Company's investments in deposits is with banks and significantly with electricity authorities and therefore do not expose the Company to significant interest rates risk. The Company's variable rate borrowing is subject to interest rate risk. Below is the details of exposure to variable rate instruments:

Particulars	31 March 2024	31 March 2023 (Restated)
Variable rate instruments:		
Financial liabilities	48,881.67	65,918.10

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

Particulars*	31 March 2024	31 March 2023 (Restated)
Interest rates increase by 100bps	488.82	659.18
Interest rates decrease by 100bps	(488.82)	(659.18)

*Holding all other variables constant

35 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total debt, comprising interest-bearing loans and borrowings less cash and cash equivalents. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio was as follows:

Particulars	31 March 2024	31 March 2023 (Restated)
Borrowings (refer note 15(a) & 15(b))	48,881.67	26,678.12
Liability component of Compound Financial Instrument (refer note 15(a))	-	39,239.98
Less: Cash and cash equivalents (refer note 9(c))	(9,109.46)	(7,912.71)
Net debt (A)	**39,772.21**	**58,005.39**
Equity share capital (refer note 13)	3,39,466.25	14,583.89
Other equity (refer note 14)	(1,67,725.00)	1,21,551.14
Total equity (B)	**1,71,741.25**	**1,36,135.03**
Net debt to equity ratio (A/B)	**0.23**	**0.43**

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Notes to the Financial statements for the year ended 31 March 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

36 Segment reporting

(a) Information about Operating Segment

The Company is predominantly engaged in business of manufacturing and selling of Active Pharma Ingredients (API), intermediates, speciality chemicals and formulations and the same constitutes a single reportable business segment as per Ind AS 108.

(b) Information about revenue from external customers and non-current assets in various geographical areas:

Particulars	Segment Revenue		Carrying amount of assets by geographical location of assets*	
	For the year ended 31 March 2024	For the year ended 31 March 2023	As at 31 March 2024	As at 31 March 2023
Within India	26,911.55	26,468.14	1,41,700.93	1,26,578.73
Outside India	1,07,171.67	1,07,275.18	-	-
Total	**1,34,083.22**	**1,33,743.32**	**1,41,700.93**	**1,26,578.73**

Notes:

a) *Carrying amount of segment assets are Non-Current assets excluding the tax assets, Deferred tax assets and Financial assets.

b) The segment revenue in the geographical information considered for disclosure is as follows:

i. Revenue within India includes sales to customers located within India, earnings in India and export benefit on sales made to customers located outside India.

ii. Revenue outside India includes sales to customers located outside India and earning outside India

c) Segment revenue and assets include the respective amounts identified to country of domicile viz India and other countries viz outside India and amounts allocated on a reasonahle basis.

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37 Ratios

Sr. no.	Particulars	Formula		31 March 2024		31 March 2023		31 March 2024	31 March 2023	% Variance	Reason for variance - more than 25% and less than -25%
		Numerator	Denominator	Numerator	Denominator	Numerator	Denominator	Ratios	Ratios		
1	Current Ratio	Current assets	Current liabilities	1,10,483.20	66,287.67	95,904.20	62,439.23	1.67	1.54	8.51%	
2	Debt-Equity Ratio	Total debt (includes lease liabilities)	Shareholder's equity	52,431.45	1,71,741.25	68,041.42	1,36,135.03	0.31	0.50	-38.92%	Variance is due to decrase in total debt pursuant to conversion of CCDs.
3	Debt Service Coverage Ratio	Operating profit before working capital changes (net of taxes)	Debt service = Interest & Lease payments + Debt principle repayment	30,906.34	11,548.07	31,746.46	9,430.25	2.68	3.37	-20.50%	
4	Return on Equity Ratio	Net profits after taxes	Average Shareholder's equity	16,943.16	1,53,938.14	19,883.62	1,38,064.63	0.11	0.14	-23.58%	
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	48,616.57	36,578.05	51,083.60	34,946.31	1.33	1.46	-9.07%	
6	Trade Receivables turnover ratio	Revenue net off Export incentives	Average Trade receivable	1,32,749.87	46,676.07	1,32,986.29	40,774.67	2.84	3.26	-12.80%	
7	Trade payables turnover ratio	Purchases of Material + other expenses - Bad/Doubtful debt - Loss on sale of asset	Average Trade payables	77,629.69	20,678.19	81,979.30	20,667.98	3.75	3.97	-5.35%	
8	Net capital turnover ratio	Revenue	Working capital	1,34,083.22	44,195.53	1,33,743.32	33,464.97	3.03	4.00	-24.1%	
9	Net profit ratio	Net profit	Revenue	16,943.16	1,34,083.22	19,883.62	1,33,743.32	0.13	0.15	-15.0%	
10	Return on Capital employed	Earning before interest and taxes	Capital Employed = Networth + total debt + deferred tax liability	28,638.01	2,21,760.51	33,761.14	2,02,053.13	0.13	0.17	-22.7%	

Return on investment ratio is not applicable to the Company.

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38 Details of dues to micro and small enterprises as defined under the MSMED act, 2006

Particulars	31 March 2024	31 March 2023 (Restated)
i) Principal outstanding at the end of the year [including capital creditors of Rs. 578.38 lakhs (31 March 2023: Rs 217.88 lakhs)	2,997.35	3,323.11
ii) Interest outstanding at the end of the year	21.81	35.07
iii) The amount of interest paid by the buyer in terms of section 16 of MSMED, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
vi) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-
	3,019.16	**3,358.18**

39 Additional disclosure with respect to amendments to Schedule III

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against them for holding any Benami property.

(ii) The Company do not have 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).

(iii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(iv) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

(v) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

(vi) (a) 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 persons or entities, including foreign entities ("Intermediaries") with the understanding that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
(b) The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company do not have any transactions with struck off companies.

40 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year and equity shares that will be issued upon the conversion of mandatorily convertible instruments.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

		31 March 2024	31 March 2023 (Restated)
Profit attributable to equity holders	(A)	16,943.16	19,883.62
Weighted average number of equity shares in calculating basic EPS (Numbers in lakhs)*	(B)	33,946.63	33,946.63
Dilutive effect of stock options outstanding (Numbers in Lakhs)	(C)	245.64	-
Weighted average number of shares outstanding during the periodfor diluted EPS (Numbers in Lakhs)	(D=B+C)	34,192.26	33,946.63
Basic Earnings per share of par value Rs.10/- (Rs.)	**(A/B)**	**0.50**	**0.59**
Diluted Earnings per share of par value Rs.10/- (Rs.)	**(A/D)**	**0.50**	**0.59**

*Weighted average number of share for the year ended 31 March 2023, taken into account the weighted average effect of shares to be issued against of conversion of compulsory convertible debentures and shares pending issuance.

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(All amounts in ₹ lakhs unless otherwise stated)

41 **Share based payment**

Pursuant to the decision of the shareholders at their meeting held on 31 March 2023, the Company has formulated an Employee Stock Option Scheme 2023 ("the scheme" or "ESOP 2023") to be administered by the Nomination & Remuneration Committee of the Board of Directors. The plan is effective from 1 April 2023. The Nomination & Remuneration Committee of the board of directors determines which eligible employees will receive options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for all options issued on the date of grant.
The options issued under the ESOP 2023 Plan vest in periods ranging between one and three years.

The Company has used Black-Scholes-Merton model for valuation of grant date fair value of ESOPs. The Black-Scholes-Merton model includes assumptions regarding dividend yields, expected volatility, expected terms and risk free interest rates. In respect of exercise price of options granted, the expected term of an option (or "option life") is estimated based on the vesring term, contractual term, as well as expected exercise behaviour of the employees receiving the option. In respect of fair market value of the options granted, the option life is estimated based on the simplified method. Expected volatility of the option is based on historical volatility, of the observed market prices of publicly traded equity shares of comparable listed companies. Dividend yield of the options is based on expected dividend activity. Risk-free interest rates are based on the government securities yield in effect at the time of the grant. These assumptions reflect management's best estimates, but these assumptions involve inherent market uncertainties based on market conditions generally outside of the Company's control.

The details of activity under the Scheme are summarised below :

Particulars	For the year ended 31 March 2024			
	Shares arising out of options (in Numbers)	Range of exercise price	Weighted average exercise price	Weighted averaged remaining useful life (months)
Options outstanding at the beginning of the year	-	-	-	-
Add : Granted during the year	4,26,91,370	10.00	10.00	
Add : Granted on account of merger of ZCL and AVRA	1,64,16,594	10.00 to 14.10	12.71	
Less: Exercised during the year	-	-	-	
Less: Lapsed/Cancelled/Surrendered during the year	(69,46,350)	10	10.00	
At the end of the year	5,21,61,614	10 to 14.1	10.85	32
Exercisable at the end of the year	-	-	-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	ESOP 2023
Date of Grant	01-Apr-23
Dividend Yield	2.6%
Weighted average expected Volatility	47%
Weighted average risk-free Interest rate	6.9%
Weighted average share price of Rs.	20.51
Weighted average exercise Price of Rs.	10.00
Expected life of options granted in years*	44

*As per scheme exercise period is later of 2 years from vesting date or liquidity event. For the computation of life of option, 2 years has been considered as exercise period.

The estimated fair value of stock options charged to profit or loss account:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Employee stock option scheme (refer note 25)	4,178.89	-

42 The Company has used accounting software for maintaining its books of accounr 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 software, except that audit trail feature is not enabled at the database level. Further no instances of audit trail feature being tampered with was noted in respect of those software.

43 The Board of directors of the Company in their meeting held on 29 February 2024, approved a scheme of amalgamation to amalgamate the Company into Suven Pharmaceuticals Limited ("Suven"). The Scheme has been filled with stock exchanges for approval of securities exchange hoard of India on 2 March 2024.

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44 For the year ended 31 March 2024 the board of directors have not proposed any dividend.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

Place: Hyderabad
Date: 23 May 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit M Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: 23 May 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: 23 May 2024

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: 23 May 2024

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

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Tel : +91 40 6141 6000

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Cohance Lifesciences Limited

Opinion

We have audited the accompanying Interim Ind AS Financial Statements of Cohance Lifesciences Limited ("the Company") which comprise the Interim Balance sheet as at June 30 2024, the Interim Statement of Profit and Loss including Other Comprehensive Income, the Interim Cash Flow Statement and the Interim Statement of Changes in Equity for the three months period then ended and a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Interim Ind AS Financial Statements") for the purpose of proposed scheme of arrangement inter alia involving the Company and Suven Pharmaceuticals Limited as required by Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other requirements of SEBI.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Interim Ind AS Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) 34, specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

Basis for Opinion

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

Management's Responsibility for the Interim Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these Interim Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standard (Ind AS) 34, specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Interim Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

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

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

Auditor's Responsibilities for the Audit of the Interim Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Interim Ind AS 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 Interim Ind AS 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 Interim Ind AS 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Interim Ind AS Financial Statements, including the disclosures, and whether the Interim Ind AS 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.

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Other Matter – Comparative financial information

The corresponding financial information as on June 30, 2023 and for the three months period ended June 30, 2023 presented in the accompanying Interim Ind AS Financial Statements are as certified by the management and have not been subject to audit/ review by us or any other firm of chartered accountants.

Other Matter – Restriction of use

This accompanying Interim Ind AS Financial Statements have been prepared, and this report thereon is issued, in connection with the proposed scheme of arrangement and compliance with the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as mentioned in 'opinion' paragraph above. Accordingly, this report should not be used, referred to or distributed for any other purpose.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328
UDIN: 24102328BKEZPM6673
Hyderabad
October 26, 2024

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Cohance Lifesciences Limited
Interim Balance Sheet as at 30 June 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

	Notes	30 June 2024	31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	7(a)	57,635.27	49,765.21
Capital work-in-progress	7(a)	22,175.18	22,923.64
Goodwill	8(a)	58,385.58	58,385.58
Other intangible assets	8(a)	5,041.40	5,075.58
Intangible assets under development	8(b)	-	166.25
Right-of-Use Assets	16	3,682.47	3,559.55
Financial assets			
Investments	9(a)	22.40	22.40
Other financial assets	9(e)	1,699.92	1,892.58
Non - Current tax assets (net)	19	3,714.71	3,738.24
Other non-current assets	10	1,501.55	1,825.12
Total non-current assets		**153,858.48**	**147,354.15**
Current assets			
Inventories	11	37,477.98	36,744.11
Financial assets			
Trade receivables	9(b)	37,410.75	51,327.46
Cash and cash equivalents	9(c)	689.42	9,109.46
Bank balances other than cash and cash equivalents	9(d)	162.72	2,855.97
Other financial assets	9(e)	550.89	328.89
Other current assets	12	9,755.78	10,117.31
Current tax assets (net)	19	370.69	-
Total current assets		**86,418.23**	**110,483.20**
Total assets		**240,276.71**	**257,837.35**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	13	339,466.25	339,466.25
Other equity	14	(166,028.51)	(167,725.00)
Total equity		**173,437.74**	**171,741.25**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	15(a)	15,588.62	14,250.83
Lease liabilities	16	3,248.02	3,208.10
Provisions	17	1,249.36	1,211.91
Deferred tax liabilities (net)	18	992.48	1,137.59
Total non-current liabilities		**21,078.48**	**19,808.43**
Current liabilities			
Financial liabilities			
Borrowings	15(b)	20,167.74	34,630.84
Lease liabilities	16	411.48	341.68
Trade payables	15(c)		
(a) total outstanding dues of micro enterprises and small enterprises; and		2,032.29	2,418.97
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		14,173.95	17,525.45
Other financial liabilities	15(d)	2,073.53	1,809.20
Other current liabilities	20	5,079.94	6,873.49
Income tax liabilities (net)	19	756.92	1,760.66
Provisions	17	1,064.64	927.38
Total current liabilities		**45,760.49**	**66,287.67**
Total liabilities		**66,838.97**	**86,096.10**
Total equity and liabilities		**240,276.71**	**257,837.35**

The accompanying notes form an integral part of these interim Ind AS financial statements. 1-6

As per our report of even date.

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

Navneet Rai

per Navneet Rai Kabra
Partner
Membership No.: 102328

Place: Hyderabad
Oct 26. 2024

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS ★HYDERABAD★

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit Mukherjee
Director
DIN: 08610857

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Sudarsan Maddi
Chief Financial Officer

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: October 26, 2024

Place: Hyderabad
Date: October 26, 2024

Place: Hyderabad
Date: October 26, 2024

Cohance Lifesciences Limited ★

Cohance Lifesciences Limited
Interim Statement of Profit and Loss for the three months period ended 30 June 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

	Notes	30 June 2024	30 June 2023
Revenue			
Revenue from operations	21	25,738.83	22,782.18
Other income	22	129.13	1,485.30
Total income		**25,867.96**	**24,267.48**
Expenses			
Cost of materials consumed	23	11,499.79	10,297.80
Changes in inventories of finished goods and work-in-progress	24	(2,444.90)	(2,174.21)
Employee benefits expense	25	5,090.70	5,755.11
Finance costs	26	859.88	1,553.08
Depreciation and amortisation expense	27	1,787.89	1,620.33
Other expenses	28	7,081.09	7,217.42
Total expenses		**23,874.45**	**24,269.53**
Profit/(loss) before tax		**1,993.51**	**(2.05)**
Tax expense			
Current tax	30	673.64	-
Deferred tax	30	(141.27)	65.44
Total tax expense		**532.37**	**65.44**
Profit/(loss) for the period		**1,461.14**	**(67.49)**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
Remeasurement of post-employment benefit obligations	17	(15.26)	19.62
Income tax relating to these items	28(b)	3.84	(4.94)
Other comprehensive (loss)/Gain for the period		**(11.42)**	**14.68**
Total comprehensive income/(loss) for the period		**1,449.72**	**(52.81)**
Earnings per equity share -Face value of Rs. 10 each (Not Annualised)			
Basic (in Rs.)	40	0.04	(0.00)
Diluted (in Rs.)		0.04	(0.00)
The accompanying notes form an integral part of these interim Ind AS financial statements.	1-6		

As per our report of even date.

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place: Hyderabad
Date: October 26, 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: October 26, 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: October 26, 2024

Sudarsan Maddi
Chief Financial Officer

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: October 26, 2024

Cohance Lifesciences Limited

Cohance Lifesciences Limited
Interim Statement of Cash Flows for the three months period ended 30 June 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

		30 June 2024	30 June 2023
Cash flows from/(used in) operating activities			
Profit/(loss) before tax		**1,993.51**	**(2.05)**
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense		1,787.89	1,620.32
Interest expense		809.32	1,512.43
Interest income		(64.67)	(94.24)
Profit on disposal of property, plant and equipment, net		-	(1,362.04)
Excess Provisions written back		(28.21)	(1.37)
Employee stock option scheme		246.77	1,201.25
Provision for doubtful receivables, net		1,217.75	107.91
Bad debts written-off		1.29	-
Unrealised foreign exchange gain		(371.62)	(354.29)
Operating profit before working capital changes		**5,592.03**	**2,627.93**
Movements in working capital:			
Adjustments for (Increase) / Decrease in operating assets:			
In inventories		(733.87)	(2,911.90)
In trade receivables		13,064.23	8,850.30
In other financial assets		(29.34)	(836.22)
In other current assets		148.16	(238.75)
Adjustments for Increase / (Decrease) in operating liabilities:			
In trade payables		(3,709.97)	(1,556.49)
In other financial liabilities		(242.49)	(118.73)
In other current liabilities		(1,793.55)	(36.78)
In employee benefit obligations		159.45	100.82
Cash generated from operating activities		**12,454.65**	**5,880.18**
Income taxes paid, net		(2,024.54)	(2,157.36)
Net cash generated from operating activities	**A**	**10,430.11**	**3,722.82**
Cash flows from investing activities			
Purchase of property, plant and equipment		(7,610.83)	(3,548.37)
Proceed from sale of property, plant and equipment		-	1,522.61
Proceeds from sale of investments		-	516.91
Proceeds from term deposits, net		2,693.25	471.98
Interest received		64.67	94.24
Net cash used in investing activities	**B**	**(4,852.91)**	**(942.63)**
Cash flows from financing activities			
Proceeds from non-current borrowings		2,484.00	3,145.00
Repayment of non-current borrowings		(427.92)	(505.09)
(Repayment)/Proceeds from short borrowings, net		(15,181.39)	3,973.95
Repayment of principle portion of lease liability		(162.03)	(87.02)
Repayment of Compulsory Convertible Debentures (Coupon payment)		-	(3,114.04)
Dividends paid		-	(2,065.40)
Interest paid		(714.96)	(570.30)
Net cash generated (used in)/from financing activities	**C**	**(14,002.30)**	**777.10**

	30 June 2024	30 June 2023
Net increase in cash and cash equivalents (A+B+C)	(8,425.10)	3,557.29
Cash and cash equivalents at the beginning of period/year	9,109.46	7,912.70
Unrealised foreign exchange gain	5.06	7.92
Cash and cash equivalents as at the end of the period/year (Refer Note 9(c))	**689.42**	**11,477.91**

Note 1:

Refer note 15 (b) (I) & note 16 for the changes in liabilities arising from financing activities and note 15 (b) (II) for non-cash financing and investing activities

The accompanying notes form an integral part of these interim Ind AS financial statements. 1-6

As per our report of even date
For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

Navneet Rai

per Navneet Rai Kabra
Partner
Membership No.: 102328

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place: Hyderabad
Date: October 26, 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: October 26, 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: October 26, 2024

M. Sudarsh

Sudarsan Maddi
Chief Financial Officer

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: October 26, 2024

Cohance Lifesciences Limited

Cohance Lifesciences Limited
Interim Statement of Changes in Equity for the three months period ended 30 June 2024
CIN: U24100MH2020PLC402958
(All amounts in ₹ lakhs unless otherwise stated)

A. Equity share capital

	30 June 2024		31 March 2024	
	Number of Shares	Amount	Number of Shares	Amount
Equity shares of ₹10 each issued, subscribed and fully paid up				
Balance at the beginning of the year	3,394,662,519	339,466	145,838,927	14,583.89
Add: Allotted during the period/year	-	-	3,248,823,592	324,882.36
Balance at the end of the period/year	**3,394,662,519**	**339,466.25**	**3,394,662,519**	**339,466.25**

B. Other equity

	Shares pending for issuance	Equity component of Compound Financial Instrument	Reserves and surplus								Total
			Retained earnings	Securities premium	General reserve	Share based payment reserve	Capital Contribution	Capital Reserve			
								Capital Subsidy	Conversion of CCD	On merger	
As at 1 April 2023 (Restated) (Refer Note 14(b))	**230,241.02**	**64,061.54**	**40,817.19**	**14,371.39**	**650.00**	**-**	**-**	**45.00**	**-**	**(228,635.00)**	**121,551.14**
Profit / (Loss) for the three months period	-	-	(67.49)	-	-	-	-	-	-	-	(67.49)
Remeasurement of post-employment benefit obligations (Net of tax) for three months period	-	-	14.68	-	-	-	-	-	-	-	14.68
Cash Dividends for three months period	-	-	(2,065.40)	-	-	-	-	-	-	-	(2,065.40)
Share based payment expense for three months period	-	-	-	-	-	1,201.24	-	-	-	-	1,201.24
As at 30 June 2023	**230,241.02**	**64,061.54**	**38,698.98**	**14,371.39**	**650.00**	**1,201.24**	**-**	**45.00**	**-**	**(228,635.00)**	**120,634.17**
Profit / (Loss) for the nine months period	-	-	17,010.65	-	-						17,010.65
Remeasurement of post-employment benefit obligations (Net of tax) for nine months period	-	-	(87.84)	-	-	-	-	-	-	-	(87.84)
Waiver of coupon liability of Compulsory Convertible Debentures (CCD) (refer note 14(c))	-	-	-	-	-	-	3,947.41	-	-	-	3,947.41
Debt component of CCD net of deferred taxes (Rs. 7,670.25 lakhs) transferred to equity on the date of conversion (refer note 14(c))	-	22,805.94	-	-	-	-	-	-	-	-	22,805.94
Shares issued during the year (refer note 14(b))	(230,241.02)	-	-	-	-	-	-	-		-	(230,241.02)
Conversion of CCD to Equity (refer note 14(c))		(86,867.48)	-	-	-	-	-	-	(7,773.86)	-	(94,641.34)
Cash Dividends for nine months period	-	-	(7,520.07)	-	-	-	-	-		-	(7,520.07)
Share based payment expense for nine months period	-	-	-	-	-	2,977.65	-	-	-	-	2,977.65
Stamp duty on issue of share on account of merger (refer note 14(b)(iii))	-	-	-	(2,610.55)	-	-	-	-	-	-	(2,610.55)
As at 31 March 2024	**-**	**-**	**48,101.72**	**11,760.84**	**650.00**	**4,178.89**	**3,947.41**	**45.00**	**(7,773.86)**	**(228,635.00)**	**(167,725.00)**
Profit for the three months period	-	-	1,461.14	-	-	-	-	-	-	-	1,461.14
Remeasurement of post-employment benefit obligations (Net of tax) for three months period	-	-	(11.42)	-	-	-	-	-	-	-	(11.42)
Share based payment expense for three months period	-	-	-	-	-	246.77	-	-	-	-	246.77
As at 30 June 2024	**-**	**-**	**49,551.44**	**11,760.84**	**650.00**	**4,425.66**	**3,947.41**	**45.00**	**(7,773.86)**	**(228,635.00)**	**(166,028.51)**

Refer note 14 for the nature of reserves
The accompanying notes form an integral part of these interim Ind AS financial statements. 1-6

As per our report of even date

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Place: Hyderabad
Date: October 26, 2024

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit Mukherjee
Director
DIN : 08610857

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Sudarsan Maddi
Chief Financial Officer

G. Praneeth Abhishek
Company Secretary

Cohance Lifesciences Limited

Place: Hyderabad
Date: October 26, 2024

Place: Hyderabad
Date: October 26, 2024

Place: Hyderabad
Date: October 26, 2024

Cohance Lifesciences Limited

Notes to Interim Ind Financial Statements for the three months period ended 30 June 2024

CIN: U24100MH2020PLC402958

(All amounts in ₹ lakhs unless otherwise stated)

1. **Corporate Information:**

Cohance Lifesciences Limited (the 'Company') is a public limited company incorporated and domiciled in India. The Company is a wholly owned subsidiary of Jusmiral Holdings Limited. The registered office of the Company is located at– 215, Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Andheri (East), Mumbai- 400093, India.

The Company was incorporated on 6 July 2020. The Company was converted from private limited to public limited company from 27 January 2021.

The Company is engaged in the manufacturing and selling of Active Pharmaceutical Ingredients (API), Finished Dosage Formulations (FDF) and specialty chemicals and caters to both domestic and international markets. The Company is also engaged in undertaking dossier development and clinical research studies.

2. **Statement of Compliance with Indian Accounting Standards ("Ind AS")**

These Interim Ind AS Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), to the extent applicable.

3. **Material Accounting Policies**

a) Basis of preparation and presentation:

These Interim Ind AS Financial Statements for the three months period ended June 30, 2024 which comprise the interim Ind AS Balance Sheet as at June 30, 2024, the interim Ind AS Statement of Profit and Loss including other comprehensive income, interim Ind AS Cash Flow Statement and the interim Ind AS Statement of Changes in Equity for the three months period then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Interim Ind AS Financial Statements") have been prepared in accordance with the accounting principle generally accepted in India including IND AS 34 "Interim Financial Reporting' as amended by the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter notified under section 133 of Companies Act 2013 (the 'Act') and other relevant provisions of the Act.

The Interim Ind AS Financial Statements are presented in Indian Rupees (Rs.) in lakhs and have been prepared by the Company for the purpose of proposed scheme of arrangement inter alia involving the Company and Suven Pharmaceuticals Limited as required by with the Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other requirements of SEBI.

The Company is preparing complete set of financial statements.

The corresponding financial information for the three months period ended 30 June 2023 presented in the accompanying Interim Ind AS Financial Statements is certified by the management and have not been subjected to an audit or independent review by a firm of chartered accountants.

These Interim Ind AS Financial Statements have been prepared on accrual and going concern basis, using the historical cost convention except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation.
- Long term borrowings are measured at amortized cost using the effective interest rate method.
- Share based payments are measured at grant date fair value.
- Right of use of assets are recognized at the present value of lease payments that are not paid at that date.

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

Cohance Lifesciences Limited

The Company has prepared the interim Ind AS financial statements on the basis that it will continue to operate as a going concern.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet 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 in normal operating cycle or within twelve months after the reporting period or
- Cash or cash equivalents 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 or due to be settled within twelve months after the reporting period
- It is held primarily for the purpose of trading
- 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 period of twelve months as its operating cycle.

c) Property, plant and equipment ("PPE")

Property, plant and equipment and Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Such costs include the cost of replacing part of the plant and equipment. When significant part of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.

Items of stores and spares that meet the definition of property, plant and equipment are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories. Any trade discounts and rebates are deducted in arriving at the purchase price.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

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(All amounts in ₹ lakhs unless otherwise stated)

d) Depreciation and Amortisation:

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed under Schedule II to the Companies Act, 2013 or as per technical assessment. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e., from (up to) the date on which is asset is ready to use / (disposed of). Freehold land is not depreciated.

The useful lives estimated by the management based on the technical evaluation and past experience:

Tangible Assets	Useful Life
Buildings	9-45 years
Plant and equipment	3-25 years
Lab equipment	3-21 years
Computers	3 years
Furniture and Fixtures	5-10 years
Vehicles	8 years
Office Equipment	3 - 5 years

The Company, based on technical assessment made by technical expert and management estimate, depreciates items of Property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

e) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

I) Recognition and measurement

Intangible assets, such as, product related intellectual property rights (IP), order backlog, customer relationships and computer software that are acquired by the Company have finite useful life and are measured at cost less accumulated amortisation, if any.

Cost is the amount of cash or cash equivalents paid or the fair value of other consideration given to acquire an asset at the time of its acquisition or construction, or, when applicable, the amount attributed to that asset when initially recognised in accordance with the specific requirements of other Ind AS.

II) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

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III) Amortisation

Amortisation is recognised on a straight-line method over their estimated useful lives and is recognised in profit or loss. The estimated useful life and the amortisation method for finite-life intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

The estimated useful lives for current period is as follows:

Assets	Useful Life
Product related IP	10 Years
Order backlog	1.5 Years
Customer relationships	10.5 Years
Computer software	3 Years

Intangible assets having indefinite useful life are subject to impairment testing at each reporting date. All other intangible assets are tested for impairment when there are indications that the carrying value may not be recoverable. All impairment losses are recognised immediately in the statement of profit and loss.

IV) De-recognition of intangible assets

Intangible assets are de-recognised either on their disposal or where no future economic benefits are expected from their use. Gain or losses arising on such de-recognition are recorded in the statement of profit and loss and are measured as the difference between the net disposal proceeds, if any, and the carrying amount of respective intangible assets as on the date of de-recognition.

Research and development costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate all the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete the asset
- Its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of adequate resources to complete the development and to use or sell the asset
- The ability to measure reliably the expenditure attributable to the intangible asset during development.

f) Leases

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

Company as lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right of Use Assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

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If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The useful lives are reviewed by the management at each financial year-end and revised, if appropriate.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in note (3)(g) Impairment of non-financial assets.

ii. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is calculated at the rate of interest at which the Company would have been able to borrow for similar term and with a similar security the funds necessary to obtain a similar asset in similar market. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

g) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its assets 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 are grouped together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash generating units ("CGU"). The recoverable amount of an asset or CGU is the greater 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 pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Refer note 3(x) for accounting policy related to Impairment is goodwill.

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h) Financial Instruments

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

Financial assets

Initial recognition and measurement:

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial assets at fair value plus, in the case of financial assets not recorded at fair value through profit and loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financial component are measured at transaction price.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement:

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

i. Financial assets at amortized cost
ii. Financial assets at fair value through other comprehensive income
iii. Financial asset designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
iv. Financial assets at fair value though profit or loss

Financial assets at amortized cost-

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Company's financial assets at amortised cost includes trade receivables, loan to a related parties included under other non-current financial assets and other receivables.

Financial Assets at fair value through other comprehensive Income-

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business model whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

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Financial Assets designated at fair value through other comprehensive Income (FVOCI)-
Upon initial recognition, the Company can elect to classify irrevocably its equity instruments as equity instruments designated at FVOCI when they meet definition of equity under Ind AS 32 and are not held for trading.
Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Financial assets at fair value through profit or loss-
Financial assets are measured at fair value through profit or loss unless it measured at amortized cost or fair value through other comprehensive income on initial recognition. The transaction cost directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in the statement of profit and loss. This category includes derivative instruments.

Financial assets are not reclassified subsequent to their initial measurement, except if and in period the Company changes its business model for managing financial assets.

Derecognition
The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in statement of profit and loss if such gain or loss would have otherwise been recognized in statement of profit and loss on disposal of that financial asset.

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

- Financial assets that are debt instruments, and are measured at amortized cost e.g, loans, deposits and bank balances
- Financial assets that are debt instruments and are measured at FVTOCI
- Trade receivables and contract assets

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

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

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

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ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider-

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Financial liabilities and equity instruments

Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortized cost, as appropriate.

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

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

Subsequent measurement:

For purpose of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortized

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities at amortized cost:

Financial liabilities are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method.

Derecognition

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 or loss.

Derivative financial instruments

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, including foreign exchange forward contracts.

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

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

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Forward liability to purchase equity shares:
When the Company enters into a forward purchase agreement to purchase the equity interest in other company for settlement in cash or in another financial asset by the Company, then the Company recognises a liability for the present value of amount payable on exercise of option.
Subsequent to initial recognition of the financial liability, the changes in the carrying amount of the financial liability are recognised in profit or loss.

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

i) Fair value measurement
The Company measures financial instruments such as derivative, investment in unquoted equity shares at fair value at each balance sheet date.

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

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

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

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

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

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

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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. External valuers are involved for valuation of significant assets and liabilities. The management selects external valuer on various criteria such as market knowledge, reputation, independence and whether professional standards are maintained by valuer. The management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

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

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Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in notes to financial statements.

j) Revenue from contract with customer

Revenue from contracts with customer is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the transaction price of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company identifies the performance obligations in its contracts with customers and recognizes revenue as and when the performance obligations are satisfied. The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods:

The majority of customer contracts that the Company enters into consist of a single performance obligation for the delivery of pharmaceutical and specialty products. The Company recognises revenue from product sales when control of the product transfers, generally upon shipment or delivery, to the customer. The Company records product sales net of goods and services tax, discounts, returns, and other related charges. These are generally accounted for as variable consideration estimated in the same period the related sales occur. The methodology and assumptions used to estimate returns are monitored and adjusted regularly in the light of contractual and legal obligations, historical trends, past experience and projected market conditions.

In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing components, noncash consideration, and consideration payable to the customer (if any). The Company estimates variable consideration at contract inception until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Company collects Goods & Service Tax (GST) on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from the revenue.

The Company from time to time enters into arrangements for the sale of its products in certain markets. Under such arrangements, the Company sells its products to the business partners at a base purchase price agreed upon in the arrangement and is also entitled to a profit share which is over and above the base purchase price. The profit share is typically dependent on the ultimate net sale proceeds or net profits, subject to any reductions or adjustments that are required by the terms of the arrangement.

Revenue in an amount equal to the base purchase price is recognised in these transactions upon shipment/ delivery of products to the business partners. An additional amount representing the profit share component is recognised as revenue only to the extent that it is highly probable that a significant reversal will not occur.

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Rendering of services:
Service income, which primarily relates to contract research and product development, is recognised as and when the underlying services are performed.

The Company also provides consultancy services. The income from these services is recognized when the same is performed and accepted by the other party based on invoices. Revenue from rendering of service is recognized over time of performance obligation.

Export incentives
Export incentives are recognized when the right to receive credit is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds and utilization of export incentives within its validity period.

Interest Income
Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount on initial recognition. Interest income is included in other income in the Statement of Profit and Loss.

k) Contract balances

Contract asset:
Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.
Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in note 3(h) Financial instruments – initial recognition and subsequent measurement.

Trade receivable:
A receivable is recognized if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 3(h) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities:
A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

l) Borrowing cost:
Borrowing cost directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they are incurred.

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing to the extent they are regarded as adjustment to the interest cost.

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m) Income taxes

Tax expense comprises current and deferred tax.

Current income tax:

Current income-tax is measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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

Current tax assets and current tax 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.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets- unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

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.

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

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.

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Deferred tax assets and liabilities are offset if there is legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

Accruals for uncertain tax positions require management to make judgements of potential exposures. Accruals for uncertain tax positions are measured using either the most likely amount or the expected value amount depending on which method the entity expects to better predict the resolution of the uncertainty. Tax benefits are not recognised unless the management based upon its interpretation of applicable laws and regulations and the expectation of how the tax authority will resolve the matter concludes that such benefits will be accepted by the authorities. Once considered probable of not being accepted, management reviews each material tax benefit and reflects the effect of the uncertainty in determining the related taxable amounts.

n) Provisions:

Provision are recognised if as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions are reviewed at each balance sheet date.

o) Compound financial instruments:

The Company has issued Compulsory Convertible Debenture (CCD) which is recorded as compound financial instruments.

The component parts of compound financial instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recognized as a liability on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to other component of equity. When the conversion option remains unexercised at the maturity date of the compound financial instruments, the balance recognized in equity will be transferred to retained earnings. No gain or loss is recognized in profit or loss upon conversion or expiration of the conversion option.

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Transaction costs that relate to the issue of the compound financial instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the instrument using the effective interest method.

p) Equity instruments

Equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

q) Inventories

Raw material, packing material and stores and spare parts

Raw materials, packing materials, stores and spares are valued at lower of cost and net realisable value after providing for obsolescence, if any. However, these items are considered to be realisable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

Cost includes purchase price, import duties and other taxes excluding taxes those are subsequently recoverable from the concerned authorities, freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. Cost of inventories is determined using the weighted average method. Stores and spare parts, that do not qualify to be recognised as property, plant and equipment are accounted as inventories.

Finished goods and work-in-progress.

Finished goods and work-in-progress are valued at the lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The factors that the Company considers in determining the allowance for slow moving, obsolete and other non-saleable inventory include estimated shelf life, planned product discontinuances, price changes, ageing of inventory and introduction of competitive new products, to the extent each of these factors impact the Company's business and markets. The Company considers all these factors and adjusts the inventory provision to reflect its actual experience on a periodic basis.

r) Cash and cash equivalents

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

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

s) Foreign currencies

Transactions and balances

Foreign currency transactions are initially recorded in the functional currency, by applying to the functional currency spot exchange rate between the functional currency and the foreign currency at the date the transaction first qualifies for recognition.

Foreign currency monetary items are converted to functional currency using the functional currency closing spot exchange rates at the reporting date.

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Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transaction.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the Statement of Profit and Loss in the year in which they arise.

t) Retirement and other employee benefits

Retirement benefit in the form of provident fund, and Employee State Insurance Contribution and Labour Welfare Fund are defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service.

The Company operates defined benefit plan for its employee, viz., gratuity. The costs of providing benefits under this plan are determined on the basis actuarial valuation at each year-end using the projected unit credit method. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

1. Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
2. Net interest expense or income; and
3. Remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The Company also provides benefit of compensated absences to its employees which are in the nature of long -term benefit plan. Liability in respect of compensated absences becoming due and expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

Share based compensation:

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The grant date fair value of options granted to employees is recognised as employee expense, with a corresponding increase in equity, over the period that the employees become unconditionally entitled to the options. The expense is recorded for each separately vesting portion of the award. The increase in equity recognised in connection with share-based payment transaction is presented as a separate component in equity under "employee stock option". The amount recognised as an expense is adjusted to reflect the actual number of stock options that vest.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

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u) Contingent Liabilities and contingent assets:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognized nor disclosed in the financial statements. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

Contingent liabilities recognised in a business combination

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

v) Earnings per share

Basic earnings per share is calculated by dividing the net profit or 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 period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings 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) Segment reporting policies

Based on "Management Approach" as defined in Ind AS 108 -Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments

Refer note 36 for detailed segment presentation.

x) Business Combinations and goodwill

<u>Business combination of entities under common control</u>

Business combinations involving entities that are controlled by the Company or ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory, are accounted for using the pooling of interest's method as follows:

i. The assets and liabilities of the combining entities are reflected at their carrying amounts.

ii. No adjustments are made to reflect fair values or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.

iii. The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination, however, where the business combination had occurred after that date, the prior period information is restated only from that date.

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iv. The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.

v. The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.

Business combination using acquisition method and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. The Company measures the non-controlling interests in the acquiree at the fair value on the date of acquisition. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Company determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.
- Assets (or disposal Company) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind AS 109, it is measured in accordance with the appropriate Ind AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

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Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests, and fair value of any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI. After initial recognition, goodwill is measured at the carrying amount less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

4. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes different from the estimates. Difference between actual results and estimates are recognized in the period in which the results are known or materialize. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in the current and future periods.

Management considers the accounting estimates and assumptions discussed below to be its critical accounting estimates and, accordingly, provide an explanation of each below.

The discussion below should also be read in conjunction with the Company's disclosure of material accounting policies which are provided in Note 3 to the financial statements, 'Summary of Material Accounting Policies'.

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The areas involving critical estimates or judgments are:

- Fair Value measurement of financial instruments
  When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility etc. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- Taxes
  There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

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

  The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

  The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries. Further details about gratuity obligations are given.

- Recognition of deferred tax assets
  The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts. Where the temporary differences are related to losses, relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

- Provisions and contingent liabilities
  The Company exercises judgement in measuring and recognizing provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation, as well as other contingent liabilities. Judgement is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision.

- Revenue from sale of services
  The Company recognises revenue using the stage of completion method related to sale of services. This requires forecasts to be made of the outcomes of service contracts, which require assessments and judgements to be made on changes in work scopes to the extent they are probable and they are capable of being reliably measured.

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- Impairment of Goodwill
  Goodwill with indefinite life is tested for impairment on an annual basis and whenever there is an indication that the recoverable amount of a cash generating unit is less than its carrying amount. The recoverable amount of cash generating units is determined based on higher of value-in-use and fair value less cost to sell. The Company performs impairment testing annually. The recoverable amount of the Cash Generating Unit (CGU) has been determined based on fair value as at the balance sheet date. The acquisition has happened on 27 October 2020. As per the management's assessment the recoverable amount of the CGU is higher than the carrying value, hence there is no impairment.

- Useful life of property, plant and equipment's - Refer note 3(d)

- Valuation of Inventory – Refer note 3(q)

- Share Based Payment – Refer note 41 and note 3(t)

5. **New and amended standards**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023. The Company applied for the first-time these amendments.

(i) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's Interim Ind AS Financial Statements.

6. **Approval of Interim Ind AS Financial Statement**

The Interim Ind AS Financial Statements were approved for issue by the Company's Board of Directors on October 26, 2024.

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Notes to Interim Ind AS Financial Statements for the three months period ended 30 June 2024
CIN: U24100MH2020PLC402958
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7(a). Property, plant and equipment

	Freehold Land*	Leasehold Improvement	Buildings	Plant and equipment	Lab equipments	Office equipment	Furniture and fixtures	Vehicles	Computers	Total of PPE	Capital work in progress
Gross carrying amount											
As at 1 April 2023	3,914.65	501.16	17,283.19	30,955.50	3,844.03	561.77	3,002.60	274.45	848.13	61,185.48	11,669.82
Additions	-	-	1,951.36	5,872.76	417.65	200.41	822.92	33.20	238.78	9,537.08	19,482.61
Disposals / Capitalisation	(15.58)	-	(159.09)	(0.44)	-	(31.86)	(123.94)	-	-	(330.91)	(8,228.79)
As at 31 March 2024	3,899.07	501.16	19,075.46	36,827.82	4,261.68	730.32	3,701.58	307.65	1,086.91	70,391.65	22,923.64
Additions	1,295.01	-	3,168.43	4,465.01	108.17	17.21	0.97	33.30	60.78	9,148.88	4,245.49
Disposals / Capitalisation	-	-	-	-	-	-	-	-	-	-	(4,993.95)
As at 30 Jun 2024	5,194.08	501.16	22,243.89	41,292.83	4,369.85	747.53	3,702.55	340.95	1,147.69	79,540.53	22,175.18
Accumulated depreciation											
As at 1 April 2023	-	23.74	2,090.55	9,485.44	1,353.48	304.22	1,570.52	140.55	349.44	15,317.94	-
Charge for the year	-	47.61	771.63	3,532.29	428.15	110.06	298.28	35.53	251.65	5,475.20	-
Disposals	-	-	(14.10)	(0.44)	-	(31.86)	(120.30)	-	-	(166.70)	-
Up to 31 March 2024	-	71.35	2,848.08	13,017.29	1,781.63	382.42	1,748.50	176.08	601.09	20,626.44	-
Charge for the period	-	11.90	193.31	786.57	105.47	28.04	80.73	8.52	64.28	1,278.82	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
As at 30 Jun 2024	-	83.25	3,041.39	13,803.86	1,887.10	410.46	1,829.23	184.60	665.37	21,905.26	-
Net carrying amount											
As at 30 Jun 2024	5,194.08	417.91	19,202.50	27,488.97	2,482.75	337.07	1,873.32	156.36	482.32	57,635.27	22,175.18
As at 31 March 2024	3,899.07	429.81	16,227.38	23,810.53	2,480.05	347.90	1,953.08	131.57	485.82	49,765.21	22,923.64

7(a)(i). Details of immovable properties whose title deeds are not held in the name of the Company

Relevant line item in Balance Sheet	Description of property	Gross carrying value	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
PPE	Building	809.08	ZCL Chemcials Limited	No	Since February 2024	Held in the name of erstwhile Company which has now been merged with the Company in terms of approval of National Company law Tribunal (NCLT) / Honorable high court of respective states.
PPE	Land	175.80	Avra Laboratories Private Limited	No	Since February 2024	
PPE	Land	360.19	Avra Laboratories Private Limited	No	Since February 2024	
PPE	Land	392.16	RA Chem Pharma Limited	No	Since November 2022	
PPE	Land	88.09	RA Chem Pharma Limited	No	Since November 2022	
PPE	Land	951.09	RA Chem Pharma Limited	No	Since November 2022	
PPE	Land	254.89	RA Chem Pharma Limited	No	Since November 2022	
PPE	Land	419.4	M/s Indu Pharma	No	Since November 2022	
PPE	Land	1,257.45	Inventis Drug Delivery Systems Private Limited	No	Since November 2022	

Capital Work in Progress (CWIP) ageing schedule:

As at 30 June 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	16,733.86	3,668.49	242.86	91.51	20,736.72
Projects temporarily suspended	-	158.34	932.72	347.40	1,438.46

As at 31 March 2024

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	15,263.51	5,388.06	833.61	-	21,485.18
Projects temporarily suspended	-	349.39	917.35	171.72	1,438.46

Notes:
i. For details of assets pledged as security, refer note 15.
ii. Capital work in progress comprises expenditure in respect of various plants and buildings in the course of construction.
iii. Company does not have any capital work in progress overdue whose completion has exceeded its cost compared to its original plan.
iv. During the three months period ended 30 June 2024, the Company capitalised interest expenses amounting to Rs. 67.10 lakhs (year ended 31 March 2024 - Rs. 285.43 lakhs), with respect to qualifying assets with an effective interest rate of 7.50% (31 March 2024: 7.5%) on specific borrowing.

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8 (a) Intangible assets and Goodwill

	Intangible Assets				
	Goodwill (Refer note 8(a)(ii) & (iii))	Others			
		Product related Intellectual Property Rights (IP)	Customer relationships	Computer Software	Total Other Intangible Assets
Gross carrying amount					
As At 1 April 2023	58,385.58	4,016.87	2,921.62	1,209.48	8,147.97
Additions	-	-	-	164.64	164.64
As at 31 March 2024	58,385.58	4,016.87	2,921.62	1,374.12	8,312.61
Additions	-	-	-	326.06	326.06
As at 30 Jun 2024	58,385.58	4,016.87	2,921.62	1,700.18	8,638.67
Accumulated Amortization					
As At 1 April 2023	-	706.63	671.61	444.89	1,823.13
Charge for the year	-	746.58	278.25	389.07	1,413.90
As at 31 March 2024	-	1,453.21	949.86	833.96	3,237.03
Charge for the period	-	186.64	69.56	104.04	360.24
As at 30 Jun 2024	-	1,639.85	1,019.42	938.00	3,597.27
Net carrying amount					
As at 30 Jun 2024	58,385.58	2,377.02	1,902.20	762.18	5,041.40
As at 31 March 2024	58,385.58	2,563.66	1,971.76	540.16	5,075.58

8(a)(i) In accordance with the requirements of Ind AS 36, "Impairment of Assets", no indicators for impairment exist as at 30th June 2024 for product related intangibles, customer relationships and computer software.

8(a)(ii) As at 30 June 2024, the carrying goodwill is INR 58,385.58 Lakhs which pertains to the merger of RA Chem Pharma Limited ('RA Chem Ltd' or 'acquiree') with the Company.

8(a)(iii) Goodwill arising upon business combinations is not amortised but tested for impairment at least annually or more frequently if there is any indication that the cash generating unit to which goodwill is allocated is impaired.

For the purpose of impairment testing of Goodwill, as per the business plan of purchase, the entire business of RA Chem Ltd. is considered as single Cash Generating Unit (CGU), as post business combination the entire operations of RA Chem Ltd. have been integrated for synergies, includes aligning of manufacturing facilities, etc.

The recoverable amounts of the above cash generating units have been assessed using a value-in-use model. Value-in-use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows. Key assumptions upon which the Company has based its determinations of value-in-use include:

a) Estimated cash flows for five years, based on management's projections.

b) A terminal value arrived at by extrapolating the last forecasted year cash flows to perpetuity, using a constant long-term growth rate of 6%. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

c) The after tax discount rates used are based on the Company's weighted average cost of capital.

d) The after tax discount rates used 12.20% for cash generating unit. The pre-tax discount rate of 12.41%

The Company believes that any reasonably possible change in the key assumptions on which a recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

8 (b) Intangible assets under development (IAUD)

	30 June 2024	31 March 2024
Opening balance	166.25	26.88
Add: Incurred during the period/year	159.81	178.47
Less: Capitalized during the period/year	326.06	39.1
Closing balance	-	166.25

Intangible assets under development - Ageing schedule:

As at 30 June 2024 there is no balance, so the ageing schedule is not applicable

As at 31 March 2024

	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Intangible assets under development	166.25	-	-	-	166.25
Total	166.25	-	-	-	166.25

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(All amounts in ₹ lakhs unless otherwise stated)

9 Financial assets

(a) Non-current investments

	30 June 2024	31 March 2024
Investments in equity instruments, unquoted, fully paid up		
Investment in others measured at fair value through profit or loss		
1200 (31 March 2024: 1200) equity shares of ₹1,000 each in Mana Effluent Treatment Plant Limited	12.00	12.00
60,000 (31 March 2024: 60,000) equity shares of ₹10 each in Atchuthapuram Effluent Treatment Limited	6.00	6.00
43,975 (31 March 2024: 43,975) equity shares of Rs.10 each in Narmada Clean Tech	4.40	4.40
	22.40	**22.40**

Aggregate book amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate value of unquoted investments	22.40	22.40
Aggregate amount of impairment in value of investments	-	-

(b) Trade receivables

	30 June 2024	31 March 2024
Trade receivables		
– others	37,410.75	51,327.46
	37,410.75	**51,327.46**

Break up for security details

	30 June 2024	31 March 2024
Unsecured, considered good (Others)	37,410.75	51,327.46
Unsecured, credit impaired	2,934.06	1,720.95
	40,344.81	53,048.41
Less: Provision towards doubtful receivables	2,934.06	1,720.95
	37,410.75	**51,327.46**

Trade receivables ageing schedule :

Trade receivables ageing as at 30 June 2024

Particulars	Current but Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	20,958.16	15,049.76	1,402.83				37,410.75
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	333.42	1,111.60	1,197.77	273.46	17.81	2,934.06
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Total	**20,958.16**	**15,383.18**	**2,514.43**	**1,197.77**	**273.46**	**17.81**	**40,344.81**

Trade receivables ageing as at 31 March 2024

Particulars	Current but Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	36,674.05	13,779.06	873.84	0.51	-	-	51,327.46
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	173.48	210.93	1,105.63	216.75	14.16	1,720.95
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Total	**36,674.05**	**13,952.54**	**1,084.77**	**1,106.14**	**216.75**	**14.16**	**53,048.41**

Notes:

9(b)(i) The Company's credit period generally ranges from 30-180 days and trade receivables are non-interest bearing.

9(b)(ii) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

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(c) Cash and cash equivalents

	30 June 2024	31 March 2024
Cash on hand	22.94	10.61
Balances with banks		
– in cash credit accounts	195.63	2,532.86
– in current accounts	157.38	3,320.87
– in CSR Unspent accounts *	116.40	71.32
– in exchange earners foreign currency account	115.84	310.26
– in deposit accounts with maturity less than 3 months**	81.23	2,863.54
	689.42	**9,109.46**

*Represents cash and cash equivalents deposited in CSR unspent accounts and are not available for use by the Company other than specific purpose.
** Deposits against letter of Credit and bank guarantee.

(d) Bank balances other than cash and cash equivalents

	30 June 2024	31 March 2024
Deposit with original maturity of more than 3 months and remaining maturity of less than 12 months	148.84	2,576.09
Unpaid dividend account**	6.47	6.47
Margin money deposit*	7.41	273.41
	162.72	**2,855.97**

*these are fixed deposits against letter of credit and bank guarantee given by the bank on behalf of the company.
**Represents amount deposited in unpaid dividend account and are not available for use by the Company other than for specific purpose.

(e) Other financial assets

	30 June 2024	31 March 2024
Unsecured, considered good		
Non-current		
Deposits with remaining maturity of more than 12 months*	54.43	1.09
Loans/advances to related parties (refer note 9(e)(i) below)	606.70	894.84
Loans/advances to employees	-	8.67
Security deposits	1,038.79	987.98
	1,699.92	**1,892.58**
Current		
Deposits with remaining maturity of less than 12 months*	61.02	1.77
Loans/advances to employees	229.62	151.30
Security deposits	175.82	175.82
Derivatives not designated as hedges, at fair value through profit or loss		
– Foreign exchange forward contracts	84.43	-
	550.89	**328.89**

*these are fixed deposits against letter of credit and bank guarantee given by the bank on behalf of the company.

(i) The Company has given interest free loan of Rs 700.00 lakhs (31 March 2024: Rs. 1,000 lakhs) (accounted at fair value as per Ind AS at Rs 606.70 lakhs) to the key managerial personnel as per the policy of the Company which is repayable after 3 years from the loan disbursement date. Refer note 32 for amounts due from key managerial personnel.

10 Other non-current assets

	30 June 2024	31 March 2024
Unsecured, considered good		
Capital advances	328.62	865.56
Prepaid expenditure	39.76	57.01
Balances with government authorities*	283.86	290.47
Export incentive receivables	849.31	612.08
	1,501.55	**1,825.12**

*includes amounts deposited under protest amounting to Rs. 71.24 lakhs (31 March 2024: Rs. 80.56 lakhs) towards various indirect tax assessments.

11 Inventories (at the lower of cost and net realisable value)

	30 June 2024	31 March 2024
Raw materials	11,779.22	13,604.98
Work-in-progress	15,385.86	14,590.29
Finished goods	8,382.51	6,733.18
Packing materials	572.85	520.84
Stores and spare parts	1,357.54	1,294.82
	37,477.98	**36,744.11**

12 Other current assets

	30 June 2024	31 March 2024
Unsecured, considered good		
Unbilled revenues	60.00	729.00
Prepaid expenses*	1,208.12	979.26
Advances other than capital advances		
- Advance to suppliers and service providers	740.71	376.23
Balances with government authorities	7,437.00	7,665.54
Export incentives receivable	309.95	367.28
	9,755.78	**10,117.31**

*Refer note 32 for amounts due from key managerial personnel.

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13 Equity share capital

	Equity Shares		Compulsory Convertible Preference Shares	
	Number	Amount	Number	Amount
Authorised share capital				
Equity shares of Rs. 10 each and Preference shares of Rs. 100 each				
As at 1 April 2023	193,536,930	19,353.69	640,200	640.20
Increase/(decrease) during the year	3,300,000,000	330,000.00	-	-
As at 31 March 2024	**3,493,536,930**	**349,353.69**	**640,200**	**640.20**
Increase/(decrease) during the period	-	-	-	-
As at 30 June 2024	**3,493,536,930**	**349,353.69**	**640,200.00**	**640.20**

During the year ended 31 March 2024, the authorised share capital was increased by Rs.3,30,000 lakhs (3,30,00,00,000 equity shares of Rs. 10 each).

Issued equity share capital

Equity shares of Rs. 10 each issued, subscribed and fully paid	Number	Amount
As at 1 April 2023	145,838,927	14,583.89
Issued pursuant to merger (refer note 14(b))	2,302,410,232	230,241.02
Issued upon conversion of Compulsory Convertible Debentures (CCD) (refer note 14(c))	946,413,360	94,641.34
As at 31 March 2024	**3,394,662,519**	**339,466.25**
Increase/(decrease) during the period	-	-
As at 30 June 2024	**3,394,662,519**	**339,466.25**

(a) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

(b) Shares held by holding company

Particulars	30 June 2024		31 March 2024	
	Number	Amount	Number	Amount
Jusmiral Holdings Limited, holding company *	3,393,534,593	339,353.46	3,393,534,593	339,353.46

(c) Shareholders holding more than 5% equity shares in the Company

	30 June 2024		31 March 2024	
Particulars	Number of shares	% of holding	Number of shares	% of holding
Jusmiral Holdings Limited, holding company *	3,393,534,593	99.97%	3,393,534,593	99.97%

* As per the records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal [except for six shareholders who are holding 1,069 shares (March 31, 2024: 1,069 shares; March 31, 2023: 6 shares] collectively as nominee shareholders of Jusmiral Holdings Limited) and beneficial ownership of shares.

(d) Details of shares held by promoters

As at 30 June 2024

Promoter Name	Shares held by promoter at the end of the period		Shares held by promoter at the beginning of the period		% Change during the period
	No of Shares	% of total shares	No of Shares	% of total shares	
Jusmiral Holdings Limited, holding company *	3,393,534,593	99.97%	3,393,534,593	99.97%	-

As at 31 March 2024

Promoter Name	Shares held by promoter at the end of the year		Shares held by promoter at the beginning of the year		% Change during the year
	No of Shares	% of total shares	No of Shares	% of total shares	
Jusmiral Holdings Limited, holding company *	3,393,534,593	99.97%	145,838,927	100.00%	2326.91%

(e) There are no equity shares issued as bonus and shares bought back during the period of five years immediately preceding the reporting dates.
Aggregate number of equity shares issued for consideration other than for cash during the period of five years immediately preceding the reporting dates are as mentioned below:

	Number of shares	
	30 June 2024	31 March 2024
Equity shares issued pursuant to merger of ZCL and AVRA (refer note 14(b))	-	2,302,410,232
Equity shares issued upon conversion of CCD into Equity shares (refer note 14(c))	-	946,413,360

(f) Shares reserved for issue under option

For details of the shares reserved for issue under employee stock options scheme of the Company, refer note 41.

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14 Other equity

	30 June 2024	31 March 2024
Equity Component of Compound Financial Instrument		
Balance at the beginning of the period/year	-	64,061.54
Add: Equity component of Compulsory Convertible Debentures	-	-
Add: Debt component of CCD net of deferred taxes (Rs. 7,670.25 lakhs) transferred to equity component of compound financial instrument on the date of conversion (refer note 14(c))	-	22,805.94
Less: CCD conversion	-	(86,867.48)
Add: Deferred Tax on Compulsory Convertible Debentures	-	-
Balance at the end of the period/year	**-**	**-**
Capital Reserve		
Capital Reserve pursuant to scheme of capital subsidy (refer note 14(a)(iv) below)	45.00	45.00
Capital Reserve on conversion of CCD to Equity (refer note 14(a)(v) below)	(7,773.86)	(7,773.86)
Capital Reserve pursuant to merger (refer note 14(b) below)	(228,635.00)	(228,635.00)
	(236,363.86)	**(236,363.86)**
General reserve (refer note 14(a)(i) below)	**650.00**	**650.00**
Securities premium account (refer note 14(a)(ii) below)		
Balance at the beginning of the period/year	11,760.84	14,371.39
Stamp duty on issue of share on account of merger (refer note: 14(b)(iii) below)	-	(2,610.55)
Balance at the end of the period/year	**11,760.84**	**11,760.84**
Capital Contribution (refer Note 14 (c))	**3,947.41**	**3,947.41**
Share based payment reserve (refer note 41)		
Balance at the beginning of the period/year	4,178.89	-
Add : Provided during the period/year	246.77	4,178.89
Less : Utilised during the period/year	-	-
Balance at the end of the period/year	**4,425.66**	**4,178.89**
Retained earnings		
Balance at the beginning of the period/year	48,101.72	40,817.19
Add : Net profit for the period/year	1,461.14	16,943.16
Less : Dividend Distributed to Shareholders	-	(9,585.47)
Add : Remeasurement of post-employment benefit obligations (net of tax)	(11.42)	(73.16)
Balance at the end of the period/year	**49,551.44**	**48,101.72**
	(166,028.51)	**(167,725.00)**

(a) Nature and purpose of reserves

(i)General Reserve is created out of the profits earned by the company by way of transfer from surplus in the statement of profit and loss. The Company can use this reserve for the payment of dividend and issue of fully paid-up and not paid-up bonus shares.

(ii)Where the Company issues securities at a premium, whether for cash or otherwise, sum equal to the aggregate amount of the premium received on those securities shall be transferred to "Securities Premium Reserve". The reserve can be utilised only for the limited purpose in accordance with the provisions of the Comapnies Act, 2013.

(iii)The Company has an employee share option scheme under which options to subscribe for the Company's shares have been granted to the key employees and directors. The share-based payment reserve is used to recognize the value of equity-settled share-based payments provided to the key employees and directors as part of their remuneration.

(iv) Capital reserve of Rs. 45 lakhs represents creation of capital reserve pursuant to scheme of capital subsidy given by the state government.

(v) Negative Capital reserve of Rs. 7,773.86 lakhs represents excess of equity share capital issued to the holder of CCD and the total of carrying value of equity component [after transfer of liability component of CCD (net of deferred taxes)] as on the date of conversion.

(vi) Negative Capital reserve of Rs. 228,635.00 lakhs represents the resultant difference between the book value of assets, liabilities & reserves taken over and the shares issued to the shareholders of ZCL Chemicals Limited and AVRA Laboratories Private Limited.

(vii) Retained earnings comprise of the company's accumulated undistributed earning after taxes including re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to the statement of profit and loss.

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(b) 1) The National Company Law Tribunal has approved the scheme of merger of ZCL Chemicals Limited ("ZCL") and AVRA Laboratories Private Limited ("AVRA") (fellow subsidiaries) with Cohance Lifesciences Limited ("the Company") w.e.f. April 01, 2023 (appointed date) on 5 January 2024.

2) The merger has been accounted in the books of account of the Company in accordance with Ind AS 103 "Business Combination" read with Appendix C to Ind AS 103 specified under Section 133 of the Act and the restatement of comparative numbers is being done because of Ind-AS 103 requirements. Accordingly, the following accounting treatment has been followed to give the effect of the merger:

i) All the assets, liabilities and other reserves of the ZCL and AVRA have been incorporated at the carrying value as per scheme.

ii) Inter-Company balances and transactions have been eliminated.

iii) 2,30,24,10,232 number of equity shares (face value of Rs 10 each) of the Company have been issued to the shareholders of the ZCL and AVRA on the basis of swap ratio agreed in the Scheme. The resultant difference between the book value of assets, liabilities & reserves taken-over and the face value of shares issued as on the appointed date has been debited to capital reserve amounting to Rs. 2,28,635.00 lakhs. Rs. 230,241.02 lakhs included in other equity under "shares pending for issuance" as at 31 March 2023 represents value of share capital issued during the previous year.

The stamp duty payable on such issue of shares amounting to Rs. 2,610.55 lakhs (net of deferred tax of Rs. 878.00 lakhs) has been debited to Securities Premium Account.

iv) The financial information in the financial statements in respect of comparative period have been restated as if business combination had occurred from the beginning of the comparative period in the financial statements.

3) AVRA became fellow subsidiary of the Company with effect from 12 April 2022. The impact of the period between 1 April 2022 and date of obtaining control i.e. 12 April 2022 is not material. Hence, it has been merged with effect from 1 April 2022 in comparative financial statement.

(c) (1) 62,451,826 Compulsory Convertible debentures (CCD) issued on 26 October 2020 ("Tranche I") and 32,189,510 Compulsory Convertible Debentures (CCD) issued on 01 September 2022 ("Tranche II"), shall be automatically converted into fixed number of equity shares upon maturity i.e. at the end of 8th year from date of its issuance. Holder has the right to convert CCD into equity shares anytime before maturity and have exercised such right on 29 January 2024. As per Ind AS 109 - 'Financial Instrument' CCD's are compound financial instruments and hence were classified separately as financial liability and equity component (net of deferred tax had been recognised in other equity). Refer note 3(o) for accounting policy on compound financial instruments.

CCDs carry a coupon calculated half-yearly for Tranche I and annually for Tranche II on the face value of CCDs on arms' length terms, commencing from the date of their allotment and until the date of their conversion to Equity Shares.

(2) On 29 January 2024 (the "Conversion date"), the holder issued a notice for the conversion of CCD to equity and accordingly, the Company has issued equity shares amounting to Rs. 94,641.34 lakhs (946,413,360 number of equity shares of Rs. 10 each) in exchange for 94,641,336 number of CCD on 1 February 2024. The difference among the value of equity shares issued, carrying value of liability component of CCD on the date of conversion net of deferred tax and carrying value of equity component of CCD, has been debited to the capital reserve as mentioned below:

Particulars	**Amount in Rs. lakhs**
Equity component of Compound Financial Instrument	64,061.54
Add: Carrying value of liability component of CCD on the date of conversion transferred to equity	30,476.19
Less: Deferred tax on liability component transferred to equity	(7,670.25)
Carrying value of equity component on date of conversion	**86,867.48**
Less: Value of shares issued on the date of conversion (refer note 13)	94,641.34
Amount taken to capital reserve (refer note 14 (a)(v))	(7,773.86)

(3) Further, coupon payable/accrued up to the date of conversion from last coupon payment on both tranches of CCD was waived off by the holder, Jusmiral Holdings Limited, in its capacity as shareholder. Hence, the coupon payable waived off of Rs 5,275.03 lakhs net of deferred tax reversal of Rs.1,327.62 lakhs i.e. Rs. 3,947.41 lakhs (net) was accounted as capital contribution in other equity during previous year.

15 Financial liabilities

(a) Non-current Borrowings

	Non-current maturities		Current maturities	
	30 June 2024	**31 March 2024**	**30 June 2024**	**31 March 2024**
Secured (refer note II below)				
Term loans				
-Rupee loans from bank (Refer note 15(I)1 below)	15,588.62	14,250.83	1,617.02	898.73
	15,588.62	**14,250.83**	**1,617.02**	**898.73**

I Terms and conditions of secured loans and nature of security

1. Rupee Term loans amounting to Rs. 7,205.64 lakhs (31 March 2024: Rs. 7,004.56 lakhs) is secured by way of the below assets of the Company:

a. first pari-passu charge on all property, plant and equipment (existing and proposed) ;
b. second pari-passu charge on all chargeable current assets (existing and future);
c. the loans carry interest rates ranging from 7.90% to 8.20% p.a.(31 March 2024: 7.45% to 8.38% per annum). Total term loans are repayable in quarterly/monthly equal installments with the last installment due on 15 November 2028.

2. Rupee term loan amounting to Rs 5,000.00 lakhs (31 March 2024: Rs 5,000.00 lakhs) from bank is secured by way of:
a. first pari-passu charge on the entire movable and immovable property, plant and equipment of the Company
b. Second pari-passu security charges on the entire current assets of the Borrower, present and future.
c. the loan carries interest rate of repo rate plus 100 bps (presently 7.50%). The term loan is repayable in 12 equal quarterly instalments after 24 months of moratorium period from the first date of disbursement (first installment due on 31 May 2025 and last installment date is 28 February 2028).

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3. Rupee term loans amounting to Rs. 5,000.00 lakhs (31 March 2024: Rs. 3,145.00 lakhs) is secured by way of:

a. first charge on all property, plant and equipment (Present an future) of the Company;
b. second pari-passu charge on all chargeable current assets (existing and future) of the Company;
c. the loan carries interest rate of repo rate plus 100 bps (presently 7.50%). The term loan is repayable in 12 equal quarterly instalments after 24 months of moratorium period from the first date of disbursement (first installment due on 31 May 2025 and last installment date is 28 February 2028).

III The Company has filed quarterly returns/statement of current assets with banks and these are materially in agreement with books of accounts for the year ended 30 June 2024 and 31 March 2024.

IV The Company has utilised the borrowings for the purpose for which they were obtained.

(b) Current borrowings

	30 June 2024	31 March 2024
Secured, loans repayable on demand from banks		
Foreign currency loans		
Rupee loans		
-Packing credit	2,504.54	7,845.32
-Working capital loans	11,490.72	21,331.33
Current maturities of non-current borrowings (refer note 15(a))	1,617.02	898.73
Unsecured, loans repayable on demand from banks		
Rupee loans		
-Packing credit	4,555.46	4,555.46
	20,167.74	**34,630.84**

(b) Current borrowings (continued)

Terms and conditions of secured loans and nature of security

(i) Current borrowings Rs. 13,995.27 lakhs (March 2024: Rs 29,176.65 lakhs) are secured by way of first paripassu charge on the entire current assets (present and future) of the Company and is collaterally secured by second paripassu charge on the entire fixed assets (present and future) of the Company.
Working capital loans and Packing credit loan carry interest rate ranging from 7.72% to 8.70%. (March 2024: 4.80% to 7.85%)

(ii) **Unsecured rupee loans - Packing Credit and Working capital loans**
Packing credit loan is repayable on demand and carries interest rate ranging from 7.72% to 7.75%.

I **Reconciliation of liabilities arising from financing activities**

	Non-current borrowings (including current maturities)	Current borrowings
As at 1 April 2023	**43,053.89**	**22,864.21**
Proceeds from borrowings	13,221.61	10,867.90
Repayment of borrowings, net	(1,886.05)	-
Modification of Compulsory Convertible Debentures (CCDs)		-
Repayment of CCD	(6,308.73)	-
Interest expense - CCD	2,820.06	-
Coupon payable waived off on CCD	(5,275.03)	-
Transfer of liability component to equity component of compound financial instruments	(30,476.19)	-
As at 31 March 2024	**15,149.56**	**33,732.11**
Proceeds from borrowings	2,484.00	(15,181.39)
Repayment of loans, net	(427.92)	-
As at 30 June 2024	**17,205.64**	**18,550.72**

II **Non cash financing and investing activities**

Particulars	30 June 2024	31 March 2024
Issuance of equity shares pursuant to merger of ZCL and Avra (refer note 14(b))	-	230,241.02
Issuance of equity shares for conversion of CCD (refer note 14(c))	-	94,641.34
Acquisition of Right-of-use assets (refer note 16(i))	(823.47)	2,189.05
	(823.47)	**327,071.41**

(c) Trade payables

	30 June 2024	31 March 2024
- Total outstanding dues of micro enterprises and small enterprises (Refer note 38)	2,032.29	2,418.97
- Total outstanding dues of creditors other than micro enterprises and small enterprises	14,173.95	17,525.45
	16,206.24	**19,944.42**

Trade payables
As at 30 June 2024

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	945.16	1,082.83	3.77	0.53	-	**2,032.29**
(ii) Others	8,550.29	5,508.72	92.42	13.56	8.96	**14,173.95**
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-

As at 31 March 2024

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed MSME	1,645.55	765.81	7.09	0.52	-	**2,418.97**
(ii) Undisputed Others	9,676.34	7,412.63	382.70	51.51	2.27	**17,525.45**
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-

Notes:
(i) For details regarding the Company's exposure to currency and liquidity risk, refer note 34.
(ii) Trade payables are non-interest bearing and are normally settled on 30-180 day terms.
(iii) There are no payables to the related parties.

(d) Other financial liabilities

	30 June 2024	31 March 2024
Foreign exchange forward contracts measured at FVTPL (refer note 15(d)(iii) below)	-	3.82
Interest accrued and due	138.07	43.71
Creditor for capital goods (refer note 15(d)(ii) below)	1,330.80	918.34
Employee related liabilities	497.02	735.66
Other payables (refer note 15(d)(i) below)	107.64	107.67
	2,073.53	**1,809.20**

(i) The investment by the Parent in the Company has been approved by the Department of Pharmaceuticals , Government of India. In line with this approval the Company is in a process of applying for the Compounding Order from the Reserve Bank of India (RBI), based on directives from Department of Pharmaceuticals with respect to this investment in the Company by its Parent . Based on the internal assessment and legal view obtained from external consultant, the management has estimated the liability of Rs. 100 lakhs (31 March 2024: Rs 100 lakhs). However, the final amount of the liability will be determined post receipt of compounding order from RBI.

(ii) Amount includes payable to MSME vendors amounting to Rs 642.38 lakhs (as at 31 March 2024: Rs. 578.38 lakhs) (refer note 38).

(iii) The Company has entered into foreign exchange forward contracts with the intention to reducing the foreign exchange risk of expected sales and purchases. These forward contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

16 Leases

(i) Right-of-Use Assets

Gross Block	Land*	Buildings*	Vehicles	Total
Balance as at 1 April 2023	**136.92**	**2,927.82**	**-**	**3,064.74**
Additions	-	1,681.76	507.29	2,189.05
Disposals	-	(264.32)	-	(264.32)
As at 31 March 2024	**136.92**	**4,345.26**	**507.29**	**4,989.47**
Additions	-	-	271.75	271.75
Closure of lease	-	(823.47)	-	(823.47)
As at 30 Jun 2024	**136.92**	**3,521.79**	**779.04**	**4,437.75**
Accumulated depreciation				
Balance as at 1 April 2023	**14.85**	**906.23**	**-**	**921.08**
Charge for the year	2.12	468.61	40.73	511.46
Disposals	-	(2.62)	-	(2.62)
As at 31 March 2024	**16.97**	**1,372.22**	**40.73**	**1,429.92**
Charge for the period	0.37	93.81	54.65	148.83
Closure of lease	-	(823.47)	-	(823.47)
As at 30 Jun 2024	**17.34**	**642.56**	**95.38**	**755.28**
Net carrying amount				
As at 30 Jun 2024	**119.58**	**2,879.23**	**683.66**	**3,682.47**
As at 31 March 2024	119.95	2,973.04	466.56	3,559.55

***In respect of immovable properties that have been taken on lease, the lease agreements are in the name of the Company, where the Company is the lessee as at the balance sheet date except for the following:**

Relevant line item in Balance Sheet	Description of property	Gross carrying value	Held in 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
Right of use Assets	Building	1,505.34	Avra Laboratories Private Limited	No	Since February 2024	Held in the name of erstwhile Company which has now been merged with the Company in terms of approval of National Company law Tribunal (NCLT).
Right of use Assets	Land	[illegible]0.92	ZCL Chemicals Limited	No	Since February 2024	

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(ii) Lease liabilities

The following is the break-up of current and non-current lease liabilities :

	30 June 2024	31 March 2024
Current lease liabilities	411.48	341.68
Non-current lease liabilities	3,248.02	3,208.10
Total	**3,659.50**	**3,549.78**

Reconciliation of liabilties arising from financing activities

	30 June 2024	31 March 2024
Balance at the beginning of the year	3,549.78	2,123.32
Additions made during period/year	271.75	2,030.52
Finance cost accrued during period/year	66.31	179.24
Payment of lease liabilities	(228.34)	(534.05)
Discharge of lease	-	(249.25)
Balance at the end of the period/year	**3,659.50**	**3,549.78**

The table below provides details regarding the contractual maturities of lease liabilities as at 30 June 2024 and 31 March 2024 on an undiscounted basis:

	30 June 2024	31 March 2024
Less than one year	660.14	577.36
One to five years	2,273.87	2,146.63
More than 5 years	1,844.44	1,965.89
Total	**4,778.45**	**4,689.88**

Company has recognized in the statement of profit and loss -

	For the three months period ended	
	30 June 2024	30 June 2023
a) Depreciation expense from right-to-use (Refer note 27)	148.83	97.94
b) Interest expense on lease liabilities (Refer note 26)	66.31	31.40
Total	**215.14**	**129.34**

17 Provisions

	30 June 2024		31 March 2024	
	Non-current	Current	Non-current	Current
Provision for employee benefits				
Gratuity (Refer note below)	1,249.36	261.34	1,211.91	222.58
Compensated absences	-	461.14	-	387.66
Otheres				
Provision For Sales Return	-	342.16	-	317.14
	1,249.36	**1,064.64**	**1,211.91**	**927.38**

A Defined contribution plan

The Company makes contributions towards a provident fund under a defined contribution retirement benefit plan for qualifying employees. The Company contribute a specified percentage of payroll cost to fund the benefits. The total expense recognised in profit or loss of Rs. 156.42 Lakhs (for the period ended June 30, 2023: Rs. 158.98 Lakhs) represents contributions payable to these plans by the Company at rates specified in the rules of the plans.

B Defined benefit plan:

(i) The Company provides for gratuity for employees in India as per the Payment of the Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionally for 15 days salary multiplied for the number of the years of service, subject to payment ceiling of Rs 20,00,000. The gratuity plan is partly funded plan. The assumptions used in accounting for the gratuity plan are set out as below:

	30 June 2024	31 March 2024
Retirement age	58 & 62 years	58 & 62 years
Future Salary rise	8.50%	8.50%
Discount rate	7.15%	7.18%
Attrition rate		
For services 2 years and below	30.00%	30.00%
For services 3 years - 4 years	20.00%	20.00%
For services 5 years and above	15.00%	15.00%
Expected rate of return	7.15%	7.18%
Mortality table	IALM- 2012-14 (Ultimate)	IALM- 2012-14 (Ultimate)

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market. The Company evaluates these assumptions annually based on its long term plans of growth and industry standards.

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(All amounts in ₹ lakhs unless otherwise stated)

17 Provisions (continued)

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the periods are as follows :

	Present value of obligations	Fair value of plan assets	Net amount
As at 1 April 2023	**1,718.47**	**(505.20)**	**1,213.27**
Interest cost/(gain)	125.15	(36.59)	88.56
Current service cost	245.83	-	245.83
Total amount recognised in statement of profit and loss	**370.98**	**(36.59)**	**334.39**
Remeasurements			
Actuarial loss on obligation	97.89	(0.13)	97.76
Total amount recognised in other comprehensive income	**97.89**	**(0.13)**	**97.76**
Contribution made	-	(84.19)	(84.19)
Benefit payments	(171.58)	44.84	(126.74)
As at 31 March 2024	**2,015.76**	**(581.27)**	**1,434.49**
Interest cost/(gain)	36.18	(10.43)	25.75
Current service cost	65.59	-	65.59
Total amount recognised in statement of profit and loss	**101.77**	(10.43)	**91.34**
Remeasurements			
Actuarial loss on obligation	14.09	1.17	15.26
Total amount recognised in other comprehensive income	**14.09**	**1.17**	**15.26**
Benefit payments	(83.96)	53.57	(30.39)
Contribution made	-	-	-
As at 30 June 2024	**2,047.66**	**(536.96)**	**1,510.70**

The net liability disclosed above relates to funded and unfunded plans are as follows :

	30 June 2024	31 March 2024
Present value of funded obligations	2,047.66	2,015.76
Fair value of plan assets	(536.96)	(581.27)
Deficit of funded plan	**1,510.70**	**1,434.49**

Sensitivity analysis

	Changes in assumption	30 June 2024		31 March 2024	
		Increase in assumption	Decrease in assumption	Increase in assumption	Decrease in assumption
Future Salary rise	1.00%	103.29	(96.96)	112.87	(105.10)
Discount rate	1.00%	(97.51)	108.06	(94.32)	104.45
Attrition rate	1.00%	(12.37)	13.08	(12.11)	12.82

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.
The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the defined benefit obligation as recognised in the balance sheet.The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

(a) Asset volatility — The plan liabilities are calculated using a discount rate set with reference to current investment patterns in the economy; if plan assets underperform this yield, this will create a deficit. The plan asset investments are subject to interest rate risk.

(b) Investment risk — The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

(c) Life expectancy — The defined benefit obligation is to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

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(d) Salary risk — The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Defined benefit liability and employer contributions

The Company's aim to eliminate the deficit in gratuity plan over the subsequent years. The Company considers that the contribution rates set at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on service costs, will not increase significantly. The expected future cash flows in respect of gratuity were as follows:

	30 June 2024	31 March 2024
Expected total contribution	1,510.70	1,434.49
Expected future benefit payments in the following years		
1st following year	261.34	271.09
2nd following year	255.38	247.26
3rd following year	266.27	258.96
4th following year	263.20	274.29
5th following year	225.11	225.64
Sum of 6th to 10th following year	889.67	860.16
Sum of years 11 and above	1,017.77	975.75

II The Company provides for accumulation of compensated absences by certain categories of its employees. These employees can carry forward a portion of the unutilized compensated absences and utilize it in future periods or receive cash in lieu thereof as per the Company's policy. The Company records a liability for compensated absences in the period in which the employee renders the services that increases this entitlement. The total liability recorded by the Company towards this obligation was Rs. 111.87 lakhs for the three month period ended and (for the three months period ended 30 June 2023: Rs. 59.37 lakhs).

18 Deferred tax liabilities/(assets), net

	30 June 2024	31 March 2024
Deferred tax liabilities		
Property, plant and equipment and Intangible assets	4,102.68	4,148.08
Right of use Asset as per Ind AS 116	926.80	851.28
Derivatives	21.25	(0.96)
	5,050.73	**4,998.40**
Deferred tax assets		
Lease liabilities as per Ind AS 116	935.47	893.41
Provision for employee benefits expense	615.80	519.05
Provision for doubtful receivables	738.44	433.13
Delay in MSME payments u/s 43B(h)	626.88	626.88
Merger related expenses	1,008.20	1,254.88
Others	133.46	133.46
	4,058.25	**3,860.81**
Total deferred tax liabilities/(assets), net	**992.48**	**1,137.59**

Movement in the deferred tax liabilities/(assets)

	Period ended 30 June 2024				
Particulars	**Net balance 1 April 2024**	**Recognised in profit or loss**	**Recognised in OCI**	**Recognised in other equity**	**Net balance 30 June 2024**
Deferred Tax Liabilities					
Property, plant and equipment and Intangible assets	4,148.08	(45.40)	-	-	4,102.68
Right of use Asset as per Ind AS 116	851.28	75.52	-	-	926.80
Derivatives	(0.96)	22.21	-	-	21.25
Total (A)	**4,998.40**	**52.33**	**-**	**-**	**5,050.73**
Deferred Tax Assets					
Provision for employee benefits	519.05	92.91	3.84	-	615.80
Provision for doubtful receivables	433.13	305.31	-	-	738.44
Merger related expenses	1,254.88	(246.68)	-	-	1,008.20
Lease liabilities as per Ind AS 116	893.41	42.06	-	-	935.47
Delay in MSME payments u/s 43B(h)	626.88	-	-	-	626.88
Others	133.46	-	-	-	133.46
Total (B)	**3,860.81**	**193.60**	**3.84**		**4,058.25**
Tax assets liabilities/(assets) (A- B)	**1,137.59**	**(141.27)**	**3.84**		**992.48**

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Particulars	Year ended 31 March 2024				
	Net balance 1 April 2023	Recognised in profit or loss*	Recognised in OCI	Recognised in other equity	Net balance 31 March 2024
Deferred Tax Liabilities					
Property, plant & equipment & Intangible assets	4,370.39	(222.31)	-	-	4,148.08
Right of use Asset as per Ind AS 116	508.79	342.49	-	-	851.28
Derivatives	0.47	(1.43)	-	-	(0.96)
Total (A)	**4,879.65**	**118.75**	**-**	**-**	**4,998.40**
Deferred Tax Assets					
Provision for employee benefits	553.90	(59.45)	24.60	-	519.05
Provision for doubtful receivables	140.22	292.91	-	-	433.13
Merger related expenses	29.31	347.57	-	878.00	1,254.88
Compulsory Convertible Debentures adjusted in Equity	9,875.92	(878.05)	-	(8,997.87)	-
Lease liabilities as per Ind AS 116	534.40	359.01	-	-	893.41
Disallowance u/s 94b	168.57	(168.57)	-	-	-
Delay in MSME payments u/s 43B(h)	-	626.88	-	-	626.88
Others	133.46	-	-	-	133.46
Total (B)	**11,435.78**	**520.30**	**24.60**	**(8,119.87)**	**3,860.81**
Tax assets liabilities/(assets) (A-B)	**6,556.13**	**401.55**	**24.60**	**(8,119.87)**	**(1,137.59)**

19 Tax Assets / Liabilities (net of provisions)

	30 June 2024	31 March 2024
Non Current tax assets, net*	3,714.71	3,738.24
Current tax asset (net of provision)	370.69	-
Current tax liabilities, net	756.92	1,760.66

*includes amounts deposited under protest amounting to Rs 313.98 lakhs (31 March 2024: Rs. 313.98 lakhs) towards various income tax assessments.

20 Other current liabilities

	30 June 2024	31 March 2024
Contract liabilities	142.95	1,358.85
Liability towards Corporate Social Responsibility (Refer note 29)	54.27	54.90
Statutory liabilities	328.75	473.77
Stamp duty payable on account of merger (Refer note 20(i) below)	4,553.97	4,985.97
	5,079.94	**6,873.49**

(i) Represents stamp duty of Rs. 3,488.54 lakhs (31 March 2024: Rs. 3,488.54 Lakhs) payable for issue of shares and stamp duty of Rs. 1,065.43 lakhs (31 March 2024: Rs 1,497.43 Lakhs) payable for transfer of title deeds of immovable properties in the name of the Company pursuant to the merger of ZCL and Avra. The amount may vary post receipt of final order from registrar.

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(All amounts in ₹ lakhs unless otherwise stated)

21 Revenue from operations

`	For the three months period ended	
	30 June 2024	**30 June 2023**
(A) Revenue from contract with customers		
Sale of Products	23,230.02	22,086.36
Sale of services	142.17	205.54
Total (A)	**23,372.19**	**22,291.90**
(B) Other operating income		
Sale of spent chemicals and scrap	834.98	345.24
Export incentives	340.49	145.04
Others*	1,191.17	-
Total (B)	**2,366.64**	**490.28**
Total revenue from operatoin (A) + (B)	**25,738.83**	**22,782.18**

*Represents compensation received from a customer in earlier years against purchase of raw material, accounted for in current period after receipt of approval from the Reserve Bank of India.

21.a Disaggregated revenue information

The Company disaggregates its revenue based on the type of goods or services, the geographical locations and the timing of transfer of goods and services as follows:

	For the three months period ended	
Type of goods or services	**30 June 2024**	**30 June 2023**
Sale of products*	23,230.02	22,086.36
Clinical research studiesand other services **	142.17	205.54
	23,372.19	**22,291.90**

* The Company is engaged in the manufacturing and selling of Active Pharmaceuticals Ingredients (API), Finished Dosage Formulations (FDF) and speciality chemical
** Note: The Company engaged in Clinical research studies and dossier developments.

	For the three months period ended	
Geographical location	**30 June 2024**	**30 June 2023**
India	4,873.01	5,343.49
Outside India	18,499.18	16,948.41
Total revenue from contract with customers	**23,372.19**	**22,291.90**

	For the three months period ended	
Timing of revenue recognition	**30 June 2024**	**30 June 2023**
Goods transferred at point in time	23,230.02	22,086.36
Service transferred over time	142.17	205.54
Total revenue from contract with customers	**23,372.19**	**22,291.90**

Major customer:

The Company did not have any external revenue from a particular customer which exceeded 10% of total revenue for the three months period ended 30 June 2024 and 30 June 2023

20.b Contract balances

The below table provides information about contract balances of the Company:

Particulars	**30 June 2024**	**31 March 2024**
Trade receivables (refer note 9(b))	37,410.75	51,327.46
Contract liabilities (refer note 20)	142.95	1,358.85
Contarct assets - Unbilled Revenue (refer note 12)	60.00	729.00

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22 Other income

	For the three months period ended	
	30 June 2024	30 June 2023
Interest income on deposits	64.67	94.24
Foreign exchange gain, net	31.83	-
Excess provision written back	28.21	1.38
Miscellaneous income	4.17	27.64
Profit on sale of fixed assets	0.25	1,362.04
	129.13	**1,485.30**

23 Cost of materials consumed*

	For the three months period ended	
	30 June 2024	30 June 2023
Inventory at the beginning of the year	14,125.82	14,348.72
Add: Purchases during the period/year	9,726.04	10,933.20
Less: Inventory at the end of the period/year	(12,352.07)	(14,984.12)
	11,499.79	**10,297.80**

*Disclosed based on derived figures, rather than actual records of issue.

24 Changes in inventories of finished goods and work-in-progress

	For the three months period ended	
	30 June 2024	30 June 2023
Inventory at the beginning of the year		
- Finished goods	6,733.18	7,567.17
- Work-in-progress	14,590.29	12,617.13
	21,323.47	**20,184.30**
Inventory at the end of the period/year		
- Finished goods	8,382.51	9,164.45
- Work-in-progress	15,385.86	13,194.06
	23,768.37	**22,358.51**
	(2,444.90)	**(2,174.21)**

25 Employee benefits expense

	For the three months period ended	
	30 June 2024	30 June 2023
Salaries, wages and Bonus	4,292.81	4,056.24
Contribution to provident fund (Refer note 17)	156.42	158.98
Gratuity (Refer note 17)	91.34	92.14
Compensated absences (Refer note 17)	111.87	59.37
Staff welfare expenses	191.49	187.14
Employee stock option scheme (Refer Note 41)	246.77	1,201.24
	5,090.70	**5,755.11**

26 Finance costs

	For the three months period ended	
	30 June 2024	30 June 2023
Interest expense on		
-Term Loans and Short Term borrowings	743.01	584.17
- Compulsory Convertible Debentures	-	896.86
- Lease liability (Refer note 16)	66.31	31.40
Other borrowing costs	50.56	40.65
	859.88	**1,553.08**

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27 Depreciation, impairment and amortisation expense

	For the three months period ended	
	30 June 2024	30 June 2023
Depreciation on Property, Plant and Equipment (refer note 7(a))	1,278.82	1,292.56
Depreciation on Right to use Asset (refer note 16)	148.83	97.94
Amortisation of Intangible assets (refer note 8(a))	360.24	229.83
	1,787.89	**1,620.33**

28 Other expenses

	For the three months period ended	
	30 June 2024	30 June 2023
Consumption of stores and spare parts	636.10	825.73
Business promotion	29.57	73.58
Commission on sales	137.87	112.19
Power and fuel	1,396.55	1,529.30
Rent	52.16	22.48
Repairs and maintenance		
- Buildings	72.68	255.50
- Plant and equipment	312.45	399.65
- Others	79.29	37.36
Insurance	159.10	175.01
Clinical trials/ product development expenses	5.15	97.93
Job work charges	376.93	406.43
Testing charges	57.18	48.52
Rates and taxes	232.73	203.39
Payment to auditors (refer note 28.1 below)	30.00	21.21
Carriage and freight outward	460.34	315.06
Waste disposal expenditure	203.16	250.98
Professional charges	369.49	934.79
Office maintenance	175.07	157.00
Printing and stationery	21.87	48.42
Foreign exchange loss, net	-	37.50
Communication expenses	26.60	18.02
Corporate social responsibility expenditure (refer note 29)	52.47	14.50
Contract Labour Charges	672.01	679.13
Provision towards doubtful receivables	1,217.75	107.92
Bad debts written-off	1.29	-
Miscellaneous expenditure	53.89	185.98
	7,081.09	**7,217.42**

28 Audit fees

	For the three months period ended	
	30 June 2024	30 June 2023
Interim audit and limited review	30.00	21.21
	30.00	**21.21**

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29 Corporate social responsibility (CSR) expenditure

	30 June 2024	30 June 2023
(a) Gross amount required to be spent by the Company during the period	52.47	14.50
(b) Amount approved by the Board to be spent during the period	52.47	102.55
(c) Amount spent (in cash) during the period:		
- construction/ acquisition of any asset	-	-
- on purpose other than above	-	-
d) Details related to Spent / unspent obligations :		
(i) Spent amount in relation to :		
- Ongoing project	-	14.50
- Other than ongoing project	-	-
- Adjusted against Excess spent carried forward from previous period	52.47	-
(ii) Unspent amount in relation to :		
- Ongoing project	-	-
- Other than ongoing project	-	-

Details of ongoing project and other than ongoing project for the period/year :

	30 June 2024	31 March 2024
(a) Ongoing Projects :		
Opening Balance		
With Company	45.71	105.91
In Separate CSR Unspent A/C	71.32	190.53
Excess spent carried forward from previous period/year	306.48	-
Amount required to be spent during the period/year	52.47	58.01
Amount approved by the Board to be spent during the period/year	52.47	410.20
Amount spent during the period/year		
From Company bank A/C	-	364.49
From Separate CSR Unspent A/C	-	122.20
Adjusted against Excess spent carried forward from previous period/year	52.47	-
Transferred to other than ongoing projects	0.63	102.92
Closing Balance :		
With Company *	-	45.71
In Separate CSR Unspent A/C	116.40	71.32
Excess spent to be carried forward	254.01	306.48

* Consequent to the Companies (Corporate Social Responsibility Policy) Amendment Rules 2021 ("the Rules"), the Company has transferred the unspent amount of Rs Nil (31 March 2024: Rs. 45.71 lakhs) to a seperate bank account subsequent to balance sheet date.

(a) Other than ongoing Projects :		
Opening Balance	-	87.54
Amount deposited in Specified Fund of Sch. VII within 6 months	-	87.54
Transferred from ongoing projects	-	102.92
Amount deposited in Specified Fund of Sch. VII	0.63	102.92
Closing Balance	-	-

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Cohance Lifesciences Limited *

(All amounts in ₹ lakhs unless otherwise stated)

30 Income tax expense

(a) Income tax expense recognised in the statement of profit and loss

	For the three month period ended	
	30 June 2024	30 June 2023
Income tax expense recognised in the statement of profit and loss		
Current tax on profits for the period	673.64	-
Deferred tax on account of temporary differences	(141.27)	65.44
Total income tax expense recognised in the statement of profit and loss	**532.37**	**65.44**

(b) Income tax expense recognised in directly in equity

	For the three month period ended	
	30 June 2024	30 June 2023
Tax effect on remeasurement of post-employment benefit obligations	(3.84)	4.94
Total income tax gain recognised in OCI	**(3.84)**	**4.94**

(c) Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate

	30 June 2024	30 June 2023
Profit before tax	**1,993.51**	**(2.05)**
At statutory income tax rate of 25.168%	**501.73**	**(0.52)**
Non-deductible expenses for tax purpose	23.54	114.92
Adjustment of tax and deferred tax of earlier years	-	-
Indexation benefit on sale of land	-	(9.48)
Impact of tax rate difference on long term capital gain	-	(22.95)
Others	7.10	(16.53)
Income tax expense reported in the Statement of Profit and Loss	**532.37**	**65.44**

31 Contingent liabilities and commitments

	30 June 2024	31 March 2024
(a) Contingent liabilities (to the extent not provided for)		
(i) Claims against the company not acknowledged as debt		
-direct and indirect taxes	3,129.61	3,180.26
-others	461.84	461.84

In respect of above matters, future cash outflows in respect of contingent liabilities are determinable only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

(ii) On 28 February 2019, the Supreme Court of India issued a judgement which provided further guidance for companies in determining which components of their employees' compensation are subject to statutory withholding obligations, and matching employer contribution obligations, for Provident Fund contributions under Indian law. There are numerous interpretative issues relating to this judgement. However, the Company has made a provision on a prospective basis from the date of the Supreme Court's judgement. The Company will evaluate the same and update its provision, if any on receiving further clarity on the subject.	Not ascertainable	Not ascertainable

(b) Commitments		
Capital commitments (net of advances given)	2,044.33	4,068.03

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32 Related party disclosures

(a) Names of the related parties and nature of relationship

As per Ind AS 24, "Related Party Disclosures", the related parties where control exists or where significant influence exists and with whom transaction have taken place are as below :

Names of related parties	Nature of relationship
Advent Group	Ultimate Holding and controlling entity
Jusmiral Holdings Limited (JHL)	Parent Company
AI Global Investments (Cyprus) PCC Limited	Fellow subsidiary
Dr. V. Prasada Raju	Managing Director (MD) and Chief Executive officer (CEO)
Abhijit Mukherjee	Director
Bhaskar Iyer	Director
Anil Kumar Chanana	Director
Pankaj Patwari	Director
Shweta Jalan	Director
Jayant B Manmadkar	Chief Financial Officer (CFO) upto 17 April 2024
Sudarsan Maddi	Chief Financial Officer (CFO) from 23 July 2024
Praneeth Abhishek Gunda	Company Secretary (CS)
Suven Pharmaceuticals Limited	Fellow subsidiary (wef 29 September 2023)
Casper Pharma Private Limited	Fellow subsidiary (wef 29 September 2023)
Sapala Organics Pvt Ltd.	Fellow subsidiary (wef 12 July 2024)

(b) Transactions with related parties

	30 June 2024	30 June 2023
Jusmiral Holdings Limited		
Interest expense on Compulsory Convertible debentures	-	896.86
Casper Pharma Private Limited		
Rental Income	1.81	-
Suven Pharmaceuticals Limited		
Rental Income	2.36	-
Sitting Fee Paid to directors	19.00	25.00
Transactions with KMP's*		
Remuneration to key managerial personnel*		
Salaries and other benefits (net)*	179.89	165.14
Share based payment expense	90.56	594.88
Loan given		
Dr. V. Prasada Raju (MD & CEO)	-	700.00
Loan repayment received		
Jayantt B Manmadkar (CFO)	300.00	-

*does not include expenditure on account of provision for gratuity, compensated absences, bonus and variable pay computed for Company as a whole.

(c) Balances receivable / (payable) *

	30 June 2024	31 March 2024
Dr. V. Prasada Raju - MD & CEO (undiscounted basis)	700.00	700.00
Jayantt B Manmadkar - CFO (undiscounted basis)	-	300.00

* As the future liabilities for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the Directors is not ascertainable, therefore not included above.

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33 Fair value measurements

(a) Financial instruments by category

Accounting classification and fair value

The Company uses the following hierarchic structure of valuation methods to determine and disclose information about the fair value of financial instruments

Level 1: Observable prices in active markets for identical assets and liabilities;
Level 2: Observable inputs other than quoted prices in active markets for identical assets and liabilities;
Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities

The carrying amounts and fair values of financial instruments by category as on 30 June 2024 are as follows:

	30 June 2024				31 March 2024			
	Carrying amount				Carrying amount			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Financial assets								
Investments	22.40	-	-	22.40	22.40	-	-	22.40
Trade receivables	-	-	37,410.75	37,410.75	-	-	51,327.46	51,327.46
Cash and cash equivalents	-	-	689.42	689.42	-	-	9,109.46	9,109.46
Bank balances other than cash and cash equivalents	-	-	162.72	162.72	-	-	2,855.97	2,855.97
Other financial assets	84.43	-	2,166.38	2,250.81	-	-	2,221.47	2,221.47
	106.83	**-**	**40,429.27**	**40,536.10**	**22.40**	**-**	**65,514.36**	**65,536.76**
Financial liabilities								
Borrowings	-	-	35,756.36	35,756.36	-	-	48,881.67	48,881.67
Lease liabilities	-	-	3,659.50	3,659.50	-	-	3,549.78	3,549.78
Trade payables	-	-	16,206.24	16,206.24	-	-	19,944.42	19,944.42
Other financial liabilities	-	-	2,073.53	2,073.53	3.82	-	1,805.38	1,809.20
	-	**-**	**57,695.63**	**57,695.63**	**3.82**	**-**	**74,181.26**	**74,185.07**

The following table represents fair value of assets and liabilities measured at fair value

	30 June 2024				31 March 2024			
	Level I	Level II	level III	Total	Level I	Level II	level III	Total
Financial assets								
Investments	-	-	22.40	22.40	-	-	22.40	22.40
Forward contract asset	-	-	84.43	84.43	-	-	-	-
	-	**-**	**106.83**	**106.83**	**-**	**-**	**-**	**-**
Financial liabilities								
Foreign Exchange Forward contracts	-	-	-	-	-	-	3.82	3.82
	-	**-**	**-**	**-**	**-**	**-**	**3.82**	**3.82**

Note : Fair value of financial assets such as trade receivable, loans, cash and cash equivalent and other financial assets and the fair value of other financial liabilities such as, borrowings, trade payable, lease liabilities and other financial liabilities are reasonable approximations of their carrying value.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The Company enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Foreign exchange forward contracts are valued using valuation techniques, which employs the use of market observable inputs.

There have been no transfers between Level 1 and Level 2 during the period/year ended 30 June 2024 and 31 March 2024.

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34 Financial instruments – Risk management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

A. Credit risk:

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

i) Trade and other receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and controls relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on credit term in line with respective industry norms. Outstanding customer receivables are regularly monitored.

ii) Financial instruments and cash deposits

Credit risk from balances with banks is managed by Company's treasury in accordance with the Board approved policy. Investments of surplus funds, temporarily, are made only with approved counterparties, mainly mutual funds, bank deposits, corporate deposits and certain debt instruments who meet the minimum threshold requirements under the counterparty risk assessment process.

B. Liquidity risk

Liquidity Risk refers to insufficiency of funds to meet the financial obligations. Liquidity Risk Management implies maintenance of sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit lines to meet obligations when due.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate management system for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

The Company had following working capital at the end of the reporting period/year :

Particulars	30 June 2024	31 March 2024
Current assets	86,418.23	110,483.20
Current liabilities	45,760.49	66,287.67
Working capital	**40,657.74**	**44,195.53**

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities:

30 June 2024

Particulars	Carrying amount	Total Contractual Maturities	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years
Trade payables	16,206.24	16,206.24	16,206.24	-	-	-
Non-current borrowings	15,588.62	15,588.62	-	10,500.24	5,088.38	-
Lease liabilities	3,659.50	4,778.45	660.14	1,288.75	985.12	1,844.44
Current borrowings	20,167.74	20,167.74	20,167.74	-	-	-
Other financial liabilities	2,073.53	2,073.53	2,073.53	-	-	-
	57,695.63	**58,814.58**	**39,107.65**	**11,788.99**	**6,073.50**	**1,844.44**

31 March 2024

Particulars	Carrying amount	Total Contractual Maturities	Upto 1 year	1 to 3 years	3 to 5 years	Above 5 years
Trade payables	19,944.42	19,944.42	19,944.42	-	-	-
Non-current borrowings	14,250.83	14,250.83	-	7,924.62	6,326.21	-
Lease liabilities	3,549.78	4,689.88	577.36	1,157.74	988.89	1,965.89
Current borrowings	34,630.84	34,630.84	34,630.84	-	-	-
Other financial liabilities	1,809.20	1,809.20	1,809.20	-	-	-
	74,185.07	**75,325.17**	**56,961.82**	**9,082.36**	**7,315.10**	**1,965.89**

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C. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates and commodity prices) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short-term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

D. Foreign exchange risk

The Company's foreign exchange risk arises from its foreign currency revenues and expenses, (primarily in US$ and Euros). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. A significant portion of the Company's revenues are in these foreign currencies, while a significant portion of its costs are in Indian rupees. As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Company's revenues measured in Indian rupees may decrease. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Consequently, the Company uses both derivative and non derivative financial instruments, such as foreign exchange forward contracts and foreign currency financial liabilities, to mitigate the risk of changes in foreign currency exchange rates.

The following table analyses foreign currency risk from non derivative financial instruments as at 30 June 2024:

Particulars	US$	Euros	Others	Total
Assets				
Trade receivables	26,640.63	2,901.47	367.74	29,909.84
Cash and cash equivalents	115.84	-	-	115.84
	26,756.47	**2,901.47**	**367.74**	**30,025.68**
Liabilities				
Trade payables	1,378.75	73.48	30.15	1,482.38
	1,378.75	**73.48**	**30.15**	**1,482.38**

The following table analyses foreign currency risk from non derivative financial instruments as at 31 March 2024 :

Particulars	US$	Euros	Others	Total
Assets				
Trade receivables	38,438.21	4,331.87	704.40	43,474.48
Cash and cash equivalents	310.26	-	-	310.26
	38,748.47	**4,331.87**	**704.40**	**43,784.74**
Liabilities				
Trade payables	2,653.10	52.17	11.00	2,716.27
	2,653.10	**52.17**	**11.00**	**2,716.27**

The following table analyses foreign currency risk from non derivative financial instruments at period / year end:

	Impact on profit and equity	
	30 June 2024	**31 March 2024**
USD sensitivity*		
₹/USD - Increase by 2%	379.81	540.22
₹/USD - Decrease by 2%	(379.81)	(540.22)
EUR sensitivity*		
₹/EUR - Increase by 2%	42.32	64.05
₹/EUR - Decrease by 2%	(42.32)	(64.05)

* Holding all other variables constant;

**The above table does not includes sensitivity for 'Others' currencies which is not material and hence not disclosed.

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Summary of hedging instruments outstanding at the end of the year not designated as cashflow hedges:

Derivatives not designated as hedging instruments:

The Company uses foreign exchange forward contracts to manage some of its transaction exposures. The foreign exchange forward contracts are not designated as cash flow hedges and are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within 1 year as at 30 June 2024 and 31 March 2024. Outstanding derivatives instruments are as follows:

Particulars	30 June 2024				31 March 2024			
	No.of Contracts	Amount in foreign currency (in Lakhs)	Rupees (in Lakhs)	Average exchange rate	No.of Contracts	Amount in foreign currency (in Lakhs)	Rupees (in Lakhs)	Average exchange rate
Forward exchange contracts sell								
USD	50.00	302.50	25,421.69	84.04	29.00	135.00	11,308.09	83.72

E. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. Further, the Company's investments in deposits is with banks and therefore do not expose the Company to significant interest rates risk. The Company's variable rate borrowing is subject to interest rate risk. Below is the details of exposure to variable rate instruments:

Particulars	30 June 2024	31 March 2024
Variable rate instruments:		
Financial liabilities	35,756.36	48,881.67

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

Particulars*	30 June 2024	31 March 2024
Interest rates increase by 100bps	267.57	365.79
Interest rates decrease by 100bps	(267.57)	(365.79)

*Holding all other variables constant

35 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total debt, comprising interest-bearing loans and borrowings less cash and cash equivalents. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio was as follows:

Particulars	30 June 2024	31 March 2024
Borrowings	35,756.36	48,881.67
Less: Cash and cash equivalents	(689.42)	(9,109.46)
Net debt (A)	**35,066.94**	**39,772.22**
Equity share capital	339,466.25	339,466.25
Other equity	(166,028.51)	(167,725.00)
Total equity (B)	**173,437.74**	**171,741.24**
Net debt to equity ratio (A/B)	**0.20**	**0.23**

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36 Segment reporting

(a) Information about Operating Segment

The Company is predominantly engaged in business of manufacturing and selling of Active Pharma Ingredients (API), speciality chemicals, intermediates and formulations and the same constitutes a single reportable business segment as per Ind AS 108.

(b) Information about revenue from external customers and non-current assets in various geographical areas:

Particulars	Segment Revenue		Carrying amount of assets by geographical location of assets*	
	For the period ended and as at 30 June 2024	For the period ended and as at 30 June 2023 (Restated)	For the period ended and as at 30 June 2024	For the year ended and as at 31 March 2024
Within India	7,239.65	5,833.77	148,421.45	141,700.93
Outside India	18,499.18	16,948.41	-	-
Total	**25,738.83**	**22,782.18**	**148,421.45**	**141,700.93**

a) *Carrying amount of segment assets are Non-Current assets excluding the Tax assets, Deferred tax assets and Financial assets.

Notes:

b) The segment revenue in the geographical information considered for disclosure is as follows:

i. Revenue within India includes sales to customers located within India, earnings in India and and exports benefit on sales made to customer located outside India.

ii. Revenue outside India includes sales to customers located outside India and earning outside India

c) Segment Revenue and assets include the respective amounts identified to country of domicile viz India and other countries viz outside India and amounts allocated on a reasonable basis.

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37 Ratios

Sr. no.	Particulars	Formula		30 June 2024	31 March 2024	% Variance	Reason for variance
		Numerator	Denominator	Ratios	Ratios		
1	Current Ratio	Current assets	Current liabilities	1.89	1.67	13.31%	
2	Debt-Equity Ratio	Total debt (includes lease liabilities)	Shareholder's equity	0.23	0.31	-25.56%	Refer note below
3	Debt Service Coverage Ratio	Operating profit before working capital changes (net of taxes)	Debt Service = interest & Lease payments + Debt principle repayment	7.81	2.68	191.76%	Refer note below
4	Return on Equity Ratio	Net profits after taxes	Average Shareholder's equity	0.01	0.11	-92.31%	Refer note below
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	0.31	1.33	-76.69%	Refer note below
6	Trade Receivables turnover ratio	Revenue	Average Trade receivable	0.58	2.84	-79.60%	Refer note below
7	Trade payables turnover ratio	Purchases of material + other expenses - bad/doubtfull debts - loss on sale of assets	Average Trade payables	1.10	3.75	-70.81%	Refer note below
8	Net capital turnover ratio	Revenue	Working capital	0.63	3.03	-79.13%	Refer note below
9	Net profit ratio	Net profit	Revenue	0.06	0.13	-55.08%	Refer note below
10	Return on Capital employed	Earning before interest and taxes	Capital employed = Networth + total debt + deferred tax liability	0.01	0.13	-89.67%	Refer note below

Note:

a) Ratios for the period ended 30 June 2024 is based on three months financial information whereas ratios of 31 March 2024 is based on whole year financial informations.

b) Reduction in ratios are due to decrease in revenue, cost of goods sold and profit during the current three months period ended 30 June 2024.

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38 Details of dues to micro and small enterprises as defined under the MSMED act, 2006

Particulars	30 June 2024	31 March 2024
i) Principal outstanding at the end of the period/year (including capital creditors of Rs 642.38 lakhs (31 March 2024: Rs 578.38 lakhs)	2,674.67	2,997.35
ii) Interest outstanding at the end of the period / year	40.99	21.81
iii) The amount of interest paid by the buyer in terms of section 16 of MSMED, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
v) The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
vi) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

The list of undertakings covered under MSMED was determined by the Company on the basis of information available with the Company and has been relied upon by the auditors.

39 Additional disclosure with respect to amendments to Schedule III

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against them for holding any Benami property.

(ii) The Company do not have 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).

(iii) The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(iv) The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

(v) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year

(vi) (a) 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 that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
(b) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vi) The Company do not have any transactions with struck off companies.

40 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year and equity shares that will be issued upon the conversion of mandatorily convertible instruments.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

		For the three months period ended 30 June 2024	For the three months period ended 30 June 2023
Profit attributable to equity holders	(A)	1,461.14	(67.49)
Weighted average number of shares outstanding during the y ear for Basic EPS (Numbers in Lakhs) *	(B)	33,946.63	33,946.63
Dilutive effect of stock options outstanding (Numbers in Lakhs) ^	(C)	245.64	-
Weighted average number of shares outstanding during the y ear for Diluted EPS (Numbers in Lakhs)	(D=B+C)	34,192.27	33,946.63
Basic Earnings per share of par value Rs.10/-	**(A/B)**	**0.04**	**(0.00)**
Diluted Earnings per share of par value Rs.10/-	**(A/D)**	**0.04**	**(0.00)**

*Weighted average number of share for the quarter ended 30 June 2023, taken into effect of shares to be issued against of conversion of compulsory convertible debentures and shares pending issuance.

^ ESOP's have anti dilution effect due to loss in the previous comparative period and hence not consider for computation of dilutive earnings per share

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41 Share based payment

Pursuant to the decision of the shareholders at their meeting held on March 31, 2023, the Company has formulated an Employee Stock Option Scheme 2023 ("the scheme" or "ESOP 2023") to be administered by the Nomination & Remuneration Committee of the Board of Directors. The plan is effective from April 01, 2023. The Nomination & Remuneration Committee of the board of directors determines which eligible employees will receive options, the number of options to be granted, the exercise price, the vesting period and the exercise period. The vesting period is determined for all options issued on the date of grant.
The options issued under the ESOP 2023 Plan vest in periods ranging between one and three years.

The Company has used Black-Scholes-Merton model for valuation of grant date fair value of ESOPs. The Black-Scholes-Merton model includes assumptions regarding dividend yields, expected volatility, expected terms and risk free interest rates. In respect of exercise price of options granted, the expected term of an option (or "option life") is estimated based on the vesting term, contractual term, as well as expected exercise behaviour of the employees receiving the option. In respect of fair market value of the options granted, the option life is estimated based on the simplified method. Expected volatility of the option is based on historical volatility, of the observed market prices of publicly traded equity shares of comparable listed companies. Dividend yield of the options is based on expected dividend activity. Risk-free interest rates are based on the government securities yield in effect at the time of the grant. These assumptions reflect management's best estimates, but these assumptions involve inherent market uncertainties based on market conditions generally outside of the Company's control.

The details of activity under the Scheme are summarised below :

Particulars	For the period ended June 30, 2024			
	Shares arising out of options	Range of exercise price	Weighted average exercise price	weighted averaged remaining useful life (months)
Options outstanding at the beginning of the year	52,161,614.00	10 to 14.1	10.85	32
Add : Granted during the period	-	-	-	
Add : Granted on account of merger of ZCL and AVRA	-	-	-	
Less: Exercised during the period	-	-	-	
Less: Lapsed/Cancelled/Surrendered during the period	-	-	-	
At the end of the period	52,161,614	10 to 14.1	10.85	29
Exercisable at the end of the period	-	-	-	-

Particulars	For the year ended 31 March 2024			
	Shares arising out of options (in Numbers)	Range of exercise price	Weighted average exercise price	Weighted averaged remaining useful life (months)
Options outstanding at the beginning of the year	-	-	-	-
Add : Granted during the year	42,691,370	10.00	10.00	
Add : Granted on account of merger of ZCL and AVRA	16,416,594	10.00 to 14.10	12.71	
Less: Exercised during the year	-	-	-	
Less: Lapsed/Cancelled/Surrendered during the year	(6,946,350)	10	10.00	
At the end of the year	52,161,614	10 to 14.1	10.85	32
Exercisable at the end of the year	-	-	-	-

The Black Scholes valuation model has been used for computing the weighted average fair value considering the following inputs:

Particulars	ESOP 2023
Date of Grant	01-Apr-23
Dividend Yield	2.6%
Weighted average expected Volatility	47%
Weighted average risk-free Interest rate	6.9%
Weighted average share price of Rs.	20.51
Weighted average exercise Price of Rs.	10.00
Expected life of options granted in years*	44

*As per scheme exercise period is later of 2 years from vesting date or liquidity event. For the computation of life of option, 2 years has been considered as exercise period.

The estimated fair value of stock options charged to profit or loss account:

Particulars	For the three months period ended June 30, 2024	For the three months period ended June 30, 2023
Employee stock option scheme (refer note 25)	246.77	1,201.24

S.R. BATLIBOI & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
HYDERABAD

Cohance Lifesciences Limited

42 For the three months period ended June 30, 2024 the board of directors have not proposed any dividend.

43 The Board of directors of the Company in their meeting held on 29 February 2024, approved a scheme of amalgamation to amalgamate the Company into Suven Pharmaceuticals Limited ("Suven"). The Scheme has been filed with National Company Law Tribunal for approval.

As per our report of even date

For **S.R. BATLIBOI & ASSOCIATES LLP**
Chartered Accountants
Firm's Registration No.: 101049W/E300004

per Navneet Rai Kabra
Partner
Membership No.: 102328

Place: Hyderabad
Date: October 26, 2024

S.R. BATLIBOI & ASSOCIATES LLP CHARTERED ACCOUNTANTS HYDERABAD

For and on behalf of Board of Directors of
Cohance Lifesciences Limited

Abhijit Mukherjee
Director
DIN : 08610857

Place: Hyderabad
Date: October 26, 2024

Dr. V. Prasada Raju
Managing Director and CEO
DIN : 07267366

Place: Hyderabad
Date: October 26, 2024

Sudarsan Maddi
Chief Financial Officer

G. Praneeth Abhishek
Company Secretary

Place: Hyderabad
Date: October 26, 2024

Cohance Lifesciences Limited

INDEPENDENT AUDITOR'S REPORT

To the Members of

Suven Pharmaceuticals Limited

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **Suven Pharmaceuticals Limited** ('the Company') which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the Standalone Ind AS financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024, its loss including other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are Independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS 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 Standalone Ind AS financial statements for the financial year ended 31st March, 2024. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No	Key Audit Matters	Auditor's Response
1.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of IND AS 115 "Revenue from Contracts with Customers" The application of the revenue accounting standard involves certain key judgements relating to identification of the contract with a customer, identification of distinct performance obligations, determination of transaction price of the identified performance obligations, and the appropriateness of the basis used to measure revenue recognized when a performance obligation is satisfied. Additionally, the revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. For sale transactions in a certain period of time around the Balance Sheet date, it is essential to ensure that the control of goods have transferred to the customers. As revenue recognition is subject to management's judgment on whether the control of the goods have been transferred.	Our audit approach consisted, testing of the design and operating effectiveness of the internal controls and substantive testing as follows: Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. Selected a sample of continuing and new contracts and performed the following procedures: - Read, analyzed and identified the distinct performance obligations in these contracts. - Compared these performance obligations with that identified and recorded by the Company. - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. - Tested Samples in respect of revenue recorded upon transfer of control/rights of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services, were tested using a combination of Master Service Agreements and Sales invoices including customer acceptances, subsequent commercial invoicing and historical trend of collections and disputes. Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. We reviewed the collation of information and the logic of the report generated from the IT system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

2.	**<u>Investment in Subsidiaries:</u>** The carrying value of investment in the subsidiaries as at 31st March, 2024 is ₹31,713.96 Lakhs. This investment is reviewed at the end of each reporting period to determine whether there is any Indication of impairment. If such evidence exists, impairment loss is determined and recognised in accordance with accounting policies to the Standalone Ind AS financial statements. We have identified the assessment of impairment Indicators and resultant provision, if any, in respect of investment in subsidiaries as a key audit matter because of: The significance of the amount of this investment in the Standalone Balance Sheet. Performance and net worth of these entities and The degree of management judgement involved in determining the recoverable amount of these investments including: – Valuation assumptions, such as discount rates. – Business assumptions used by management, such as sales growth and costs and the resultant cash flows projected to be generated from these investments.	Our audit procedures in respect of impairment of investment in subsidiaries included the following: - Testing design, implementation and operating effectiveness of key controls over the impairment review process including the review and approval of forecasts and review of valuation models; - Assessing the valuation methodology used by management and management review control is around making the assessment and testing the mathematical accuracy of the impairment models; - Evaluating the reasonableness of the valuation assumptions, such as discount rates, used by management through reference to external market data; - Challenging the appropriateness of the business assumptions used by management, such as sales growth, cost and the probability of success of new products; - Evaluating past performances where relevant and assessed historical accuracy of the forecast produced by management; - Enquiring and challenging management on the commercial strategy associated with the products to ensure that it was consistent with the assumptions used in estimating future cash flows; - Considering whether events or transactions that occurred after the balance sheet date but before the reporting date affect the conclusions reached and the associated disclosures; and - Performing sensitivity analysis of key assumptions, including future revenue growth rates, costs and the discount rates applied in the valuation models.
3.	**Inventory Valuation and existence:** As at 31st March, 2024, the Company held inventories of ₹22,006.98 Lakhs as disclosed in Note 8 to the Standalone Ind AS financial statements. Inventories mainly consist of raw and packing material, work-in-progress, stock-in-trade, finished goods and stores, spares and consumables. As described in Note 2.J to the financial statements, inventories are carried at the lower of cost and net realizable value.	To address the risk for material error on inventories, our audit procedures included amongst other - Assessing the compliance of Company's accounting policies over inventory with applicable accounting standards. - Reviewed the management's process for ensuring that there was no movement of stock during the physical verification of inventory; - Recounted a sample of inventory items at each location to confirm management count; - Analyzing the Inventory Ageing reports and Net realizable value of inventories Based on the audit procedures performed, the management's assertion on existence of inventories was determined to be appropriate in the context of the Standalone Ind AS financial statements taken as a whole.

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

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 Standalone Ind AS financial statements and auditor's report(s) thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS 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 Ind AS financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS financial statements.

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

Other Matters

We did not audit the financial statements of Suven USA branch included in the Standalone Ind AS financial statements of the Company whose financial statements reflect total assets of ₹167.64 Lakhs as at 31st March, 2024 and total revenue- NIL and Net loss of ₹ (1,318.97) Lakhs for the year ended on that date. The financial statements of this branch have been audited by the branch auditor, whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditor.

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

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 sub-section (11) of section 143 of the Act, we give in the **"Annexure-A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143 (3) of the Act, based on our audit, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 143(3)(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure-B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 143(3)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 143(3)(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

i) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements- Refer Note 33 to the financial statements

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or Indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign 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 person or entity 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; and

   c) Based on the audit procedures that were 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 (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year.

vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023.

Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting software 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 software:

i. The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account.

ii. The feature of recording audit trail (edit log) facility was not enabled at the application layer of the accounting software used for maintaining the books of account for the period 1st April, 2023 to 12th November, 2023.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1st April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March, 2024.

For **KARVY & CO**
Chartered Accountants
ICAI Firm Regn. No.001757S

AJAYKUMAR KOSARAJU
Partner
Membership No.021989
UDIN: 24021989BKFZTL6373

Place: Hyderabad
Date: 30th May, 2024

Annexure - A to the Independent Auditors' Report on the Standalone Ind AS financial statements of Suven Pharmaceuticals Limited for the year ended 31st March, 2024

(Referred under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

i. In respect of the Company's Property, Plant and Equipment (including right-of-use assets) and intangible assets:

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

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

(b) As explained to us, the management has physically verified a substantial portion of the Property, Plant and Equipment and right-of-use assets during the year and in our opinion frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on physical verification of Property, Plant and Equipment and right-of-use assets as compared to the books of account were not material and have been properly dealt with in the books of accounts.

(c) In our opinion and according to the information and explanations given to us, all the title deeds of immovable properties are held in the name of the Company except Title deeds for the freehold land and buildings that are in the name of Suven Life Sciences Limited (The Demerged Company), Suven Nishtaa Pharma Private Limited and Suven Synthesis Limited. The same have been acquired by the Company pursuant to the Scheme of Demerger and the same is pending as at 31st March, 2024 for mutation in the name of the Company.

Description of item of property	Gross Carrying value	Title deed held in name of	Whether title deed holder is a promoter, director or relative/ Employee of promoter/director	Property held since which date	Reason for not been held in the name of the Company
Land Free hold	600.3	Suven Life Sciences Limited	No	6th January, 2020	Mutation Pending
Land Free hold	143.8	Suven Nishtaa Pharma Private Limited	No	6th January, 2020	Mutation Pending
Land Free hold	17.58	Suven Synthesis Limited	No	6th January, 2020	Mutation Pending

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

(e) No proceedings have been initiated or are pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

ii. (a) According to the information and explanations given to us, the inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable and the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on physical verification of inventory compared to the books of account were not material and have been properly dealt with in the books of accounts.

(b) The Company has been sanctioned working capital limits in excess of ₹500.00 lacs from banks on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

iii. The Company has made investments in its wholly owned subsidiary companies which in our opinion is, prima facie, not prejudicial to the Company's interest.

The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) to (f) of the Order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the investments made.

v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 and 76 or any other relevant provisions of the Act and the rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. We have broadly reviewed the books of account and records maintained by the Company pursuant to the Rules made by the Central Government of India for the maintenance of cost records prescribed under sub-section (1) of section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. In respect of Statutory dues:

(a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods & Service Tax, duty of customs, cess and other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2024 on account of disputes are given below:

Name of Statute	Nature of Dues	Amount (in Lakhs)	Period for which the amount relates to	Forum where dispute is pending
Goods & Service Tax Act, 2017	Goods & Service Tax	978.53	2019-20 & 2020-21	Appellate Authority, Vijayawada

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of loan or interest thereon to the bank. There are no dues to financial institutions or Government.

(b) The Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and the outstanding term loans at the end of the year were applied for the purpose for which they were taken.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the 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) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiary companies. Hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) Based on the information and explanations given to us by the management, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Hence reporting on clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year.

xi. (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) Since there is no fraud by the Company or on the Company that has been noticed or reported during the year, no report under sub-section (12) of section 143 of the Companies Act is required to be filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) No whistle blower complaints have been received during the year by the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Hence reporting under clause 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

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

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Ind AS financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion and according to the information and explanations given to us, there is no unspent amount towards Corporate Social Responsibility (CSR) under sub-section (5) of Section 135 of the said Act pursuant to any project. Accordingly, reporting under clauses 3(xx)(a) and (b) of the Order is not applicable.

For **KARVY & CO**
Chartered Accountants
ICAI Firm Regn. No.001757S

AJAYKUMAR KOSARAJU
Partner
Membership No.021989
UDIN: 24021989BKFZTL6373

Place: Hyderabad
Date: 30th May, 2024

Annexure - B to the Independent Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Suven Pharmaceuticals Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS 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 Standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **KARVY & CO**
Chartered Accountants
ICAI Firm Regn. No.001757S

AJAYKUMAR KOSARAJU
Partner
Membership No.021989
UDIN: 24021989BKFZTL6373

Place: Hyderabad
Date: 30th May, 2024

STANDALONE BALANCE SHEET

as at March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	49,690.70	50,900.87
Right of use assets	5(a)	2,507.66	108.67
Capital work-in-progress	3	17,897.16	16,481.46
Other Intangible assets	4	155.71	193.20
Intangible assets under development	4	11.03	-
Financial assets			
(i) Investments	6(a)(i)	31,721.01	31,721.01
(ii) Loans	6 (b)	0.75	2.25
(iii) Other financial assets	6 (c)	935.07	591.19
Other non-current assets	7	197.38	322.75
Total non-current assets		**1,03,116.47**	**1,00,321.40**
Current assets			
Inventories	8	22,006.98	31,146.62
Financial assets			
(i) Investments	6(a)(ii)	76,744.99	39,284.94
(ii) Trade receivables	6(d)	12,696.83	10,966.45
(iii) Cash and cash equivalents	6(e)(i)	1,831.34	4,302.13
(iv) Bank balances other than (iii) above	6(e)(ii)	326.76	321.12
(v) Loans	6 (b)	83.08	19.29
(vi) Other financial assets	6 (c)	42.88	156.98
Current tax asset (net)	14	1,084.76	-
Other current assets	9	6,137.44	9,314.11
Total current assets		**1,20,955.06**	**95,511.64**
TOTAL ASSETS		**2,24,071.54**	**1,95,833.04**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10(a)	2,545.65	2,545.65
Other equity	10(b)	2,03,043.97	1,72,392.41
Total Equity		**2,05,589.62**	**1,74,938.06**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13(a)	-	456.42
(ii) Lease liabilities	5 (b)	2,123.56	69.98
Provisions	11	1,000.91	786.52
Deferred tax liabilities (net)	12	4,813.73	4,164.45
Total non-current liabilities		**7,938.21**	**5,477.37**
Current liabilities			
Financial liabilities			
(i) Borrowings	13(b)	3,857.53	6,459.78
(ii) Lease liabilities	5 (b)	518.55	47.90
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises; and	13(c)	1,705.15	1,383.26
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	13(c)	2,421.71	5,305.85
(iv) Other financial liabilities	13(d)	874.58	1,522.62
Other current liabilities	15	701.83	282.11
Provisions	11	464.36	385.68
Current tax liabilities (net)	14	-	30.41
Total current liabilities		**10,543.70**	**15,417.61**
TOTAL LIABILITIES		**18,481.91**	**20,894.98**
TOTAL EQUITY AND LIABILITIES		**2,24,071.54**	**1,95,833.04**
Corporate information and summary of Material accounting policies	1&2		

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Place : Hyderabad
Date : May 30, 2024

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	16	1,02,499.32	1,33,007.98
Other income	17	5,509.29	4,455.20
Total income		**1,08,008.61**	**1,37,463.19**
Expenses			
Cost of materials consumed	18	24,838.44	42,136.24
Changes in Inventories of work-in-progress and finished goods	19	5,387.96	(2,094.42)
Manufacturing expenses	20	12,777.79	17,164.59
Employee benefits expense	21	12,687.84	10,858.10
Finance cost	22	742.66	1,274.79
Depreciation and amortization expense	23	4,879.18	4,309.86
Other expenses	24	5,817.32	5,874.69
Total expenses		**67,131.19**	**79,523.85**
Profit/(Loss) before tax		**40,877.43**	**57,939.33**
Tax expense			
Current tax	25	9,814.26	14,462.57
Deferred tax	25	659.21	433.75
Prior year tax		(77.64)	(217.23)
Profit/(Loss) for the year		**30,481.61**	**43,260.25**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements gains/(losses) on defined benefit plans		(39.42)	(35.17)
Income tax relating to items that will not be reclassified to profit or loss		9.92	8.85
Other comprehensive income /(loss) for the year (net of taxes)		**(29.50)**	**(26.31)**
Total comprehensive income for the year		**30,452.11**	**43,233.94**
Earnings per Equity share (Par value of ₹1 each)			
Basic	35A	11.97	16.99
Diluted	35A	11.97	16.99
Corporate information and summary of Material accounting policies	1&2		

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

Place : Hyderabad
Date : May 30, 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

a. Equity share capital

Particulars	Number of Shares	Amount
Balance as at April 01, 2022	25,45,64,956	2,545.65
Changes in equity share capital during the year	-	-
Balance as at March 31, 2023	**25,45,64,956**	**2,545.65**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2024	**25,45,64,956**	**2,545.65**

b. Other Equity

Particulars	Note	Reserves & surplus				
		Securities premium	General reserve	Retained earnings	Share based payment Reserve	Total
Balance as at April 01, 2022		**10,957.38**	**10,927.67**	**1,27,638.62**	**-**	**1,49,523.67**
Profit/(Loss) for the year	10(b)	-	-	43,260.25	-	43,260.25
Other comprehensive income	10(b)	-	-	(35.17)	-	(35.17)
Income tax relating to items of other comprehensive income		-	-	8.85	-	8.85
Total comprehensive income		**-**	**-**	**43,233.94**	**-**	**43,233.94**
Transfer to general Reserve	10(b)	-	-	(1,500.00)	-	(1,500.00)
Transfer from retained earnings	10(b)	-	1,500.00	-	-	1,500.00
Dividend paid	10(b)	-	-	(20,365.20)	-	(20,365.20)
Balance at March 31, 2023		**10,957.38**	**12,427.67**	**1,49,007.36**	**-**	**1,72,392.41**
Balance as at April 01, 2023		**10,957.38**	**12,427.67**	**1,49,007.36**	**-**	**1,72,392.41**
Profit/(Loss) for the year	10(b)	-	-	30,481.61	-	30,481.61
Other comprehensive income	10(b)	-	-	(39.42)	-	(39.42)
Income tax relating to items of other comprehensive income		-	-	9.92	-	9.92
Total comprehensive income		**-**	**-**	**30,452.11**	**-**	**30,452.11**
Share based payment expense	26	-	-	-	199.45	199.45
Balance as at March 31, 2024		**10,957.38**	**12,427.67**	**1,79,459.47**	**199.45**	**2,03,043.97**

Refer Note 10(b) for nature and purpose of reserves

This is the Statement of Changes in Equity referred to in our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

Place : Hyderabad
Date : May 30, 2024

STANDALONE STATEMENT OF CASH FLOWS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash flow from operating activities			
Profit before tax for the year		**40,877.43**	**57,939.33**
Adjustments :			
Depreciation and amortisation expense		4,600.20	4,190.40
Interest income		(193.44)	(572.00)
Finance cost		742.66	1,274.79
Gain on sale of current investment		(4,380.04)	(1,421.05)
Unrealized foreign exchange		46.43	95.42
Loss/(Profit) on disposal of property, plant and equipment		6.75	0.65
Employee compensation expenses		199.45	-
Operating profit before working capital changes		**41,899.44**	**61,507.56**
Movements in Working Capital			
Trade receivables		(1,738.99)	12,574.00
Inventories		9,139.64	(2,804.89)
Other non current assets		(2,399.00)	31.89
Other current assets		3,176.67	(1,833.16)
Trade payables		(2,561.76)	(3,899.92)
Long term provisions		214.40	(102.93)
Short term provisions		39.27	(57.01)
Other financial liabilities		(272.85)	(1,246.99)
Other current liabilities		419.72	(307.82)
Cash generated from operating activities		**47,916.52**	**63,860.73**
Income taxes paid (net of refunds)		(10,851.79)	(14,579.14)
Net Cash flows from operating activities	**(A)**	**37,064.73**	**49,281.59**
B. Cash flow from investing activities			
Purchase of property, plant and equipment		(5,031.94)	(14,460.65)
Proceeds from sale of property, plant and equipment		-	7.20
Investment in subsidiaries		-	(19,853.72)
Interest received from FD and debentures		193.44	572.00
Fixed deposits/margin money-placed/matured		(229.78)	(208.96)
Sale/(purchase) of mutual funds		(33,080.01)	10,258.35
Bank balances not considered as cash and cash equivalents		(9.54)	(0.44)
Net cash flow from /(used in) investing activities	**(B)**	**(38,157.83)**	**(23,686.22)**

STANDALONE STATEMENT OF CASH FLOWS (contd.)

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
C. Cash flows from financing activities		
(Repayment)/proceeds from long term borrowings	(454.92)	(2,375.75)
(Repayment)/proceeds from short term borrowings	(2,704.43)	(261.05)
Repayment of lease liabilities	2,524.23	(37.50)
Finance cost paid	(742.66)	(1,274.79)
Dividends paid to equity holders	-	(20,365.20)
Net cash flow from /(used In) financing activities (C)	**(1,378.00)**	**(24,314.00)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(2,470.88)**	**1,281.08**
Cash and cash equivalents as at the beginning of the year (Refer Note 6(e) (i))	4,302.13	3,021.05
Effect of exchange differences on restatement on foreign currency cash & cash equivalents	0.09	0.00
Cash and cash equivalents at the end of the year	**1,831.34**	**4,302.13**
Cash and cash equivalents (Refer Note 6(e)(i))	1,831.34	4,302.13
Balance as per statement of cash flows	**1,831.34**	**4,302.13**

This is the Cash Flow Statement referred to in our report of even date

Note -The above statement of cash flow has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard 7 (Ind AS-7) "Statement of Cash Flows"

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Annaswamy Vaidheesh
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Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

Place : Hyderabad
Date : May 30, 2024

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

1. Corporate information

Suven Pharmaceuticals Limited (SPL) is a bio-pharmaceutical company, incorporated on 6th November, 2018 with the object of being engaged in the business of development and manufacturing of New Chemical Entity (NCE) based Intermediates, Active Pharmaceutical Ingredients (API), Specialty Chemicals and formulated drugs under contract research and manufacturing services for global pharmaceutical, biotechnology and chemical companies.

2. Material accounting policies

a) Basis of preparation of Financials Statements

(i) Statement of compliance

These standalone financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the standalone financial statements

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended March 31, 2024 were approved by the Board of directors on May 30, 2024

(ii) Basis of measurement

The financial statements have been prepared on a historical cost and on accrual basis, except for the following;

- certain financial assets and liabilities are measured either at fair value or at amortised cost depeding on the classification

- employee defined benefit assets / liability recognised as the net total of the fair value of plan assets, and actuarial losses/gains, and the present value of defined benefit obligation.

- Right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

b) Current versus non-current classification

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

An asset is treated as current when it is:

- Expected to be realised or intended to 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 and 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

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 Company has identified twelve months as its operating cycle.

(All amounts in ₹ Lakhs, unless otherwise stated)

c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chairman and Managing director has been identified as being the Chief Operating Decision Maker and he is responsible for allocating the resources, assess the financial performance and position of the Company and makes strategic decisions Refer Note 30 for the segment information presented.

d) Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transaction and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non- monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

e) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

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

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

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

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

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

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

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above **(refer Note 27)**.

f) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on Property, Plant and Equipment is provided on straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The company follows the policy of charging depreciation on pro-rata basis on the assets acquired or disposed off during the year.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in Statement of profit or loss when the assets is derecognised.

Estimated useful life:

- Factory buildings	25 - 30 years
- Roads	3 - 10 years
- Machinery	8 - 20 years
- Furniture, fittings and equipment	3 - 10 years
- Vehicles	8 - 10 years
- Computers	3 - 6 years
- Leasehold improvements	Lower of useful life of the asset or lease term

The Company, based on technical assessment made by technical expert and management estimate, depreciates items of Property, plant and equipment over estimated useful lives which are different from the

(All amounts in ₹ Lakhs, unless otherwise stated)

useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

g) Intangibles

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

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

Estimated useful life:

Software	3-10 years

(i) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Research costs are expensed as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use or sell it
- There is an ability to use or sell the software
- It can be demonstrated how the software will generate probable future economic benefits
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available and;
- The expenditure attributable to the software during its development can be reliably measured

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use. During the period of development, the asset is tested for impairment annually.

(ii) Amortization methods and periods

Intangible assets with finite useful lives are amortized over their respective individual estimated useful lives (3-10 years in case of computer software) on a straight line basis.

h. Capital work in progress and intangible assets under development

Capital work-in-progress represents Property, Plant and Equipment that are not ready for its intended use as at the balance sheet date. Projects under commissioning and other CWIP/ intangible assets under development

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are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost

Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets

i. Impairment of non-financial assets

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

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

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

For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

j. Inventories

Raw materials, packing materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials, packing materials and stores comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure allocated based on the normal operating capacity but excluding borrowing costs. Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of first-in-first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

(All amounts in ₹ Lakhs, unless otherwise stated)

Inventory provision policy

Ageing Bucket	Provision % of CDMO, API & FDF RM	Proviosn % for FDF SFG & FG
1-2 years	0%	100%
2-3 years	25%	100%
3-4 years	80%	100%
>4 years & Specific provision	100%	100%

k. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cheques, cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

l. Income Taxes

Income tax expense comprises of current and deferred tax.

Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Indian Income-tax Act, 1961. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Company relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred income tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax

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rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or substantive enactment date. The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

m. Leases

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

The Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i. Right of Use Assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The useful lives are reviewed by the management at each financial year-end and revised, if appropriate. The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note (2)(i) Impairment of non-financial assets.

ii. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses interest rate implicit in the lease because incremental borrowing rate at

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the lease commencement date is not readily determinable. The incremental borrowing rate is calculated at the rate of interest at which the Company would have been able to borrow for similar term and with a similar security the funds necessary to obtain a similar asset in similar market. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

n. 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

(i) Initial recognition and measurement Classification

Financial assets are classified, at initial recognition, as financial assets measured at fair value through profit or loss, fair value through other comprehensive income (OCI) or as financial assets measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

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

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Subsequent measurement

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

a) Financial assets at amortised cost (debt instruments)

b) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

d) Financial assets at fair value through profit or loss

a) Financial assets at amortised cost (debt instruments):

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).

- Cash flow characteristics test: 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. This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Group's financial assets at amortised cost includes trade receivables, loans, deposits and export incentives included under other current and non-current financial assets.

b) Financial assets at fair value through other comprehensive income (FVTOCI) (debt instruments):

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

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- Business Model Test: A financial assets that is held for collection of contractual cash flows and for selling of the financial assets
- Cash flow characteristics test: 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.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

The Company's debt instruments at fair value through OCI includes investments in quoted debt instruments included under other non-current financial assets.

c) Financial assets designated at fair value through OCI (equity instruments)

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment. d) Financial assets at Fair value through profit or loss: Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss. This category includes investment in mutual funds.

e) Impairment of financial assets

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

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the internal credit rating of the debt instrument. In addition, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company's debt instruments at fair value through OCI comprise solely of quoted bonds that are graded in the top investment category (Very Good and Good) by the Good Credit Rating Agency and, therefore, are

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low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Company uses the ratings from the Good Credit Rating Agency both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables and contract assets only, the Company applies the simplified approach permitted by Ind AS 109"

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) 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 Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities

Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit and loss or at amortized cost, as appropriate.

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

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

Subsequent measurement:

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments

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in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

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

Financial liabilities at amortized cost (Loans and Borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amortisation amount of income recognised in accordance with the principles of Ind AS 115.

Derecognition

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

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines the change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to the external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

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o. Employee benefits

(i) Short-term obligations

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

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefit are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

(a) Defined benefit plans such as gratuity; and

(b) Defined contribution plans such as provident fund.

Gratuity obligations

The liability or assets recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets. The defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the current in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan

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amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined contribution plans

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note 11.

(iv) Bonus plans

The Company recognizes a liability and an expense for bonuses. The company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(v) Compensated Absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised is the period in which the absences occur.

p Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

q. Share-based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an Monte Carlo Simulation Pricing ("MCS"), further details of which are given in Note 26. That cost is recognised in employee benefits expense (Note 21), together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date, to the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

estimate of the number of equity instruments that will ultimately vest. Market performance conditions are considered within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are considered in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have-not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss. Contingently issuable share are treated as outstanding and are included in the calculation of basic earning per share (EPS) only from the date when all the necessary conditions are satisfied (i.e., event have occured). Also contingently issuable share are treated as outstanding and included in calculation of diluted earning per share, if the conditions are satisfied (i.e. the event has occured). (further details are given in Note 26).

r. Revenue recognition

Revenue from contracts with customers is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. When a performance obligation is satisfied, the revenue is measured at the transaction price which is consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company derives revenues primarily from manufacture and sale of Active Pharma Ingredients (API) including intermediates and Contract Research services (together called as "Pharmaceuticals")

The following is summary of significant accounting policies relating to revenue recognition.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. To recognize revenues, we apply the following five step approach:

(1) Identify the contract with a customer,

(2) Identify the performance obligations in the contract,

(3) Determine the transaction price,

(4) Allocate the transaction price to the performance obligations in the contract, and

(5) Recognize revenues when a performance obligation is satisfied.

Sale of products : The Company recognises revenue for supply of goods to customers against orders received. The majority of contracts that company enters into relate to sales orders containing single performance obligations for the delivery of pharmaceutical products as per Ind AS 115. Product revenue is recognised when control of the goods is passed to the customer. The point at which control passes is determined based on the terms

(All amounts in ₹ Lakhs, unless otherwise stated)

and conditions by each customer arrangement, but generally occurs on shipment to the customer. Revenue is not recognised until it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur

Sale of services : Revenue from contract research operations is recognised based on services performed till date as a percentage of total services. The agreed milestones are specified in the contracts with customers which determine the total services to be performed.

Contract asset:

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in Financial instruments.

Contract Liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or the amount is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Royalty

Royalty revenue is recognized on an accrual basis in accordance with the substance of the relevant agreement (provided that it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably). Royalty arrangements that are based on production, sales and other measures are recognized by reference to the underlying arrangement.

Interest income

For all debt financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in finance income in the Statement of Profit and Loss.

Export Incentives: Export incentives 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

Dividends

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

s. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that take a substantial period of time to get ready for their intended use or sale are capitalized as part of the cost of the respective asset. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization. Other borrowings costs are expensed in the period in which they are incurred. Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing to the extent they are regarded as adjustment to the interest cost. Borrowing cost also includes exchange differences

(All amounts in ₹ Lakhs, unless otherwise stated)

to the extent regarded as an adjustment to the borrowing costs.

t. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

u. Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

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

(ii) Diluted earnings per share

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

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

v. Cash flow statement

Cash flows are reported using the Indirect method, whereby profit before tax 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 items of income or expenses associated with investing or financing cash flows . The cash flows from operating, financing activities of the company are segregated.

w. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

x. Provision, contingent liabilities, contingent assets and commitments

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. The expense relating to a provision is presented in the statement of profit and loss.

Contingent liabilities

Contingent liabilities are disclosed, unless the possibility of outflow of resources is remote, when there is

- A possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or
- A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made The Company does not recognize a contingent liability but discloses the same as per the requirements of Ind AS 37.

(All amounts in ₹ Lakhs, unless otherwise stated)

Contingent assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by- the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize the contingent asset in its standalone financial statements since this may result in the recognition of income that may never be realised. Where an inflow of economic benefits are probable, the Company disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

Commitments

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

y. Critical estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The areas involving critical estimates or judgements are:

1. Estimation of current tax expense and payable
2. Estimated Useful life of Depreciable assets / intangible assets
3. Estimation of defined benefit obligation
4. Recognition of revenue
5. Recognition of deferred tax assets for carried forward losses
6. Recoverability of advances/receivable
7. Evaluation of indicators for Impairment of assets
8. Valuation of inventories
9. Determination of cost for right-of-use assets and lease term
10. Contingencies
11. Financial instruments
12. Fair value measurement of financial instruments
13. Share based payments
14. Depreciation on property, plant, equipment, and amortization of intangible assets

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

z. New standards and interpretations not yet adopted

i. New and Amended Standards Adopted by the Company: The Company has applied the following amendments for the first time for their annual reporting period commencing April 1, 2023:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it

(All amounts in ₹ Lakhs, unless otherwise stated)

can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the cognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company has evaluated and the amendment and there is no impact on its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

(ii) New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

Note 3: Property, plant and equipment

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Land - Free Hold	Lease-hold im-prove-ments	Build-ings - Office at Factory	Buildings - Factory (including roads)	Plant & Equip-ment	Furni-ture & Fix-tures	Vehi-cles	Office Equip-ments	Labo-ratory Equip-ments	ETP Works	EDP Equip-ments	Total	Capital work-in-progress
Gross carrying amount													
Balance as at April 01, 2022	1,504.64	-	31.20	18,103.26	41,683.39	820.31	166.09	226.14	4,266.91	1,704.53	333.18	68,839.65	2,999.38
Additions	-	-	-	264.44	1,008.48	31.83	34.72	23.76	510.79	117.09	12.73	2,003.84	15,485.92
Capitalized during the year	-	-	-	-	-	-	-	-	-	-	-	-	2,003.84
Disposals	-	-	-	-	51.69	-	-	-	10.52	-	-	62.21	-
Balance as at March 31, 2023	**1,504.64**	**-**	**31.20**	**18,367.70**	**42,640.18**	**852.15**	**200.82**	**249.90**	**4,767.18**	**1,821.62**	**345.91**	**70,781.28**	**16,481.46**
Accumulated depreciation													
Balance as at April 01, 2022	-	-	5.24	3,131.05	9,524.91	334.15	79.78	164.43	1,891.90	395.53	257.48	15,784.46	-
Depreciation for the year	-	-	0.75	687.54	2,792.57	69.64	20.22	19.99	407.48	122.07	30.08	4,150.31	-
Disposals	-	-	-	-	43.84	-	-	-	10.52	-	-	54.36	-
Balance as at March 31, 2023	**-**	**-**	**5.99**	**3,818.58**	**12,273.64**	**403.79**	**100.00**	**184.41**	**2,288.85**	**517.60**	**287.56**	**19,880.42**	**-**
Gross carrying amount													
Balance as at April 01, 2023	1,504.64		31.20	18,367.70	42,640.18	852.15	200.82	249.90	4,767.18	1,821.62	345.91	70,781.28	16,481.46
Additions	-	425.98	-	83.41	2,367.00	22.70	23.21	93.03	290.71	21.54	71.67	3,399	4,814.95
Capitalized during the year	-	-	-	-	-	-	-	-	-	-	-	-	3,399.25
Disposals	-	-	-	-	700.60	-	75.08	12.76	90.44	-	72.72	952	-
Balance as at March 31, 2024	**1,504.64**	**425.98**	**31.20**	**18,451.11**	**44,306.59**	**874.85**	**148.94**	**330.17**	**4,967.45**	**1,843.16**	**344.86**	**73,228.93**	**17,897.16**
Accumulated depreciation													
Balance as at April 01, 2023	-	-	5.99	3,818.58	12,273.64	403.79	100.00	184.41	2,288.85	517.60	287.56	19,880.42	-
Depreciation for the year	-	0.47	0.75	695.78	3,191.54	72.77	19.46	22.18	424.25	103.52	28.50	4,559.23	-
Disposals	-	-	-	-	695.89	-	34.45	11.94	87.90	-	71.23	901.41	-
Balance as at March 31, 2024	**-**	**0.47**	**6.73**	**4,514.37**	**14,769.29**	**476.56**	**85.01**	**194.66**	**2,625.20**	**621.12**	**244.83**	**23,538.23**	**-**
Net carrying value as at March 31, 2024	**1,504.64**	**425.51**	**24.46**	**13,936.74**	**29,537.30**	**398.29**	**63.93**	**135.51**	**2,342.25**	**1,222.04**	**100.03**	**49,690.70**	**17,897.16**
Net carrying value as at March 31, 2023	**1,504.64**	**-**	**25.21**	**14,549.12**	**30,366.55**	**448.35**	**100.82**	**65.48**	**2,478.33**	**1,304.02**	**58.35**	**50,900.87**	**16,481.46**

Notes:

Refer Note 13 (b) for information on property, plant and equipment pledged as security by the Company

Refer Note 34 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(i) The title deeds of certain free hold land are in the process of perfection of title. Details of such free-hold land are as follows

Details as on March 31, 2024

Description of item of property	Gross carrying value	Title deed held in name of	Whether title deed holder is a promoter, director or relative/ employee of promoter/director	Property held since which date	Reason for not been held in the name of the Company
Land Free hold	600.26	SUVEN LIFESCIENCES LIMITED	None	January 06, 2020	Mutation pending
Land Free hold	143.76	SUVEN NISHTAA PHARMA PVT LIMITED	None	January 06, 2020	Mutation pending
Land Free hold	17.58	SUVEN SYNTHESIS LIMITED	None	January 06, 2020	Mutation pending

Details as on March 31, 2023

Description of item of property	Gross carrying value	Title deed held in name of	Whether title deed holder is a promoter, director or relative/ employee of promoter/director	Property held since which date	Reason for not been held in the name of the Company
Land Free hold	600.26	SUVEN LIFESCIENCES LIMITED	None	January 06, 2020	Mutation pending
Land Free hold	143.76	SUVEN NISHTAA PHARMA PVT LIMITED	None	January 06, 2020	Mutation pending
Land Free hold	17.58	SUVEN SYNTHESIS LIMITED	None	January 06, 2020	Mutation pending

Capital Work-in-progress ageing schedule for the year ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	Amount in Capital Work-In-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Balance as at March 31, 2024					
Projects in progress	3,840.70	12,154.59	1,901.87	-	17,897.16
Projects temporarily suspended	-	-	-	-	-
Total	**3840.70**	**12,154.59**	**1901.87**	**-**	**17,897.16**
Balance as at March 31, 2023					
Projects in progress	14,521.42	1,958.44	1.61	-	16,481.46
Projects temporarily suspended	-	-	-	-	-
Total	**14,521.42**	**1,958.44**	**1.61**	**-**	**16,481.46**

Note:

The company has not revalued its Property, Plant and Equipment

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 4: Intangible assets

Particulars	Computer Software	Total	Intangible assets under development
Gross carrying amount			
Balance as at April 01, 2022	400.70	400.70	-
Additions	9.65	9.65	-
Disposals	-	-	-
Balance as at March 31, 2023	**410.35**	**410.35**	**-**
Accumulated amortisation and impairment			
Balance as at April 01, 2022	177.06	177.06	-
Amortisation for the year	40.09	40.09	-
Balance as at March 31, 2023	**217.15**	**217.15**	**-**
Gross carrying amount			
Balance as at April 01, 2023	410.35	410.35	-
Additions	3.49	3.49	11.03
Disposals	-	-	-
Balance as at March 31, 2024	**413.84**	**413.84**	**11.03**
Accumulated amortisation and impairment			
Balance as at April 01, 2023	217.15	217.15	-
Amortisation for the year	40.98	40.98	-
Balance as at March 31, 2024	**258.13**	**258.13**	**-**
Net carrying value as at March 31, 2024	**155.71**	**155.71**	**11.03**
Net carrying value as at March 31, 2023	**193.20**	**193.20**	**-**

Capital Work-in-progress ageing schedule for the year ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	Amount in Capital Work-In-Progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Balance as at March 31, 2024					
Projects in progress	11.03	-	-	-	11.03
Projects temporarily suspended	-	-	-	-	-
Total	**11.03**	**-**	**-**	**-**	**11.03**
Balance as at March 31, 2023					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 5: Leases

Note 5(a): Right of use assets

Particulars	March 31, 2024	March 31, 2023
Opening balance	108.67	140.56
Addition	2,695.01	79.35
Modifications	-	8.22
Deletion	26.35	-
Less Depreciation expense	269.66	119.46
Closing balance	**2,507.66**	**108.67**

Note 5(b): Lease liabilities

Particulars	March 31, 2024	March 31, 2023
Opening balance	117.88	155.38
Modifications	-	3.94
Addition	2,695.01	79.35
Deletion	27.83	-
Add: Accretion of interest	124.02	12.60
Less: Payments	265.19	142.95
Add/(Less): Exchange fluctuation	(1.78)	9.55
Closing balance	**2,642.11**	**117.88**

Particulars	March 31, 2024	March 31, 2023
Current Portion	518.55	47.90
Non-Current Portion	2,123.56	69.98

Contractual maturities of lease liabilities is as basis (undiscounted basis)

Particulars	March 31, 2024	March 31, 2023
Less than one year	518.55	47.90
1 to 5 years	1,897.51	69.98
above 5 years	1,457.03	-
Closing balance	**3,873.10**	**117.88**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 6: Financial assets

6 (a) (i) Non-current investments

Particulars	Face value	March 31, 2024		March 31, 2023	
		Shares	Amount	Shares	Amount
Investment carried at cost					
Unquoted Equity Instruments - (Fully paid up)					
Subsidiary Companies					
a) Equity shares of Suven Pharma Inc. At par value USD 0.01		1,500	0.01	1,500	0.01
-Additional paid in capital		NA	11,860.23	NA	11,860.23
Less: Provision for Impairment			-		-
b) Casper Pharma Pvt Ltd	10	2,60,80,775	19,853.72	2,60,80,775	19,853.72
Less: Provision for Impairment			-		-
Other investments (carried at fair value through profit and loss)					
Jeedimetla Effluent Treatment Ltd	100	1,000	6.00	1,000	6.00
Patancheru Envirotech Pvt Ltd	10	10,487	1.05	10,487	1.05
Less: Provision for Impairment					
Total investments			**31,721.01**		**31,721.01**
Aggregate value of unquoted investments			31,721.01		31,721.01
Aggregate amount of impairment in value of Investment			-		-

6 (a) (ii) Current investments carried at Fair value through Profit & Loss

Particulars	March 31, 2024		March 31, 2023	
	Units	Amount	Units	Amount
Investment in Mutual Funds- Quoted (Fully paid up)				
Nippon India Corporate Bond Fund Direct Plan Growth Plan	77,06,979	4,346.61	77,06,979	4,016.32
Sbi Corporate Bond Fund	2,64,81,308	2,715.09	2,64,81,308	3,528.93
Sbi Savings Fund -Direct	1,10,35,684	4,375.95	69,31,025	2,604.08
Sbi Fixed Maturity Plan	3,68,47,627	3,684.76	1,50,92,523	1,509.25
Tata Corporate Bond	3,37,82,334	3,745.58	3,37,82,334	3,549.14
Tata Money Market Fund - Direct Plan Growth	1,91,416	8,446.68	1,91,416	7,748.63
Bandhan Low Duration Fund	1,22,94,957	5,435.57	1,22,94,957	4,116.54
Sbi Arbitrage Opportunities Fund -Direct Plan Growth	3,04,60,348	13,724.44	-	-
Tata Arbitrage Fund - Direct Plan-Growth	4,12,13,411	6,661.89	-	-
Nippon India Arbitrage Fund-Growth-Direct Plan	2,32,38,581	7,577.51	-	-
Bandhan Arbitrage Fund-Growth-Direct Plan	1,17,77,290	3,760.21	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	March 31, 2024		March 31, 2023	
	Units	Amount	Units	Amount
Aditya Birla Sun Life Low Duration Fund-Growth Direct Plan	7,52,427	4,959.56	-	-
Hdfc Arbitrage Fund-Whole Sale Plan-Growth-Direct Plan	2,59,73,707	4,770.33	-	-
Hdfc Liquid Fund--Growth-Direct Plan	53,562	2,540.81	-	-
Nippon India Liquid Fund-Growth	-	-	36,384	2,003.67
Sbi Liquid Fund	-	-	99,706	3,512.96
Tata Treasury Advantage Fund Direct Plan	-	-	75,882	2,592.09
Investment in Bonds and Debentures- Unquoted (Fully paid up)				
Lichf Ltd - 8.89%		-	50	542.28
Muthoot Finance-6.60%		-	2,00,000	2,098.86
Shriram City U F Ltd		-	125	1,462.20
Total current investments		**76,744.99**		**39,284.94**
Aggregate amount of quoted investments & market value thereof		76,744.99		35,181.59
Aggregate value of Unquoted investments				4,103.34
Aggregate amount of impairment in value of Investment		-		-

6(b) Loans

Particulars	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Loan to employees	83.08	0.75	19.29	2.25
Total loans	**83.08**	**0.75**	**19.29**	**2.25**

6(c) Other financial assets

Particulars	March 31, 2024		March 31, 2023	
	Current	Non Current	Current	Non Current
Unsecured, considered good				
Security deposits	-	935.07	-	591.19
Interest accrued on deposit	42.88	-	28.17	-
Insurance claim receivable	-	-	128.80	-
Total other financial assets	**42.88**	**935.07**	**156.98**	**591.19**

(All amounts in ₹ Lakhs, unless otherwise stated)

6(d) Trade receivables

(Carried at amortised cost, except otherwise stated)

Particulars	March 31, 2024	March 31, 2023
Unsecured - considered good*	12,696.83	10,966.45
Trade receivables which have significant increase in credit risk	-	-
Unsecured - Credit Impaired	-	-
Total	**12,696.83**	**10,966.45**
Less: Allowance for expected credit loss	-	-
Trade receivables- credit impaired-unsecured	**-**	**-**

*No Trade receivables are due from directors or other officers of the company either severally or jointly with any other person. Refer Note: 32 for dues from related parties

Trade receivables ageing schedule for the year ended March 31, 2024 and March 31, 2023

Ageing for trade receivables - Outstanding as at March 31, 2024 is as follows :

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables- considered good	3,911.38	8,785.44	-	-	-	-	12,696.83
(ii) Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables- credit Impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Undisputed trade receivables- credit Impaired	-	-	-	-	-	-	-
Total	**3,911.38**	**8,785.44**	**-**	**-**	**-**	**-**	**12,696.83**
Less: Allowance for expected credit loss		-	-	-	-	-	-
Balance at the end of the year	**3,911.38**	**8,785.44**	**-**	**-**	**-**	**-**	**12,696.83**

(All amounts in ₹ Lakhs, unless otherwise stated)

Ageing for trade receivables - Outstanding as at March 31,2023 is as follows :

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables- considered good	3,081.99	7,884.46	-	-	-	-	10,966.45
(ii) Undisputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables- credit Impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Undisputed trade receivables- credit Impaired	-	-	-	-	-	-	-
Total	**3,081.99**	**7,884.46**	**-**	**-**	**-**	**-**	**10,966.45**
Less: Allowance for expected credit loss		-	-	-	-	-	-
Balance at the end of the year	**3,081.99**	**7,884.46**	**-**	**-**	**-**	**-**	**10,966.45**

6(e) (i) Cash and cash equivalents

Particulars	March 31, 2024	March 31, 2023
Balances with banks		
-in current accounts	1,182.96	2,346.95
-in EEFC account	138.32	1,445.07
- in Cash credit account	5.36	5.39
-Fixed Deposits with banks (Original maturities less than 3 months)	500.00	500.00
Cash on hand	4.70	4.72
Total cash and cash equivalents	**1,831.34**	**4,302.13**

6(e) (ii) Bank balances other than cash and cash equivalents

Particulars	March 31, 2024	March 31, 2023
In unclaimed dividend accounts*	101.82	105.72
LC & Bank Guarantee margin money**	224.95	215.40
Total Other bank balances	**326.76**	**321.12**

*There are no amount due for payment to the Investor Education Protection Fund under sec 125 of Companies act 2013, as the year end.

**Margin Money deposits with carrying amount of ₹224.95Lakhs (March 2023 - ₹215.40 Lakhs) are subject to first charge against bank guarantees obtained.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 7: Other non-current assets

Particulars	March 31, 2024	March 31, 2023
Capital advances	197.38	322.75
Total other non-current assets	**197.38**	**322.75**

Note 8: Inventories

(Valued at lower of cost or Net Realisable Value)

Particulars	March 31, 2024	March 31, 2023
Raw materials	4,028.46	7,609.53
Work-in-progress	10,062.44	11,348.32
Finished goods	5,811.47	9,913.54
Stores and spares	1,711.81	1,906.31
Packing materials	392.80	368.91
Total inventories	**22,006.98**	**31,146.62**

Note 9: Other current assets

Particulars	March 31, 2024	March 31, 2023
Unsecured, considered good		
Duty drawback receivable	111.25	125.74
RoDTEP Receivable	543.97	-
GST receivable	4,857.43	6,312.38
Pre paid expenses	439.79	790.13
Advances to material suppliers	136.57	1,776.61
Advances to service providers	46.34	260.80
Others advances	2.10	48.44
Total other current assets	**6,137.44**	**9,314.11**

Note 10: Equity share capital and other equity

10(a) Equity share capital

Particulars	March 31, 2024	March 31, 2023
Authorised Capital		
400,000,000 Equity shares of ₹1 /- each	4,000.00	4,000.00
(March 31,2023 400,000,000 Equity shares of ₹1 /- each)		
	4,000.00	**4,000.00**
Issued, Subscribed and fully paid up		
25,45,64,956 Equity shares of ₹1/- each	2,545.65	2,545.65
(March 31,2023: 25,45,64,956 Equity shares of ₹1/- each)		
	2,545.65	**2,545.65**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

10(a).1 Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	March 31, 2024		March 31, 2023	
	Number	Amount	Number	Amount
Equity Shares				
At the beginning of the year	25,45,64,956	2,545.65	25,45,64,956	2,545.65
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**25,45,64,956**	**2,545.65**	**25,45,64,956**	**2,545.65**

10 (a).2 Terms/ rights attached to equity shares

Equity shares have a par value of ₹1. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.

Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently . The distribution will be in proportions to the number of equity shares held by the shareholders

10 (a) . 3(i) Details of shares held by the promoter at the end of the year March 31, 2024

Name of the Promoter	March 31, 2024		March 31, 2023		% change during the year
	No of shares	% of total shares	No of shares	% of total shares	
Berhyanda Limited	12,75,39,592	50.10%	-	0.00%	100.00%
Jasti Property and Equity Holdings Private Limited *	-	-	15,27,30,000	60.00%	-100.00%
Venkateswarlu Jasti*	-	-	2,000	0.00%	-100.00%
Sudha Rani Jasti*	-	-	2,000	0.00%	-100.00%
Kalyani Jasti*	-	-	2,000	0.00%	-100.00%
Madhavi Jasti*	-	-	2,000	0.00%	-100.00%
Sirisha Jasti*	-	-	2,000	0.00%	-100.00%
	12,75,39,592	**50.10%**	**15,27,40,000**	**60.00%**	

*Jasti Property and Equity Holdings Private Limited, promoter of the company had transferred 12,75,37,043 shares to M/s. Berhyanda Limited on September 29, 2023 & *Jasti Property and Equity Holdings Private Limited and others are not promoters from September 29, 2023 but reclassification of the promoter is made on January 12, 2024.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

10 (a) . 3(ii) Details of shares held by the promoter at the end of the year March 31, 2023

Name of the Promoter	March 31, 2023		March 31, 2022		% change during the year
	No of shares	% of total shares	No of shares	% of total shares	
Jasti Property and Equity Holdings Private Limited	15,27,30,000	60.00%	15,27,30,000	60.00%	-
Venkateswarlu Jasti	2,000	0.00%	2,000	0.00%	-
Sudha Rani Jasti	2,000	0.00%	2,000	0.00%	-
Kalyani Jasti	2,000	0.00%	2,000	0.00%	-
Madhavi Jasti	2,000	0.00%	2,000	0.00%	-
Sirisha Jasti	2,000	0.00%	2,000	0.00%	-
	15,27,40,000	**60.00%**	**15,27,40,000**	**60.00%**	

10(a).4 Details of shareholders holding more than 5% shares in the Company

Particulars	March 31, 2024		March 31, 2023	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Berhyanda Limited	12,75,39,592	50.10%	-	-
Jasti Property and Equity Holdings Private Limited	2,51,90,408	9.90%	15,27,30,000	60%

10(a).5 No shares have been allotted without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the reporting date

10(a).6 Details of shares reserved for issue under employee stock options (ESOP)

For details of shares reserved for issue under employee stock option(ESOP), refer Note 26.

10(b) Other equity

Particulars	March 31, 2024	March 31, 2023
Securities premium reserve	10,957.38	10,957.38
General reserve	12,427.67	12,427.67
Retained earnings	1,79,459.47	1,49,007.36
Share based payment reserve	199.45	-
Total other equity	**2,03,043.97**	**1,72,392.41**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

B. Nature and purpose of reserves	
(c) Securities premium	The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. This reserve will be utilised in accordance with provisions of Section 52 of the Companies Act, 2013.
(d) General reserve	The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013
(e) Retained earnings	Retained earnings are the profits that the Company has earned to date, less any transfers to general reserve, dividends or other distributions to share holders.
(b) Shares based payment reserve	The share-based payments reserve is used to recognise the value of equity settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 26 for further details of these plans.

(i) Securities premium reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	10,957.38	10,957.38
Additions during the period	-	-
Closing Balance	**10,957.38**	**10,957.38**

(ii) General reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	12,427.67	10,927.67
Transferred from retained earnings	-	1,500.00
Closing balance	**12,427.67**	**12,427.67**

(iii) Retained earnings

Particulars	March 31, 2024	March 31, 2023
Opening balance	1,49,007.36	1,27,638.62
Net profit for the year	30,481.61	43,260.25
Transferred to general reserve	-	(1,500.00)
Dividend paid	-	(20,365.20)
Other comprehensive Income	-	-
- Remeasurements of post employment benefit obligation, net of tax	(29.50)	(26.31)
Closing balance	**1,79,459.47**	**1,49,007.36**

(iv) Share based payment reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	-	-
Provided during the year	199.45	-
Closing balance	**199.45**	**-**

(All amounts in ₹ Lakhs, unless otherwise stated)

(v) The details of distribution of dividend made are as under

For details of dividend paid & proposed refer Note: 29 (b)

Note 11: Provisions

Particulars	March 31, 2024		March 31, 2023	
	Current	Non-Current	Current	Non-Current
Provision for employee benefits				
-Leave obligations/Compensated absences	295.98	927.63	264.21	786.52
-Gratuity	168.38	73.28	121.47	-
	464.36	**1,000.91**	**385.68**	**786.52**

Employee Benefit Plans

(i) Defined Contribution plans

Particulars	March 31, 2024	March 31, 2023
Provident Fund	670.55	570.66
State Defined Contribution Plans		
Employees State Insurance	3.24	6.20

(ii) Defined Benefit plan

Gratuity

The Company provides for gratuity for employees in India as per the payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 day salary multiplied for the number of years of service. The plan is funded with Life Insurance Corporation in the form of a qualifying insurance policy. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments..

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Balance as at April 01, 2022	**1,676.72**	**1,418.37**	**258.35**
Current service cost	204.27	-	204.27
Interest expense/(income)	117.73	113.13	4.60
Total	**1,998.72**	**1,531.50**	**467.22**
Remeasurements			
- Experience adjustments	51.53	-	51.53
- Financials assumptions	(28.24)	-	(28.24)
Return on plan assets (excluding Interest Income)	-	(11.87)	11.87
Experience (gains)/loss	-	-	-
Total	**2,022.01**	**1,519.62**	**502.38**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Employer contributions	-	250.00	(250.00)
Benefit payments	(141.13)	-	(141.13)
Others	-	(10.22)	10.22
Interest adjustment	-	-	-
Balance as at March 31, 2023	**1,880.87**	**1,759.40**	**121.47**
Balance as at April 01, 2023	**1,880.87**	**1,759.40**	**121.47**
Current service cost	225.13	-	225.13
Interest expense/(income)	135.69	132.12	3.57
Total	**2,241.69**	**1,891.52**	**350.17**
Remeasurements			
- Experience adjustments	(6.45)	-	(6.45)
- Financials assumptions	48.68	-	48.68
Return on plan assets (excluding Interest Income)	-	2.81	(2.81)
Experience (gains)/loss	-	-	-
Total	**2,283.92**	**1,894.33**	**389.58**
Employer contributions	-	-	-
Benefit payments	(148.10)	(0.18)	(147.92)
Others	-	-	-
Interest adjustment	-	-	-
Balance as at March 31, 2024	**2,135.82**	**1,894.15**	**241.67**

Reconciliation of liability

Particulars	March 31, 2024	March 31, 2023
Present value of obligation as at the beginning of the year	1,880.87	1,676.72
Interest cost	135.69	117.73
Past service cost - (Vested benefits)	-	-
Current service cost	225.13	204.27
Benefits paid	(148.10)	(141.13)
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-
Increase / (Decrease) due to plan combination	-	-
Financial assumptions	48.68	(28.24)
Actuarial (gain)/loss on obligation	(6.45)	51.53
Present value of obligation as at the end of the year	**2,135.82**	**1,880.87**

(All amounts in ₹ Lakhs, unless otherwise stated)

Reconciliation of plan assets

Particulars	March 31, 2024	March 31, 2023
Fair value at beginning	1,759.40	1,418.37
Interest income	132.12	113.13
Employers contribution	-	250.00
Benefit payments from plan assets	(0.18)	-
Return on plan assets	2.81	(11.87)
Adjustment to opening balance, other expenses & Increase/ Decrease due to plan combination	-	(10.22)
Fair value at the End	**1,894.15**	**1,759.40**

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.23%	7.51%
Salary growth rate	9.00%	9.00%
Attrition rate	6.50%	6.50%
Average future service	20.52	21.84
Mortality rate IALM (2012-14) Ultimate)	100%	100%
Retirement age	58 Years	58 Years

(iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Defined benefit obligation					
	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	1%	1%	1,970.33	1,736.28	2,326.43	2,047.39
Salary growth rate	1%	1%	2,304.96	2,031.06	1,978.54	1,742.03
Attrition rate	1%	1%	2,117.50	1,867.01	2,156.32	1,896.40

Expected cash flows over the next (valued on undiscounted basis):	Amount
1 year	170.09
2 to 5 Years	773.21
More than 6 years	3,571.28

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when

(All amounts in ₹ Lakhs, unless otherwise stated)

calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

(v) Best estimate of Contribution during the next year

The recommended contribution is minimum of net liability (Defined Benefit obligation -Fund balance as at valuation date) = ₹241.66 Lakhs or 8.33% of the wage bill

Discontinuance Liability

Amount payable upon discontinuance of all employment is ₹1,701.27 Lakhs

(vi) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. A portion of the fund is invested in equity securities and in alternative investments which have low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The company has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The company intends to maintain the investment mix in the continuing years.

Changes in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially off-set by an increase in the value of the plan's bond holdings.

Inflation risk: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension obligation are to provide benefits for the life of the member, so increase in life expectancy will result in an increase in the plan's liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

The company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under the employee benefit plans. Within this framework, the company's ALM objective is to match the assets to the pension obligations by investing in long term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The company has not changed the processes used to manage its risks from previous periods.

A large portion of assets in 2023-24 consists of government and corporate bonds, although the company also invests in equities, cash and mutual funds. The company believes that equities offer the best returns over the long term with an acceptable level of risk. The majority of equities are in a globally diversified portfolio of international blue chip entities,

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

with a target of 60% equities held in India. The plan asset mix is in compliance with the requirements of the respective local regulations.

Interest Rate : A decrease in bond yields will increase plan liabilities, although this will be partially off-set by an increase in the value of the plan's bond holdings.

Investment Risk: If actual return on plan assets us below this rate, it will create a plan deficit.

Salary Risk: Higher than expected increase in salaries increases the defined benefit obligations.

Demographic Risk: The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment . An increase in the life expectancy of the plan participants will increase the plans liability.

Other Long term benefit plans

Disclosures relating to Compensated Absences

The Company provides for accumulation of compensated absences in respect of certain categories of employees. Theses employees can carry forward a portion of the unutilized compensated absences and utilize them in future periods or receive cash in lieu thereof as company policy

Actuarial valuation for compensated absences is done as at the year end and provision is made as per company policy with corresponding (gain) / Charge to the statement of profit and loss amounting to ₹686.42 Lakhs (March 31, 2023 : ₹379.03 Lakhs)

Note 12: Deferred tax assets /(liabilities)

The balances comprises temporary differences attributable to:

Particulars	March 31, 2024	March 31, 2023
Employee benefits	250.69	137.82
Other items	81.77	-
Lease liabilities	33.84	2.32
Total Deferred tax assets	**366.30**	**140.14**
Set-off of deferred tax liabilities pursuant to set-off provisions		
- Property, plant and equipment	4,143.08	4,067.50
- Mutual Fund Investments-Debt	823.12	237.08
- Mutual Fund Investments-Equity	213.84	-
Total deferred tax liabilities	**5,180.04**	**4,304.58**
Total deferred tax assets/(liabilities) (net)	**(4,813.73)**	**(4,164.45)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Movement in Deferred tax assets /(liabilities)

Particulars	Balance as at March 31, 2023	Recognised in Profit & loss	Recognised in OCI	Balance as at March 31, 2024
Employee benefits	137.82	102.95	9.92	250.69
Other items	-	81.77	-	81.77
Lease liabilities	2.32	31.52	-	33.84
Total Deferred tax assets	**140.14**	**216.24**	**9.92**	**366.30**
Set-off of deferred tax liabilities pursuant to set-off provisions				
- Property, plant and equipment	4,067.50	75.58	-	4,143.08
- Mutual Fund Investments-Debt	237.08	586.03	-	823.12
- Mutual Fund Investments-Equity		213.84	-	213.84
Total deferred tax liabilities	**4,304.58**	**875.45**	**-**	**5,180.04**
Total	**(4,164.44)**	**(659.21)**	**9.92**	**(4,813.74)**

Movement in Deferred tax assets /(liabilities)

Particulars	Balance as at March 31, 2022	Recognised in Profit & loss	Recognised in OCI	Balance as at March 31, 2023
Employee benefits	138.28	(9.31)	8.85	137.82
Other items	5.48	(5.48)	-	-
Lease liabilities	3.73	(1.41)	-	2.32
Total Deferred tax assets	**147.49**	**(16.20)**	**8.85**	**140.14**
Set-off of deferred tax liabilities pursuant to set-off provisions				-
- Property, plant and equipment	3,793.02	274.48	-	4,067.50
- Mutual Fund Investments-Debt	94.01	143.07	-	237.08
- Mutual Fund Investments-Equity		-	-	-
Total deferred tax liabilities	**3,887.03**	**417.55**	5	**4,304.58**
Total	**(3,739.54)**	**(433.75)**	**8.85**	**(4,164.44)**

13(a) Non-current borrowings

Particulars	March 31, 2024	March 31, 2023
Secured		
Foreign currency loans from bank		
FCNR(B) Term loan from State Bank of India	-	456.42
Total non-current borrowings	**-**	**456.42**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

13(b) Current borrowings

Particulars	March 31, 2024	March 31, 2023
Secured		
Foreign currency loans from banks, repayable on demand		
Working capital loans from State Bank of India (Refer Note (i) below)	2,961.00	3,494.35
Working capital loans from Bank of Bahrain & Kuwait (Refer Note (i) below)	896.53	965.43
Foreign currency loans from bank		
FCNR(B) Term loan from State Bank of India (Refer Note (ii) below)	-	2,000.00
Total current borrowings	**3,857.53**	**6,459.78**

Notes:

a. Details of Current Borrowings

(i). Terms of the borrowings

Current borrowings are availed in foreign currency. All secured working capital loans are packing credit foreign currency loans secured by hypothecation on stocks, Receivables and Other current assets of the company and second charge on fixed assets at Pashamylaram and FDC units of the company. Interest rate 3 / 6 M SOFR + 80 bps i.e 6.26% p.a with monthly rest charged by State bank of India and 3 / 6 M SOFR + 125 bps i.e 6.71 % by Bank of Bahrain & Kuwait.

(ii) Rate of Interest, Nature of security and Terms of repayment of Term Loan:

The loan is secured by Mortgage of land and building and plant and machinery embedded to earth, Hypothecation of movable fixed assets like furniture, computers etc. Situated at Pashamylaram unit and FDC Block. Interest rate being MCLR - 6M + 150 bps, present effective rate being 9.90%.p.a with monthly rests. Interest will be reset every six months. FCNR(B) - 6M LIBOR/SOFAR + 200 bps (for a period of six months). Term loan is repayable in 20 equal quarterly installments starting from June 2021.

The Company has used the borrowings for the purposes for which it was taken

The quarterly returns of current assets filed by the Company with banks are in agreement with the books of account.

13(c) Trade payables

Particulars	March 31, 2024	March 31, 2023
Total outstanding dues of micro enterprises and small enterprises (Refer Note below)	1,705.15	1,383.26
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,421.71	5,305.85
Total trade payables	**4,126.86**	**6,689.11**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Ageing for trade payables - Outstanding as at March 31, 2024 is as follows :

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	1,690.59	14.56	-	-	-	1,705.15
(ii) Others	1,953.79	467.92	-	-	-	2,421.71
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Balance at the end of the year	**3,644.39**	**482.47**	**-**	**-**	**-**	**4,126.86**

Ageing for trade payables - Outstanding as at March 31, 2023 is as follows :

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	1,348.31	34.96	-	-	-	1,383.26
(ii) Others	4,028.78	1,275.89	1.18	-	-	5,305.85
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Balance at the end of the year	**5,377.09**	**1,310.84**	**1.18**	**-**	**-**	**6,689.11**

Dues to micro and small enterprises:

With the promulgation of the Micro, Small and Medium Enterprises Development Act, 2006, the Company is required to identify Micro and Small Suppliers and pay them interest on overdue beyond the specified period irrespective of the terms with the suppliers. The Company has circulated letter to all suppliers seeking their status. Response from few suppliers has been received and is still awaited from other suppliers. In view of this, the liability of interest calculated and the required disclosures made, in the below table, to the extent of information available with the Company.

Particulars	March 31, 2024	March 31, 2023
Principal amount remaining unpaid to any supplier as at the end of the accounting year	1,704.36	1,382.03
Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	0.79	1.23
The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to small enterprises	-	-
Total	**1,705.15**	**1,383.26**

(Refer Note 28 for the company's liquidity risk management process)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

13(d) Other financial liabilities

Particulars	March 31, 2024	March 31, 2023
Current		
Capital creditors	379.30	750.58
Unclaimed dividend on equity shares *	101.82	105.72
Employee payables	393.46	666.32
Total other current financial liabilities	**874.58**	**1,522.62**

* As at March 31, 2024, there has been no amount due and outstanding to be transferred to IEPF (Investor Education and Protection Fund)

Note 14: Current tax asset (net)

Particulars	March 31, 2024	March 31, 2023
Advance Tax Paid	10,899.02	14,432.15
Less: Provision for income tax	9,814.26	14,462.57
Total current tax asset / (liability)	**1,084.76**	**(30.41)**

Note 15: Other current liabilities

Particulars	March 31, 2024	March 31, 2023
Contract liabilities	68.87	80.77
Statutory liabilities	276.96	201.34
Liability towards Corporate Social Responsibility (Refer Note-24(b))	356.00	-
Total other current liabilities	**701.83**	**282.11**

Note 16: Revenue from operations

Particulars	March 31, 2024	March 31, 2023
Revenue from contracts with customers		
Sale of products	97,420.95	1,28,384.89
Sale of services	3,527.65	3,701.21
	1,00,948.60	**1,32,086.11**
Other operating revenue		
RoDTEP Incentive*	624.50	-
Duty drawback received	926.22	921.87
	1,550.72	**921.87**
	1,02,499.32	**1,33,007.98**

*Incentive in the form of duty credit scrip upon sale of exports under Merchandise Exports from India Scheme and RODTEP under Foreign Trade Policy of India

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(a) Reconcilation of revenue from sale of products with contracted price

Particulars	March 31, 2024	March 31, 2023
Contracted price	97,421.68	1,28,500.74
Less:		
i) Sales returns	0.73	115.85
ii) Discounts and rebates	-	-
Revenue from Contracts with Customers	**97,420.95**	**1,28,384.89**

(b) Disaggregation of Revenue based on location of customer

Region	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Related party	Non related party	Related Party	Non related Party
USA	-	12,867.72	-	7,314.12
Europe	-	73,622.83	-	1,16,177.39
India	492.93	8,421.33	614.27	1,979.08
Rest of the world	-	5,543.79	-	6,001.26
Total	**492.93**	**1,00,455.67**	**614.27**	**1,31,471.84**

Details of deferred revenue

Particulars	March 31, 2024	March 31, 2023
Balance at the begining	6,806.06	980.07
Add: Increase due to invoicing during the year	1,658.60	6,806.06
Less: Revenue recognised during the year	6,806.06	980.07
Balance at the end of the year	**1,658.60**	**6,806.06**
Expected revenue recognition from remaining performance obligations		
-with in one year (Current)	1,658.60	6,806.06
-more than one year (Non current)	-	-

Contract Balances

Particulars	March 31, 2024	March 31, 2023
Trade receivables (Refer Note-6(d))	12,696.83	10,966.45
Contract liabilities (Refer Note-15)	68.87	80.77

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 17: Other income

Particulars	March 31, 2024	March 31, 2023
Interest income		
On Security and other deposits carried at amortised cost	6.81	-
On fixed deposits carried at cost	12.22	8.51
On debentures carried at cost	83.92	493.62
Others	97.30	69.88
Other non operative income		
Liabilities no longer required written back	3.22	5.19
Facility charges	102.57	99.42
Foreign exchange gain (Net)	792.29	2,127.54
Fair value gain on financial assets measured at FVTPL	4,380.04	1,421.05
Miscellaneous Income	30.91	230.01
	5,509.29	**4,455.20**

Note 18: Cost of materials consumed

Particulars	March 31, 2024	March 31, 2023
Raw materials		
Raw material at the beginning of the year	7,609.53	7,182.71
Purchases during the year	20,892.78	41,946.57
Less: Raw Material at the end of the year	4,028.46	7,609.53
	24,473.85	**41,519.75**
Packing materials		
Packing material at the beginning of the year	368.91	255.25
Purchases during the year	388.48	730.16
Less: Packing material at the end of the year	392.80	368.91
	364.59	**616.49**
	24,838.44	**42,136.24**

Note 19: Changes in inventories of work-in-progress and finished goods

Particulars	March 31, 2024	March 31, 2023
Opening balance:		
Work-in-progress	11,348.32	13,175.05
Finished goods	9,913.54	5,992.39
Total opening balance	**21,261.87**	**19,167.44**
Closing balance:		
Work-in-progress	10,062.44	11,348.32
Finished goods	5,811.47	9,913.54
Total closing balance	**15,873.91**	**21,261.87**
	5,387.96	**(2,094.42)**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 20: Manufacturing expenses

Particulars	March 31, 2024	March 31, 2023
Power and fuel	4,616.02	7,135.30
Consumption of stores & spares	280.59	194.35
Factory maintenance expenses	3,703.19	4,101.64
Environment management expenses	942.72	2,041.19
Safety expenses	137.03	115.96
Quality control expenses	1,590.11	1,902.90
Repairs and maintenance:		
Buildings	23.56	32.37
Plant and machinery	1,484.56	1,640.89
	12,777.79	**17,164.59**

Note 21: Employee benefits expense

Particulars	March 31, 2024	March 31, 2023
Salaries, wages & Bonus	11,270.77	9,735.22
Contribution to provident & other funds	684.86	630.62
Gratuity expense (Refer Note-11)	228.70	208.87
Staff welfare expenses	304.06	283.40
Employee compensation Expense (Refer Note-26)	199.45	-
	12,687.84	**10,858.10**

Note 22: Finance cost

Particulars	March 31, 2024	March 31, 2023
Interest expense		
On borrowings	286.68	525.34
On bill discount	284.08	662.76
On lease liability	124.02	12.60
On MSME	0.79	1.23
Other Borrowing cost	47.08	72.86
	742.66	**1,274.79**

Note 23: Depreciation and amortisation expense

Particulars	March 31, 2024	March 31, 2023
Depreciation of property, plant and equipment (Refer Note 3)	4,559.23	4,150.31
Amortisation of intangible assets (Refer Note 4)	40.98	40.09
Depreciation of right of use asset (Refer Note 5)	269.66	119.46
Amortisation of prepaid rent	9.31	-
	4,879.18	**4,309.86**

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 24: Other expenses

Particulars	March 31, 2024	March 31, 2023
Rent	87.27	-
Rates and taxes	49.20	36.47
Insurance	951.82	857.94
Communication charges	56.37	43.75
Travelling and conveyance	881.28	802.52
Printing and stationery	33.74	33.00
Vehicle maintenance	22.79	29.56
Legal & professional charges	389.57	457.88
Payments to auditors (Refer Note 24 (a) below)	47.08	41.86
Security charges	331.61	311.78
Repairs and maintenance - others	157.21	166.94
Loss on sale of property, plant and equipment	6.75	0.65
Corporate Social Responsibility (Refer Note 24 (b) below)	1,134.12	989.23
Sales promotion	347.75	330.76
Clearing and forwarding	487.46	1,273.61
Commission on Sales	199.45	138.21
Merger expenses*	322.43	-
General expenses	311.42	360.51
	5,817.32	**5,874.69**

Note 24(a): Details of payments to auditors

Particulars	March 31, 2024	March 31, 2023
Payment to auditors		
As auditor:		
(i) Statuatory auditor fees	25.00	25.00
(ii) Tax audit fees	6.50	6.50
(iii) Other services	12.85	8.50
(iv) Re-imbursement of out -of- pocket expenses	2.73	1.86
(v) Other certifications for merger*	10.00	-
	57.08	**41.86**

*Expenses pertaining to merger certifications from auditors are included in merger expenses under other expenses.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 24(b): Corporate social responsibility expenditure

Particulars	March 31, 2024	March 31, 2023
Amount required to be spent as per section 135 of the Act	1,134.12	989.23
Amount spent during the year on		
(i) Construction/acquisition of an asset	-	-
(ii) On purpose other than (i) above	778.12	989.23
-Shortfall at the end of the year*	356.00	-
-Total of previous years shortfall	-	-

Reason for shortfall

*Two ongoing projects, Developing a Chemistry Laboratory and Upgradation of Schools, are classified as such due to infrastructure creation/refurbishment timelines exceeding one year. The total allocation of ₹356 lakhs remains unspent due to the ongoing nature of the projects and has been transferred to Unspent CSR account.

Nature of CSR Activities

Promoting education and skill development initiatives, community development initiatives, national heritage and development programs and other social and research/ development projects.

Note 25: Income tax expense

This note provides an analysis of the company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

Particulars	March 31, 2024	March 31, 2023
(a) Income tax expense		
Current tax		
Current tax on profits for the year	9,814.26	14,462.57
Adjustments for current tax of prior periods	(77.64)	(217.23)
Total current tax expense	**9,736.61**	**14,245.33**
Deferred tax		
Decrease(increase) in deferred tax assets	-	-
Increase(decrease) in deferred tax liabilities	649.29	424.9
Total Deferred tax expense/(benefit)	**649.29**	**424.9**
Income tax expense	**10,385.90**	**14,670.23**
Income tax expense is attributable to:		
Profit from operations	**10,385.90**	**14,670.23**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	March 31, 2024	March 31, 2023
Profit from operations before income tax expenses	40,877.43	57,939.33
Tax at the Indian tax rate of 25.168%	**10,288.03**	**14,582.17**
Computed expected tax expense:		
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
CSR expenditure	285.44	248.97
Profit on sale of asset	-	-
Variable pay	55.12	-
Loss on sale of assets	1.70	0.16
Interest on Income tax	-	68.42
Interest on MSMED	0.20	0.31
Income tax paid at special rate		
Royalty	(33.56)	(12.38)
Equity MF	(131.15)	-
Impact of WDV change	-	-
Prior year taxes	(77.64)	(217.23)
Others	(2.22)	(0.19)
Income tax expenses	**10,385.90**	**14,670.23**

Note 26: Share based payments

A. Employees Stock Option Plan (ESOP 2023)

The Company instituted an Employee Stock Option Scheme 2023 ("ESOP") to eligible employees which provides for a grant of 65.94 Lac options (each option convertible into 1 equity share based on MoM matrix) to employees. Grant date of option is 27 February 2024 .

Terms of options

Vesting period : based on vesting schedule as set out in letter of grant though service period shall be minimum 1 year and not latter than 10 years from date of grant.

Grant date	27-Feb-24
Exercise price	495
No. of Options	Minimum- 15,28,942 Maximum- 65,94,308
Exercise period	Maximum period of 3 years from the date of Vesting.
Method of settlement (cash/equity)	Equity shares

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

The fair value of the share options is estimated at the grant date using Monte Carlo Simulation Pricing ("MCS") method, taking into account the terms and conditions upon which the share options were granted

The details of the activity under the scheme has been summarised below:

Description	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	-	-
Exercisable at the beginning of the year	-	-
Granted during the year *	65,94,308	-
Forfeited/expired during the year	-	-
Exercised during the year	-	-
Vested during the year	-	-
Outstanding at the end of the year	65,94,308	-
Exercisable at the end of the year	-	-
Weighted average remaining contractual life (in years)	5.50 years	-

*Considering variable number of options, the maximum number of options are taken.

Valuation of ESOP Scheme

The Monte Carlo Simulation Pricing ("MCS") method has been used for computing the fair value for stock options considering the following inputs:

Particulars	March 31, 2024	March 31, 2023
Weighted average share price/ market price per share (INR per share)	664.55	NA
Exercise price (INR per share)	495	NA
Dividend yield	0.00%	NA
Expected Life of options granted	5.50 years	NA
Average risk free interest rate	10%	NA
Expected Volatility	22.30%	NA
Fair value of option per equity share	226.96	NA

B. Effect of employee stock option plan on the Statement of Profit and Loss and on its financial position

Particulars	March 31, 2024	March 31, 2023
Total employee compensation cost pertaining to stock option plan	199.45	-
Employee Stock option plan (ESOP) reserve	199.45	-

(All amounts in ₹ Lakhs, unless otherwise stated)

Financial instruments and risk management

Note 27: Fair value measurements

Particulars	March 31, 2024		March 31, 2023	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investments				
-Equity investment	7.05	31,713.96	7.05	31,713.96
-Mutual funds and debentures	76,744.99	-	35,181.59	4,103.34
Trade receivables	-	12,696.83	-	10,966.45
Loans	-	83.83	-	21.54
Security deposits	-	977.94	-	591.19
Cash and cash equivalents	-	1,831.34	-	4,302.13
Bank balances	-	101.82	-	105.72
Fixed deposits with banks and interest thereon	-	224.95	-	215.40
Total financial assets	**76,752.04**	**47,630.67**	**35,188.64**	**52,019.75**
Financial liabilities				
Borrowings	-	3,857.53	-	6,916.19
Unpaid dividends	-	101.82	-	105.72
Employees payable	-	393.46	-	666.32
Trade payables	-	4,126.86	-	6,689.11
Capital creditors	-	379.30	-	750.58
Lease liability	-	2,642.11	-	117.88
Total financial liabilities	**-**	**11,501.08**	**-**	**15,245.81**

The management assessed that cash and cash and cash equivalents, trade receivables, trade payables, and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Further, the management has assessed the fair value of borrowings approximates their carrying amounts largely since they are carried at floating rate of interest. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(i) Fair value hierarchy

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

Level 1: Level 1 hierarchy includes quoted prices taken from the market.

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 are not based on observable market data (unobservable inputs).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Financial assets measured at fair value	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2024					
Financial assets					
Investment in Equity	6(a)(i)	-	-	7.05	7.05
Investment in mutual funds and Debentures	6(a)(ii)	76,744.99	-	-	76,744.99
Total financial assets		**76,744.99**	**-**	**7.05**	**76,752.04**

Financial assets measured at fair value	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2023					
Financial assets					
Investment in Equity	6(a)(i)	-	-	7.05	7.05
Investment in mutual funds and Debentures	6(a)(ii)	35,181.59	-	-	35,181.59
Total financial assets		**35,181.59**	**-**	**7.05**	**35,188.64**

Note 28: Financial Risk management

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

Risk	Exposure arising from	Measurement	Management Comment
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Ageing analysis	Diversification of bank deposits and monitoring of credit limits of customers
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions recognised financial assets and liabilities not denominated in Indian rupees	Cash flow forecasting Sensitivity analysis	All USD related Import commitment are covered by snapping from the export USD through EEFC account
Market risk - interest risk	Long-term borrowings at variable rates	Sensitivity analysis	Interest rates were Libor plus rate of interest fixed for the full term of the loan
Market risk - security prices	Investments in Mutual funds	Sensitivity analysis	Portfolio diversification

The Company's risk management is carried out by the management. Company treasury identifies, evaluates and hedges financial risk in close cooperation with the Company's operating units. The management provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, credit risk, and investment of excess liquidity.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(A) Credit risk management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

i) Financial instruments and cash deposits

For banks and financial institutions, only high rated banks/ institutions are accepted. Other Financial assets (excluding Bank deposits) majorly constitute deposits given to State electricity departments for supply of power, which the company considers to have negligible credit exposure. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

ii) Expected credit loss for trade receivables under simplified approach

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables

Year ended March 31, 2024

Ageing	0-30 days	31-60 days	61-90 days	91-120 days	More than 120 days	Total
Gross carrying amount	4,132.66	5,244.28	3,307.98	-	11.91	12,696.83
Expected loss rate	0%	0%	0%	0%	0%	0%
Expected credit losses(loss allowance provision)	-	-	-	-	-	-
Carrying amount of trade receivables (net of impairment)	**4,132.66**	**5,244.28**	**3,307.98**	**-**	**11.91**	**12,696.83**

Year ended March 31, 2023

Ageing	0-30 days	31-60 days	61-90 days	91-120 days	Morethan 120 days	Total
Gross carrying amount	3,081.99	4,675.60	692.15	1,585.62	931.09	10,966.45
Expected loss rate	0%	0%	0%	0%	0%	0%
Expected credit losses (loss allowance provision)	-	-	-	-	-	-
Carrying amount of trade receivables (net of impairment)	**3,081.99**	**4,675.60**	**692.15**	**1,585.62**	**931.09**	**10,966.45**

(B) Liquidity Risk:

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to dynamic nature of the underlying business, company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Management monitors rolling forecasts of the company's liquidity position(comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the company in accordance with practice and limits set by the company. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The table below summarises the maturity profile of the Company financial liabilities based on contractual undiscounted payments.

Year ended March 31, 2024	On Demand	< 12 months	>1 year	Total
(i) Borrowings	3,857.53	-	-	3,857.53
(ii) Trade payables	-	4,126.86	-	4,126.86
(iii) Other financial liabilities	495.28	379.30	-	874.58
	4,352.81	**4,506.16**	**-**	**8,858.96**

Year ended March 31, 2023	On Demand	< 12 months	>1 year	Total
(i) Borrowings	4,459.78	2,000.00	456.42	6,916.19
(ii) Trade payables	-	6,689.11	-	6,689.11
(iii) Other financial liabilities	772.04	750.58	-	1,522.62
	5,231.81	**9,439.69**	**456.42**	**15,127.92**

C) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk and interest rate risk.

(i) Foreign exchange risk

The Company's foreign exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in US Dollars and Euros). As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Company's revenues and expenses measured in Indian rupees may decrease exchange rates in respect of its highly probable forecasted transactions and recognised assets and liabilities

(a) Foreign currency risk exposure:

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows:

Particulars	As at March 31, 2024	
	USD	EUR
Financial assets		
Cash and cash equivalents	220.81	-
Trade receivables(Net)	12,586.76	-
Financial liabilities		
Borrowings	3,857.53	-
Trade payables(Net)	311.07	-
Other financial liabilities	153.86	-

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	
	USD	EUR
Financial assets		
Cash and cash equivalents	1,491.88	-
Trade receivables	10,717.09	155.16
Financial liabilities		
Borrowings	6,916.19	-
Trade payables(Net)	2,026.95	-
Other financial liabilities	27.76	-

D) Market risk - interest risk

(ii) Cash flow and fair value interest rate risk

The company's main interest rate risk arises from long-term borrowings with variable rates, which expose the company to cashflow interest rate risk.

(a) Interest rate risk exposure

The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	March 31, 2024	March 31, 2023
Variable rate borrowings	3,857.53	6,916.19
Fixed rate borrowings	-	-
Total borrowings	**3,857.53**	**6,916.19**

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Other components of equity change as a result of increase/decrease in the fair value of cash flow hedges related to the borrowings if any

Particulars	Impact on Profit after tax		Impact on Other components of equity	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Interest rates-increase by 100 basis points	135.99	502.02	-	-
Interest rates-decrease by 100 basis points	97.40	299.86	-	-

Note 29: Capital management

(a) Risk management

The Company's objective when managing capital are to:

1. Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

2. Maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Consistent with others in the industry, the company monitors capital on the basis of the following gearing ratio: -Net debt (total borrowings net of cash and cash equivalents) divided by total equity (as shown in the balance sheet)

Particulars	March 31, 2024	March 31, 2023
Net Debt	2,026.19	2,614.06
Total Equity	2,05,589.62	1,74,938.06
Net Debt to Equity ratio	0.01	0.01

(b) Dividends distributions made and proposed (on equity instruments)

Particulars	March 31, 2024	March 31, 2023
(i) Cash dividends on Equity shares declared and paid		
Final dividend for the FY 2023-24 of ₹0.00 (FY 2022-23 of ₹2.00) per fully paid share	-	5,091.30
Interim dividend for the FY 2023-24 of ₹0.00 (FY 2022-23 of ₹6.00) per fully paid share	-	15,273.90
Total	**-**	**20,365.20**

Note 30: Segment information

Business Segment

Segments have been identified and reported taking into account the nature of products, the differing risk and returns, the organisation structure, and the internal financial reporting scheme.The company has identified the following segments as its reportable segments:

I. Manufacturing (CRAMS) - Bulk Drugs & Intermediates under contract services products are developed and produced on an exclusive basis under contract Manufacturing services

As the Company has identified single operating segment i.e. Manufacturing (CRAMS) - Bulk Drugs & Intermediates & Services. Therefore analysis business segment is not required.

Geographical Segment

The Company has identified the following geographical reportable segments:

(a) India-The Company sells Bulk Drugs and Intermediates, Fine Chemicals & Services.

(b) USA -The Company sells Intermediates & Services

(c) Europe-The Company sells Bulk Drugs and Intermediates

(d) Rest of the world -The Company sells Bulk Drugs, Intermediates & Services

Region	Revenue for the year ended		Value of Non Current Assets (Except Financial Instrument) as at		Additions to Non current Assets (Except Financial Instrument) during the year	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
INDIA	8,914.25	2,593.35	70,456.19	68,000.07	8,228.72	17,494.31
U S A	12,867.72	7,314.12	3.45	6.88	-	5.11
EUROPE	73,622.83	1,16,177.39	-	-	-	-
REST OF THE WORLD	5,543.79	6,001.26	-	-	-	-
	1,00,948.60	**1,32,086.11**	**70,459.65**	**68,006.94**	**8,228.72**	**17,499.41**

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 31: Interest in other Entities

The Company's subsidiaries as at March 31, 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Company

Name of the entity	Place of Business/ Country of incorporation	Ownership interest held by the Company		Ownership interest held by Non-Controlling interests		
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	Principal activity
Suven Pharma Inc.,	USA	100%	100%	-	-	
Casper Pharma Private Limited	INDIA	100%	100%	-	-	

Note 32: Disclosure of Related Party Trasactions inaccordance with Ind AS - 24 Related Party Disclosures

(i) Name of the Related Party and description of Relationship

(a) Utimate holding company : Advent group (w.e.f September 29, 2023)

(b) Promoter
: Berhyanda Limited (w.e.f September 29, 2023)
: Jasti Property and Equity Holdings Private Limited (till January 12, 2024)*

(c) Subsidiaries
: Suven Pharma Inc.,
: Casper Pharma Private Limited

(d) Enterprise over which key managerial personnel or their relatives exercise significant influence
: Suven Life Sciences Limited (till January 12, 2024)**
: Suven Neurosciences Inc., (till January 12, 2024)**
: Cohance Lifesciences Limited (w.e.f September 29, 2023)

(e) Key Management personnel(KMP)

Mr.Annaswamy Vaidheesh (w.e.f September 29, 2023)	Chairman
Mr. Venkatanaga Kali Vara Prasada Raju Vetukuri (w.e.f September 29, 2023)	Managing Director
Mr. Sudhir Kumar Singh (w.e.f September 29, 2023)	CEO
Mr. Himanshu Agarwal (w.e.f January 2, 2024)	CFO
Mr. Pankaj Patwari (w.e.f September 29, 2023)	Non-executive Director
Mrs. Shweta Jalan (w.e.f November 9, 2023)	Non-executive Director
Mr. Vinod Rao (w.e.f September 29, 2023)	Independent Director
Mr. Kumarapuram Gopalakrishnan Ananthakrishnan (w.e.f September 29, 2023)	Independent Director
Mr. Matangi Gowrishankar (w.e.f September 29, 2023)	Independent Director
Mr. Pravin Udhyavara Bhadya Rao (w.e.f November 9, 2023)	Independent Director
Mr. Venkateswarlu Jasti (till January 12, 2024)*	Managing Director
Mr. P.Subbarao (till January 2, 2024)	CFO
Mr. D. G. Prasad (till September 29, 2023)	Independent Director
Dr. V Sambasiva Rao (till September 29, 2023)	Independent Director
Ms. Deepanwita Chattopadhyay (till September 29, 2023)	Independent Director
Mr. J. V. Ramudu (till September 29, 2023)	Non-executive Director
Dr. Jerry Jeyasingh (till September 29, 2023)	Non-executive Director

(All amounts in ₹ Lakhs, unless otherwise stated)

(f) Relative of Key Management personnel	:	Mrs. Sudha Rani Jasti (till January 12, 2024)*
	:	Mrs. Kalyani Jasti (till January 12, 2024)*
	:	Mrs. Madhavi Jasti (till January 12, 2024)*
	:	Mrs. Sirisha Jasti (till January 12, 2024)*

*Jasti Property and Equity Holdings Private Limited and others are not promoters from September 29, 2023 but reclassification of the promoter is made on January 12, 2024.

**Suven Life Sciences Limited and Suven Neurosciences Inc. no longer exercised significant influence from September 29, 2023, but the promoter's reclassification was made on January 12, 2024.

(a) Promoter

Name	Type	Place of Incorporation	Ownership Interest	
			March 31, 2024	March 31, 2023
Berhyanda Limited	Promoter	Cyprus	50.10%	0.00%
Jasti Property and Equity Holdings Private Limited	Promoter	India	-	60.00%

Transactions during the year:

	For the year ended March 31, 2024	For the year ended March 31, 2023
(b) Subsidiaries		
i) Casper Pharma Private Limited		
Rental Income	4.19	4.48
Sale of Goods	251.51	-
Balance outstanding	-	-
(c) Transactions with enterprises over which key managerial personnel or their relatives exercise significant influence		
i) Suven Life Sciences Limited		
Rental income	88.17	112.84
Sale of Goods & Services	284.87	-
Service charges paid (Towards Testing and Analysis charges)	84.75	724.84
Balance outstanding	-	-
ii) Cohance Lifesciences Limited		
Rental expenses	0.99	-
Balance outstanding	-	-
(d) Key managerial personnel and their relatives		
Remuneration*		
Mr.Annaswamy Vaidheesh (w.e.f September 29, 2023)	256.17	-
Mr.Sudhir Kumar Singh (w.e.f September 29, 2023)	138.43	-
Mr.Himanshu Agarwal (w.e.f January 2, 2024)	156.30	-
Mr. Venkateswarlu Jasti (till January 12, 2024)	650.65	1,287.06
Mrs Kalyani Jasti (till January 12, 2024)	216.03	366.11

* Does not include expenditure on account of provision for Gratuity, Compensated absences and variable pay computed for company as a whole.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Independent Director Remuneration		
Mr. Vinod Rao (w.e.f September 29, 2023)	15.16	-
Mr. Kumarapuram Gopalakrishnan Ananthakrishnan (w.e.f September 29, 2023)	15.16	-
Mr. Matangi Gowrishankar (w.e.f September 29, 2023)	15.16	-
Mr. Pravin Udhyavara Bhadya Rao (w.e.f November 9, 2023)	11.86	-
Director Sitting Fees		
Ms. Deepanwita Chattopadhyay (till September 29, 2023)	2.67	4.00
Mr. J. V. Ramudu (till September 29, 2023)	2.89	5.33
Mr. D. G. Prasad (till September 29, 2023)	2.89	6.00
Dr. V Sambasiva Rao (till September 29, 2023)	2.89	6.00

Note 33: Contingent Liabilities

Particulars	March 31, 2024	March 31, 2023
a) APIIC-JN Pharmacity,Parawada- Restoration fee & Delay condonation fee	606.69	606.69
b) Claims arising from disputes not acknowledged - indirect taxes (GST)	978.53	-
	1,585.23	**606.69**

Note 34: Commitments

Particulars	March 31, 2024	March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for, net of payments (including advances)	4,044.73	2,331.12
	4,044.73	**2,331.12**

Note 35A: Earnings per share

Particulars	March 31, 2024	March 31, 2023
Profit After Tax (PAT)	30,481.61	43,260.25
Weighted average number of equity shares for Basic EPS	25,45,64,956	25,45,64,956
Add: Dilution Effect	-	-
Weighted average number of equity shares for Diluted EPS	25,45,64,956	25,45,64,956
Basic Earnings Per Share	11.97	16.99
Diluted Earnings Per Share	11.97	16.99

ESOPs have not been considered in the calculation of diluted EPS as the vesting conditions have not been met at reporting date.

Note 35B

In connection with the preparation of the financial statements for the year ended March 31, 2024, the Board of Directors have confirmed the propriety of the contracts / agreements entered into by / on behalf of the Company and the resultant revenue

(All amounts in ₹ Lakhs, unless otherwise stated)

earned / expenses incurred arising out of the same after reviewing the levels of authorisation and the available documentary evidences and the overall control environment. Further, the Board of Directors have also reviewed the realizable value of all the current assets of the Company and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on May 30, 2024 in accordance with the provisions of Companies Act, 2013.

Note 35C

On February 29, 2024, the Board of Directors approved the draft Scheme of Amalgamation of Cohance Lifesciences Limited, an Advent-managed group company, into the company, pending necessary statutory and stakeholder approvals. Additionally, on the same date, they approved the Scheme of Amalgamation of Casper Pharma Private Limited, a wholly-owned subsidiary, into the company, subject to statutory approvals. The company has submitted applications to BSE and NSE seeking their NOC to approach the Hon'ble NCLT, Bench at Mumbai, for appropriate directions.

Note 36 : Ratios

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance	Reasons for variance
Current Ratio (in times)	Current assets	Current liabilities	11.47	6.19	85%	The variance in the current ratio is on account of increase in Investments and there has been a decrease in current liabilities which primarily comprises of Borrowings and Trade payables
Debt-Equity Ratio (in times)	Total Debt	Equity and other equity	0.02	0.04	-53%	The variance is on account of decrease in borrowings which comprises of Term loans.
Debt Service Coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	8.67	12.05	-28%	The variance is due to increase in Finance cost and repayment of borrowings and decrease in PAT.
Return on Equity	Net Profits after taxes	Average Shareholder's Equity	0.16	0.26	-38%	The Variance is account of decrease in profit which is primarily on account of decrease in revenue.
Inventory turnover ratio	Cost of goods sold	Average Inventory	1.14	1.34	-15%	
Trade receivables turover ratio (in times)	Net credit sales	Average Trade Receivable	8.66	7.69	13%	

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023	Variance	Reasons for variance
Trade payables turnover ratio (in times)	Net credit purchases	Average Trade Payables	3.94	5.08	-23%	
Net capital turnover ratio (in times)	Net sales	Working Capital (Current assets- Current liabilities)	0.93	1.66	-44%	The variance is due to decrease in Revenue from operations during the year and increase in current ratio as stated above.
Net Profit Ratio	Net Profit	Net Sales	0.30	0.33	-10%	
Return on capital employed	Earning before interest and taxes	Capital Employed (Tangible networth + Total debt + Deferred tax liability	0.19	0.32	-39%	The variance is on account of decrease in revenue from operation and increase current asset which primarily comprises of investments
Return on Investment	Income generated from investments	Time weighted average investments	0.08	0.06	40%	The variance is on account of better return on Investments.

Note 37 : Other statutory information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Company does not have any transactions with companies struck off.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vii) 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 Group shall:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(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,

(viii) The Company does not have 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

(ix) All quarterly returns or statements of current assets are filed by the company with banks or financial institutions and are in agreement with the books of account.

(x) The loan has been utilised by the company for the purpose for which it was obtained and no short term funds have been used for long term purpose.

(xi) The company have complied with the number of layers prescribed under the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017.

(xii) No scheme of arrangement has been approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

The accompanying notes form an integral part of the financial statements

Note 38 : The Company has used accounting software 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 software, except that audit trail feature was not enabled at application level till November 12, 2023 and is not enabled at the database level. Further no instances of audit trail feature being tampered with was noted in respect of those software

Note 39 : Previous year figures have been regrouped and reclassified wherever considered necessary to conform to this year's classifications.

As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

Place : Hyderabad
Date : May 30, 2024

INDEPENDENT AUDITOR'S REPORT

To the Members of

Suven Pharmaceuticals Limited

Report on the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **Suven Pharmaceuticals Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2024, 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 for the year ended on that date and notes to the Consolidated Ind AS financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2024, the consolidated profit, including other comprehensive income, consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS 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 Ind AS financial statements for the financial year ended 31st March, 2024. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No	Key Audit Matters	How the matter was addressed in our audit
1.	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" The application of the revenue accounting standard involves certain key judgements relating to identification of the contract with a customer, identification of distinct performance obligations, determination of transaction price of the identified performance obligations, and the appropriateness of the basis used to measure revenue recognized when a performance obligation is satisfied. Additionally, the revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. For sale transactions in a certain period of time around the Balance Sheet date, it is essential to ensure that the control of goods have transferred to the customers. As revenue recognition is subject to management's judgment on whether the control of the goods have been transferred.	Our audit approach consisted, testing of the design and operating effectiveness of the internal controls and substantive testing as follows: Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. Selected a sample of continuing and new contracts and performed the following procedures: - Read, analyzed and identified the distinct performance obligations in these contracts. - Compared these performance obligations with that identified and recorded by the Company. - Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. - Tested Samples in respect of revenue recorded upon transfer of control/rights of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services, were tested using a combination of Master Service Agreements and Sales invoices including customer acceptances, subsequent commercial invoicing and historical trend of collections and disputes. Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. We reviewed the collation of information and the logic of the report generated from the IT system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.

2.	**Inventory Valuation and existence:** As at 31st March, 2024, the Company held inventories of ₹23,119.57 Lakhs as disclosed in Note 8 to the Consolidated Ind AS financial statements. Inventories mainly consist of raw and packing material, work-in-progress, stock-in-trade, finished goods and stores, spares and consumables. As described in Note 2.J to the Consolidated Ind AS financial statements, inventories are carried at the lower of cost and net realizable value.	To address the risk for material error on inventories, our audit procedures included amongst other - Assessing the compliance of company's accounting policies over inventory with applicable accounting standards. - Reviewed the management's process for ensuring that there was no movement of stock during the physical verification of inventory; - Recounted a sample of inventory items at each location to confirm management count; - Analyzing the Inventory Ageing reports and Net realizable value of inventories. Based on the audit procedures performed, the management's assertion on existence of inventories was determined to be appropriate in the context of the Consolidated Ind AS financial statements taken as a whole.

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

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 Consolidated Ind AS financial statements and auditor's reports thereon. The Holding Company's Annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, Consolidated financial performance including other ccomprehensive income, Consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; 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 Ind AS 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 Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Consolidated Ind AS Financial Statements

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies have adequate internal financial controls system in place and the operating effectiveness of such controls.

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the Consolidated Ind AS financial statements.

Materiality is the magnitude of misstatements in the Consolidated Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

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

Other Matters

We did not audit the financial statements/financial information in respect of two subsidiaries, whose financial statements / financial information include total assets of ₹25,676.73 Lakhs as at 31st March, 2024, total revenue of ₹3,572.33 Lakhs, total comprehensive loss of ₹. (452.16) Lakhs and Net cash Inflows of ₹713.63 Lakhs for the year ended on that date, as considered in the Consolidated Ind AS financial statements.

We did not audit the financial statements of Suven USA branch included in the standalone Ind AS financial statements of the Company whose financial statements reflect total assets of ₹167.64 Lakhs as at 31st March, 2024 and total revenue- Nil and Net loss of ₹ (1,318.97) Lakhs for the year ended on that date.

These Ind AS financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and branch and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and branch, is based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"Annexure-A"**, a statement on the matters specified in paragraph 3(xxi) of the order.

2. As required by section 143 (3) of the Act, based on our audit, we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS financial Statements.

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books except for the matters stated in paragraph 143(3)(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

    c) 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 books of account maintained for the purpose of preparation of the Consolidated Ind AS financials statements.

    d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

    e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2024 from being appointed as a Director of that company in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure-B"** which is based on the auditor's report of the Holding Company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.

g) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 143(3)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 143(3)(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act.

i) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and branch as noted in the 'Other matter' paragraph:

i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in its Consolidated Ind AS financial statements- Refer Note 32 to the Consolidated Ind AS financial statements;

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group incorporated in India.

iv. a) The respective Managements of the Parent and its subsidiary incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditor of such subsidiary to the best of their knowledge and belief , as disclosed in 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 by subsidiary 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 Parent or any of such subsidiaries to provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The respective Managements of the Holding and its subsidiaries which is companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and the other auditor of such subsidiary that, to the best of their knowledge and belief, as disclosed the consolidated financial statements, no funds have been received by the Holding company or by subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding or of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that has 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 (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Group.

vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023.

Based on our examination which included test checks, and as communicated by the respective auditor of one of the subsidiaries, except for the instances mentioned below, the Holding Company and one of its subsidiary companies incorporated in India have used accounting software's for maintaining their books of account, which have a feature of recording audit trail (edit log) facility and the same have operated throughout the year for all relevant transactions recorded in the respective software's:

In case of the Holding Company, the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for the accounting software used for maintaining the books of account relating to consolidation.

In case of the Holding Company, the feature of recording audit trail (edit log) facility was not enabled at the application layer of the accounting software to be used for maintaining the books of account for the period 1st April, 2023 to 12th November, 2023.

Further, in case of a subsidiary incorporated in India, the feature of recording audit trail (edit log) facility was enabled and operated throughout the year for the accounting software and we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules,2014 is applicable from 1st April, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31st March, 2024.

For **KARVY & CO.**
Chartered Accountants
ICAI Firm Regn. No.001757S

AJAYKUMAR KOSARAJU
Partner
Membership No.021989
UDIN: 24021989BKFZTM6389

Place: Hyderabad
Date: 30th May, 2024

ANNEXURE -A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the Consolidated Ind AS financial statements for the year ended 31st March, 2024, we report that:

(xxi) According to the information and explanations given to us and based on our examination of the records of the Company, there are no qualifications or adverse remarks in the Companies (Auditors Report) Order (CARO) report of the Holding Company included in the Consolidated Financial Statements. Reporting under this clause is not applicable for the wholly owned subsidiary companies (located in India & outside India) included in the Consolidated financial statements.

For **KARVY & CO.**
Chartered Accountants
ICAI Firm Regn. No.001757S

AJAYKUMAR KOSARAJU
Partner
Membership No.021989
UDIN: 24021989BKFZTM6389

Place: Hyderabad
Date: 30th May, 2024

Annexure - B to the Independent Auditors' Report of even date on the Consolidated Ind AS Financial Statements of Suven Pharmaceuticals Limited

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

In conjunction with our audit of the Consolidated Ind AS financial statements of Suven Pharmaceuticals Limited as of and for the year ended 31st March, 2024, we have audited the internal financial controls over financial reporting of Suven Pharmaceuticals Limited (hereinafter referred to as the "Holding Company") and such companies incorporated in India under the Companies Act 2013, which are its subsidiary companies, as of that date.

Management's Responsibility 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 control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' 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 on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of one of the subsidiary companies, which is a company incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Ind AS financial statements of the Holding and subsidiary company which is a Company incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, Holding company and one of its subsidiary companies which is a Company incorporated in India, have, in all material respects, an adequate internal financial controls with reference to Consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at 31st March, 2024, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Ind AS financial statements in so far as it relates to one of the subsidiary companies, which is a company incorporated in India, is based solely on the corresponding report of the auditor of such Company incorporated in India.

Our opinion is not modified in respect of the above matters

For **KARVY & CO.**
Chartered Accountants
ICAI Firm Regn. No.001757S

AJAYKUMAR KOSARAJU
Partner
Membership No.021989
UDIN: 24021989BKFZTM6389

Place: Hyderabad
Date: 30th May, 2024

CONSOLIDATED BALANCE SHEET

as at March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	56,721.92	58,418.83
Right of use assets	5(a)	4,058.52	1,694.80
Capital work-in-progress	3	17,897.16	16,508.86
Goodwill	4(a)	6,025.83	6,025.83
Other Intangible assets	4(b)	155.71	193.20
Intangible Assets under development	4(b)	11.03	-
Financial assets			
(i) Investments	6(a)(i)	13,058.19	11,709.66
(ii) Loans	6 (b)	0.75	2.25
(iii) Other financial assets	6 (c)	937.20	591.19
Other non-current assets	7	223.71	325.19
Total Non-current assets		**99,090.02**	**95,469.80**
Current assets			
Inventories	8	23,119.57	31,281.05
Financial assets			
(i) Investments	6(a)(ii)	77,389.55	41,893.50
(ii) Trade receivables	6(d)	13,365.92	11,093.93
(iii) Cash and cash equivalents	6(e)(i)	4,723.12	6,480.28
(iv) Bank balances other than (iii) above	6(e)(ii)	326.76	321.12
(v) Loans	6 (b)	83.08	19.29
(vi) Other financial assets	6 (c)	42.88	156.98
Current tax asset(net)	14	998.44	-
Other current assets	9	6,269.31	9,858.43
Total Current assets		**1,26,318.63**	**1,01,104.58**
TOTAL ASSETS		**2,25,408.65**	**1,96,574.38**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10(a)	2,545.65	2,545.65
Other equity	10(b)	2,02,520.70	1,70,972.78
Equity attributable to equity holders of the Parent Company		**2,05,066.35**	**1,73,518.43**
Non-controlling interest		-	-
Total Equity		**2,05,066.35**	**1,73,518.43**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	13(a)	-	456.42
(ii) Lease liabilities	5 (b)	2,123.56	69.98
Provisions	11	1,050.04	829.50
Deferred tax liabilities (net)	12	6,479.12	5,823.46
Total Non-current liabilities		**9,652.73**	**7,179.37**
Current liabilities			
Financial liabilities			
(i) Borrowings	13(b)	3,857.53	6,459.78
(ii) Lease liabilities	5 (b)	518.55	47.90
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises; and	13(c)	1,707.39	1,384.24
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	13(c)	2,528.35	5,624.92
(iv) Other financial liabilities	13(d)	883.65	1,640.48
Other current liabilities	15	719.74	295.27
Provisions	11	474.37	394.61
Current Tax Liabilities(net)	14	-	29.39
Total Current liabilities		**10,689.57**	**15,876.59**
TOTAL LIABILITIES		**20,342.30**	**23,055.95**
TOTAL EQUITY AND LIABILITIES		**2,25,408.65**	**1,96,574.38**
Corporate information and summary of Material accounting policies	1&2		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

Place : Hyderabad
Date : May 30, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Revenue from operations	16	1,05,135.37	1,34,032.88
Other income	17	6,190.51	4,636.38
Total Income		**1,11,325.88**	**1,38,669.26**
Expenses			
Cost of materials consumed	18	26,587.90	43,007.88
Changes in Inventories of work-in-progress and finished goods	19	4,915.55	(2,094.42)
Manufacturing expenses	20	13,347.60	17,706.03
Employee benefits expense	21	13,592.02	11,824.89
Finance cost	22	745.11	1,281.09
Depreciation and amortization expense	23	5,459.56	4,798.63
Other expenses	24	6,110.97	6,172.19
Total Expenses		**70,758.72**	**82,696.28**
Profit before tax		**40,567.15**	**55,972.98**
Tax expense			
Current tax	25	9,957.54	14,627.43
Deferred tax	25	659.21	433.75
Prior year tax		(77.64)	(217.23)
Profit/(Loss) for the year		**30,028.05**	**41,129.0**
Other Comprehensive Income			
(A) Items that will not be reclassified subsequently to profit or loss			
(i) Remeasurements gains/(losses) on defined benefit plans		(42.25)	(27.50)
(ii) Equity investments through other comprehensive income - net change in fair value		52.62	-
(iii) Income tax relating to items that will not be reclassified to profit or loss		9.92	8.85
(B) Items that will be reclassified subsequently to profit or loss:			
(i) Exchange differences on translating the financial statements of foreign operations		4.22	55.19
(ii) Exchange differences on translating Investments (carried at FVTOCI)		1,295.90	-
(iii) Income-tax on items that will be reclassified subsequently to profit or loss		-	-
Total Other comprehensive income /(loss) for the year (net of taxes)		**1,320.41**	**36.55**
Total Comprehensive Income for the year (net of taxes)		**31,348.46**	**41,165.58**
Earnings per Equity share (Par value of ₹1 each)			
Basic (₹)	34A	11.80	16.16
Diluted (₹)	34A	11.80	16.16
Corporate information and summary of Material accounting policies	1&2		

The accompanying notes are an integral part of the consolidated financial statements
As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Place : Hyderabad
Date : May 30, 2024

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

a. Equity share capital

Particulars	Number of Shares	Amount
Balance as at April 01, 2022	25,45,64,956	2,545.65
Changes in equity share capital during the year	-	-
Balance as at March 31, 2023	**25,45,64,956**	**2,545.65**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2024	**25,45,64,956**	**2,545.65**

b. Other Equity

Particulars	Note	Reserves & surplus				Other comprehensive income		Total attributable to owners of the Group	Attributable to non-controlling interest	Total
		Securities Premium	General reserve	Retained earnings	Share based payment reserve	Exchange Difference on transalating the financial statements of foreign operations and Investments (carried at FVTOCI)	Equity investments through other comprehensive income – net change in fair value			
Balance as at April 01, 2022		**10,957.38**	**10,927.67**	**1,27,270.86**	**-**	**1,016.47**	**-**	**1,50,172.39**	**-**	**1,50,172.39**
Profit for the year	10(b)	-	-	41,129.03	-	-	-	41,129.03	-	41,129.03
Other comprehensive income (net of tax)	10(b)	-	-	(18.65)	-	55.19	-	36.55	-	36.55
Total comprehensive income		**-**	**-**	**41,110.39**	**-**	**55.19**	**-**	**41,165.58**	**-**	**41,165.58**
Transfer to General Reserve	10(b)	-	-	(1,500.00)	-	-	-	(1,500.00)	-	(1,500.00)
Transfer from Retained Earnings	10(b)	-	1,500.00	-	-	-	-	1,500.00	-	1,500.00
Dividend paid	10(b)	-	-	(20,365.20)	-	-	-	(20,365.20)	-	(20,365.20)
Balance at March 31, 2023		**10,957.38**	**12,427.67**	**1,46,516.06**	**-**	**1,071.67**	**-**	**1,70,972.78**	**-**	**1,70,972.78**
Balance as at April 01, 2023		**10,957.38**	**12,427.67**	**1,46,516.06**	**-**	**1,071.67**	**-**	**1,70,972.78**	**-**	**1,70,972.78**
Profit for the year	10(b)	-	-	30,028.06	-	-	-	30,028.06	-	30,028.06
Other comprehensive income (net of tax)	10(b)	-	-	(32.33)	-	1,300.12	52.62	1,320.41	-	1,320.41
Total comprehensive income		**-**	**-**	**29,995.74**	**-**	**1,300.12**	**52.62**	**31,348.47**	**-**	**31,348.47**
Share based expense (Refer Note 26)		-	-	-	199.45	-	-	199.45	-	199.45
Balance as at March 31, 2024		**10,957.38**	**12,427.67**	**1,76,511.79**	**199.45**	**2,371.78**	**52.62**	**2,02,520.70**	**-**	**2,02,520.70**

Refer Note 10(b)B for nature and purpose of reserves

This is the Statement of Changes in Equity referred to in our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Place : Hyderabad
Date : May 30, 2024

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars		For the year ended March 31, 2023	For the year ended March 31, 2023
A. Cash flow from operating activities			
Profit before tax for the year		**40,567.16**	**55,972.98**
Adjustments :			
Depreciation and amortisation expense		5,180.59	4,645.99
Interest income		(193.48)	(583.16)
Finance cost		745.11	1,155.63
Gain on sale of current Investment		(4,491.05)	(1,568.70)
Balances no longer required written back		24.09	-
Unrealised foreign exchange gain		66.41	95.42
Loss/(Profit) on disposal of property, plant and equipment		6.75	0.65
Employee compensation expense		196.62	
Operating profit before working capital changes		**42,102.20**	**59,718.80**
Movements in Working Capital			
Trade receivables		(2,280.23)	12,446.52
Inventories		8,161.49	(2,939.32)
Other non current assets		(2,382.39)	(1,554.24)
Other current assets		3,545.04	(2,031.32)
Trade payables		(2,817.38)	(3,579.86)
Long term provisions		220.54	(59.94)
Short term provisions		39.27	(40.41)
Other financial liabilities		(172.38)	(1,369.93)
Other current liabilities		427.22	(294.66)
Cash generated from operating activities		**46,843.38**	**60,295.63**
Income taxes paid (net of refunds)		(10,995.07)	(14,576.05)
Net Cash flows from operating activities	**(A)**	**35,848.31**	**45,719.58**
B. Cash flow from Investing activities			
Purchase of property, plant and equipment		(5,178.69)	(28,591.22)
Proceeds from sale of property, plant and equipment		-	7.20
Interest received from FD and debentures		193.48	583.16
Foreign currency translation reserve		4.22	55.19
Fixed deposits/margin money-placed/matured		(229.78)	648.09
Sale/(purchase) of mutual funds		(31,116.01)	6,228.74
Gain/(Loss) on Sale of Current Investments		111.00	1,568.70
Bank balances not considered as cash and cash equivalents		(9.54)	(0.44)
Net cash flow from /(used in) investing activities	**(B)**	**(36,225.32)**	**(19,500.56)**

CONSOLIDATED STATEMENT OF CASH FLOWS (contd.)

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2023
C. Cash flows from financing activities		
(Repayment)/proceeds from long term borrowings	(454.92)	(2,375.75)
(Repayment)/proceeds from short term borrowings	(2,704.43)	(261.05)
(Repayment)/Increase of lease liabilities	2,524.23	(37.50)
Finance costs	(745.11)	(1,155.63)
Dividends paid to equity holders	-	(20,365.20)
Net cash flow from /(used In) financing activities (C)	**(1,380.23)**	**(24,195.12)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(1,757.24)**	**2,023.90**
Cash and cash equivalents as at the beginning of the year (Refer Note 6(e)(i))	6,480.28	4,456.38
Effect of exchange differences on restatement on foreign currency cash & cash equivalents	0.09	0.00
Cash and cash equivalents at the end of the year	**4,723.12**	**6,480.28**
Cash and cash equivalents (Refer Note 6(e)(i))	4,723.12	6,480.28
Balances as per statement of cash flows	**4,723.12**	**6,480.28**

This is the Cash Flow Statement referred to in our report of even date

Note : The above statement of cash flow has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard 7

(Ind AS-7) "Statement of Cash Flows"

The accompanying notes are an integral part of the consolidated financial statements
As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Place : Hyderabad
Date : May 30, 2024

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

1. Corporate Information

a) Suven Pharmaceuticals Limited (SPL) (The Holding Company), incorporated on 6th November, 2018 with the object of being engaged in the business of development and manufacturing of New Chemical Entity (NCE) based Intermediates, Active Pharmaceutical Ingredients (API), Specialty Chemicals and formulated drugs under contract research and manufacturing services for global pharmaceutical, biotechnology and chemical companies

b) Description of the Group

Subsidiaries and other consolidating entities of the parent company are listed below

Name of the entity	Principal place of business and Country of Incorporation	Investee relationship		Proportion of ownership interest	
		31/03/2024	31/03/2023	31/03/2024	31/03/2023
Suven Pharma Inc.	USA	Subsidiary	Subsidiary	100%	100%
Casper Pharma Private Limited	India	Subsidiary	Subsidiary	100%	100%

2. Material accounting policies

a) Basis of preparation of Financial Statements

Basis of consolidation

The Consolidated financial statements comprise the financial statements of the Group as at March 31, 2024 and March 31, 2023.Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- 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.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group reassesses 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. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary. 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 adjustment s 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 the reporting date as that of the parent Group, i.e., year ended on 31 March.

Consolidation procedure:

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

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

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

d) Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

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

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at then proportionate share of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised

(All amounts in ₹ Lakhs, unless otherwise stated)

workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values.

For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI.

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. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in Statement of Profit and Loss. An impairment loss recognised for goodwill is not reversed in subsequent periods. Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured

(All amounts in ₹ Lakhs, unless otherwise stated)

based on the relative values of the disposed operation and the portion of the cash generating unit retained.

(i) Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), the provisions of the Companies Act, 2013 ('the Act') (to the extent notified), notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended March 31, 2024 were approved by the Board of directors on May 30, 2024.

(ii) Basis of preparation

The financial statements have been prepared on a historical cost and on accrual basis, except for the following items in the balance sheet:

- Certain financial assets are measured either at fair value or at amortised cost depending on the classification
- Employee defined benefit assets/(liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation; and
- Share-based payments which are measured at fair value of the options
- Right-of-use the assets are recognised at the present value of lease payments that are not paid at that date. This amount is adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct costs, incurred, if any.

b) Current versus non-current classification

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

An asset is treated as current when it is:

- Expected to be realised or intended to 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 and 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 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.

c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chairman and

Managing director has been identified as being the Chief Operating Decision Maker. **Refer Note 30** for the segment information presented.

d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non- monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

e) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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

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

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

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

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

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

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

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

(All amounts in ₹ Lakhs, unless otherwise stated)

- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above (refer Note 27) .

f) Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on Property, Plant and Equipment is provided on straight-line basis at the rates arrived at based on the useful lives prescribed in Schedule II of the Companies Act, 2013. The Group follows the policy of charging depreciation on pro-rata basis on the assets acquired or disposed off during the year.

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in Statement of profit or loss when the assets is derecognised.

Estimated useful life :

- Factory buildings	25 - 30 years
- Roads	3 - 10 years
- Machinery	8 - 20 years
- Furniture ,fittings and equipment	3 - 10 years
- Vehicles	8 - 10 years
- Computers	3 - 6 years

The Company, based on technical assessment made by technical expert and management estimate, depreciates items of Property, plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

g) Intangible assets

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

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or

(All amounts in ₹ Lakhs, unless otherwise stated)

method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms of the carrying value of another asset. Estimated useful lives by major class of finite life intangible assets are as follows:

Estimated useful life :

Software	3 - 10 years

(i) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Research costs are expensed as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use
- Management intends to complete the software and use or sell it
- There is an ability to use or sell the software
- It can be demonstrated how the software will generate probable future economic benefits
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available and;
- The expenditure attributable to the software during its development can be reliably measured

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalized development costs are recorded as intangible assets and amortized from the point at which the asset is available for use.

During the period of development, the asset is tested for impairment annually.

(ii) Amortization methods and periods

Intangible assets with finite useful lives are amortized over their respective individual estimated useful lives (3-10 years in case of computer software) on a straight line basis.

h) Capital work in Progress and Intangible assets under development

Capital work-in-progress represents Property, Plant and Equipment that are not ready for its intended use as at the balance sheet date. Projects under commissioning and other CWIP/ intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost

Advances given to acquire property, plant and equipment are recorded as non-current assets and subsequently transferred to CWIP on acquisition of related assets

i) Impairment of non-financial assets

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

(All amounts in ₹ Lakhs, unless otherwise stated)

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

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

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

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognised in the statement of profit and loss, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

j) Inventories

Raw materials, packing materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials, packing materials and stores comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure allocated based on, the normal operating capacity but excluding borrowing cost. Cost of inventories also include all other cost incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of first-in-first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts. 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 group's Inventory provision policy is as per below:

Ageing Bucket	Provision % for CDMO, API & FDF RM	Provision % for FDF SFG & FG
1-2 years	0%	100%
2-3 years	25%	100%
3-4 years	80%	100%
> 4 years & Specific provision	100%	100%

(All amounts in ₹ Lakhs, unless otherwise stated)

k) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts, if any, as they are considered an integral part of the Group's cash management

l) Income Taxes

Tax expense comprises current and deferred tax.

Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income ("OCI") or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred Tax

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when:

- taxable temporary differences arising on the initial recognition of goodwill;
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction; and
- temporary differences related to investments in subsidiaries to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

Deferred income tax assets and liabilities are measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or substantive enactment date. A deferred income tax assets is recognised to the extent it is probable that future taxable income will be available against which the deductible temporary timing differences and tax losses can be utilised. The Group offsets income-tax assets and liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously, in each future period in

(All amounts in ₹ Lakhs, unless otherwise stated)

which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

m) Leases

The Group assesses at contract inception whether a contract is or contains a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group's lease asset classes primarily consist of leases for Buildings and Facility charges.

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

i. Right of Use Assets

At the date of commencement of the lease (i.e., the date the underlying asset is available for use), the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low-value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised

ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note-2(i) "Impairment of non-financial assets.

ii. Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses interest rate implicit in the lease because incremental borrowing rate at the lease commencement date is not readily determinable. The incremental borrowing rate is calculated at the rate of interest at which the Company would have been able to borrow for similar term and with a similar security the funds necessary to obtain a similar asset in similar market. After the commencement date, the amount of lease liabilities is increased to reflect

(All amounts in ₹ Lakhs, unless otherwise stated)

the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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

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

n) Financial instruments

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

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets measured at fair value through profit or loss, fair value through other comprehensive income (OCI) or as financial assets measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

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

a) Financial assets at amortised cost (debt instruments)

b) Financial assets at fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses (debt instruments)

(All amounts in ₹ Lakhs, unless otherwise stated)

c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)

d) Financial assets at fair value through profit or loss

a) Financial assets at amortised cost (debt instruments)

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment)

- Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: 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.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. The Group's financial assets at amortised cost includes trade receivables, loans, deposits and export incentives included under other current and non-current financial assets.

b) Financial assets at fair value through OCI (FVTOCI) (debt instruments)

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option

- Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: 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.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss. The Group's debt instruments at fair value through OCI includes investments in quoted debt instruments included under other non-current financial assets.

c) Financial assets designated at fair value through OCI (equity instruments)

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognised in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

d) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes investment in mutual funds.

(All amounts in ₹ Lakhs, unless otherwise stated)

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's statement of financial position) when:

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

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

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

e) Impairment of financial assets

Further disclosures relating to impairment of financial assets are also provided in the following notes:

➢ Disclosures for significant assumptions – see Note 6

➢ Trade receivables and contract assets – see Note 6

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For debt instruments at fair value through OCI, the Company applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Company reassesses the internal credit rating of the debt instrument. In addition, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

(All amounts in ₹ Lakhs, unless otherwise stated)

The Group's debt instruments at fair value through OCI comprise solely of quoted bonds that are graded in the top investment category (Very Good and Good) by the Good Credit Rating Agency and, therefore, are low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. The Company uses the ratings from the Good Credit Rating Agency both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

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

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

Financial liabilities at amortised cost (Loans and Borrowings)

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

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

(All amounts in ₹ Lakhs, unless otherwise stated)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amortisation amount of income recognised in accordance with the principles of Ind AS 115.

Derecognition

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

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

O) Employee benefits

(i) Short-term obligations

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

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefit are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(All amounts in ₹ Lakhs, unless otherwise stated)

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

(a) Defined benefit plans such as gratuity; and

(b) Defined contribution plans such as provident fund.

Defined Benefit plan : Gratuity obligations

The liability or assets recognized in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets. The defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The benefits which are denominated in currency other than INR, the cash flows are discounted using market yields determined by reference to high-quality corporate bonds that are denominated in the current in which the benefits will be paid, and that have terms approximating to the terms of the related obligation.The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.Remeasurement gains and losses arising from experience adjustments and change in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.Defined contribution plans The Group pays provident fund contributions to publicly administered funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined contribution plans :

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

(iv) Bonus plans

The group recognizes a liability and an expense for bonuses. The group recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(v) Compensated absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using the projected unit credit method on the additional amount expected to be paid/ availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised is the period in which the absences occur.

p) Share-based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

(All amounts in ₹ Lakhs, unless otherwise stated)

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an Monte Carlo Simulation Pricing ("MCS"), further details of which are given in Note 26.

That cost is recognised in employee benefits expense (Note 21), together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date, to the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are considered within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are considered in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have-not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

Contingently issuable share are treated as outstanding and are included in the calculation of basic earning per share (EPS) only from the date when all the necessary conditions are satisfied (i.e., event have occured). Also contingently issuable share are treated as outstanding and included in calculation of diluted earning per share, if the conditions are satisfied (i.e. the event has occured). (further details are given in Note 26).

q) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

r) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Group derives revenues primarily from manufacture and sale of Active Pharma Ingredients (API) including intermediates and Contract Research services (together called as "Pharmaceuticals")

The following is summary of significant accounting policies relating to revenue recognition.

The Group earns revenue primarily from sale of New Chemical Entity (NCE) based Intermediates, Active Pharmaceutical Ingredients (API) Specialty chemicals and formulated drugs under contract research and manufacturing services.

(All amounts in ₹ Lakhs, unless otherwise stated)

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those products or services. To recognize revenues, we apply the following five step approach:

(1) Identify the contract with a customer,

(2) Identify the performance obligations in the contract,

(3) Determine the transaction price,

(4) Allocate the transaction price to the performance obligations in the contract, and

(5) Recognize revenues when a performance obligation is satisfied.

Sale of products The Group recognises revenue for supply of goods to customers against orders received. The majority of contracts that Group enters into relate to sales orders containing single performance obligations for the delivery of pharmaceutical products as per Ind AS 115. Product revenue is recognised when control of the goods is passed to the customer. The point at which control passes is determined based on the terms and conditions by each customer arrangement, but generally occurs on delivery to the customer. Revenue is not recognised until it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur

Sale of services Revenue from contract research operations is recognised based on services performed till date as a percentage of total services. The agreed milestones are specified in the contracts with customers which determine the total services to be performed.

Contract asset:

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in Financial instruments.

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or the amount is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Royalty

Royalty revenue is recognized on an accrual basis in accordance with the substance of the relevant agreement (provided that it is probable that economic benefits will flow to the Group and the amount of revenue can be measured reliably). Royalty arrangements that are based on production, sales and other measures are recognized by reference to the underlying arrangement.

Interest income For all debt financial instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in finance income in the Statement of Profit and Loss

Export Incentives: Export incentives 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

Dividends

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

s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that take a substantial period of time to get ready for their intended use or sale are capitalized as part of the cost of the respective asset Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.Other borrowings costs are expensed in the period in which they are incurred. Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowing to the extent they are regarded as adjustment to the interest cost.

Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

t) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

u) Earning per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

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

(ii) Diluted earnings per share

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

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

v) Cash flow statement

Cash flows are reported using the Indirect method, whereby profit before tax 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 items of income or expenses associated with investing or financing cash flows. The cash flows from operating, financing activities of the Group are segregated.

w) Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

x Provisions, Contingent Liabilities , Contingent Assets and commitments

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

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

(All amounts in ₹ Lakhs, unless otherwise stated)

The expense relating to a provision is presented in the statement of profit and loss.

Contingent Liabilities

Contingent liabilities are disclosed, unless the possibility of outflow of resources is remote, when there is

- A possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or
- A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or reliable estimate of the amount cannot be made.

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by- the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize the contingent asset in its standalone financial statements since this may result in the recognition of income that may never be realised. Where an inflow of economic benefits are probable, the Company disclose a brief description of the nature of contingent assets at the end of the reporting period. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

Commitments

- Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date (Refer Note 32 & 33).

y) Critical estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires Management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The areas involving critical estimates or judgements are:

1. Estimation of current tax expense and payable
2. Estimated Useful life of Depreciable assets / intangible assets
3. Estimation of defined benefit obligation
4. Recognition of revenue
5. Recognition of deferred tax assets for carried forward losses
6. Recoverability of advances/receivable
7. Evaluation of indicators for Impairment of assets
8. Valuation of inventories
9. Determination of cost for right-of-use assets and lease term
10. Contingencies
11. Financial instruments
12. Fair value measurement of financial instruments
13. Share based payments
14. Depreciation on property, plant, equipment, and amortization of intangible assets

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

z) New standards and interpretations not yet adopted

(i) 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. On March 31, 2023,MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules,2023, applicable from April 1, 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the cognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group has evaluated and the amendment and there is no impact on its financial statements.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

(ii) New Standards/Amendments notified but not yet effective:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

Note 3: Property, plant and equipment

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Land - Free Hold	Lease-hold im-prove-ments	Build-ings - Office at Factory	Buildings - Factory (including roads)	Plant & Equip-ment	Furni-ture & Fixtures	Vehi-cles	Office Equip-ments	Labo-ratory Equip-ments	ETP Works	EDP Equip-ments	Total	Capital work-in-progress
Gross carrying amount													
Balance as at April 01, 2022	1,504.64	-	31.20	18,103.26	41,683.39	820.31	166.09	226.14	4,266.91	1,704.53	333.18	68,839.65	2,999.38
Assets acquired through Business Combination	-	-	-	3,502.07	3,232.32	283.16	-	747.81	-	-	-	7,765.36	
Additions	-	-	-	366.42	1,720.37	60.69	34.72	62.97	510.79	117.09	12.73	2,885.78	15,513.32
Capitalized during the year	-	-	-	-	-	-	-	-	-	-	-	-	2,003.84
Disposals	-	-	-	-	51.69	-	-	-	10.52	-	-	62.21	-
Balance as at March 31, 2023	**1,504.64**	**-**	**31.20**	**21,971.76**	**46,584.39**	**1,164.17**	**200.82**	**1,036.91**	**4,767.18**	**1,821.62**	**345.91**	**79,428.58**	**16,508.86**
Accumulated depreciation													
Balance as at April 01, 2022	-	-	5.24	3,131.05	9,524.91	334.15	79.78	164.43	1,891.90	395.53	257.48	15,784.46	-
Assets acquired through Business Combination	-	-	-	174.54	319.04	37.69	-	142.48	-	-	-	673.75	-
Depreciation for the year	-	-	0.75	799.16	3,005.92	97.86	20.22	122.38	407.48	122.07	30.08	4,605.90	-
Disposals	-	-	-	-	43.84	-	-	-	10.52	-	-	54.36	-
Balance as at March 31, 2023	**-**	**-**	**5.99**	**4,104.75**	**12,806.03**	**469.70**	**100.00**	**429.29**	**2,288.85**	**517.60**	**287.56**	**21,009.75**	**-**
Gross carrying amount													
Balance as at April 01, 2023	1,504.64	-	31.20	21,971.76	46,584.39	1,164.17	200.82	1,036.91	4,767.18	1,821.62	345.91	79,428.58	16,508.86
Additions	-	425.98	-	83.41	2,424.01	24.07	23.21	93.03	290.71	21.54	71.67	3,457.62	4,814.95
Capitalized during the year	-	-	-	-	-	-	-	-	-	-	-	-	3,426.65
Disposals	-	-	-	-	700.60	-	75.08	12.76	90.44	-	72.72	951.60	-
Balance as at March 31, 2024	**1,504.64**	**425.98**	**31.20**	**22,055.16**	**48,307.80**	**1,188.23**	**148.94**	**1,117.19**	**4,967.45**	**1,843.16**	**344.86**	**81,934.60**	**17,897.16**
Accumulated depreciation													
Balance as at April 01, 2023	-	-	5.99	4,104.75	12,806.03	469.70	100.00	429.29	2,288.85	517.60	287.56	21,009.75	-
Depreciation for the year	-	0.47	0.75	815.88	3,456.21	107.15	19.46	148.14	424.25	103.52	28.50	5,104.33	-
Disposals	-	-	-	-	695.89	-	34.45	11.94	87.90	-	71.23	901.41	-
Balance as at March 31, 2024	**-**	**0.47**	**6.73**	**4,920.63**	**15,566.36**	**576.85**	**85.01**	**565.49**	**2,625.20**	**621.12**	**244.83**	**25,212.67**	**-**
Net carrying value as at March 31, 2024	**1,504.64**	**425.51**	**24.46**	**17,134.54**	**32,741.44**	**611.39**	**63.93**	**551.70**	**2,342.25**	**1,222.04**	**100.03**	**56,721.92**	**17,897.16**
Net carrying value as at March 31, 2023	**1,504.64**	**-**	**25.21**	**17,867.01**	**33,778.35**	**694.47**	**100.82**	**607.63**	**2,478.33**	**1,304.02**	**58.35**	**58,418.83**	**16,508.86**

Notes:

Refer Note 13 (b) for information on property, plant and equipment pledged as security by the Group

Refer Note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(All amounts in ₹ Lakhs, unless otherwise stated)

Capital Work-in-progress ageing schedule for the year ended March 31, 2024 and March 31, 2023 is as follows:

Particulars	Amount in Capital Work-In-Progress for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Balance as at March 31, 2024					
Projects in progress	3,840.70	12,154.59	1,901.87	-	17,897.16
Projects temporarily suspended	-	-	-	-	-
Total	**3,840.70**	**12,154.59**	**1,901.87**	**-**	**17,897.16**
Balance as at March 31, 2023					
Projects in progress	14,548.82	1,958.44	1.61	-	16,508.86
Projects temporarily suspended	-	-	-	-	-
Total	**14,548.82**	**1,958.44**	**1.61**	**-**	**16,508.86**

Note:

The Group has not revalued its Property, Plant and Equipment

Note 4: Intangible assets

(a) Goodwill

Particulars	March 31, 2024	March 31, 2023
Balance at the beginning of the year	6,025.83	-
Additional amount recognised from business combination during the year	-	6,025.83
Disposals	-	-
Balance at the end of the year	**6,025.83**	**6,025.83**

4(a)(i) As at March 31, 2024, the carrying goodwill is ₹6,025.83 lakhs which pertains to the acquisition of Casper Pharma Private Limited ('Casper' or 'acquiree') by the holding company.

4(a)(ii) Goodwill arising upon business combination is not amortised but tested for impairment at least annually or more frequently if there is any indication that the cash generating unit to which goodwill is allocated is impaired. The Group performed its annual impairment test for the year ended March 31, 2024.

For the purpose of impairment testing of Goodwill, as per the business plan of purchase, the entire business of Casper is considered as single Cash Generating Unit (CGU).

The recoverable amounts of the above cash generating units have been assessed using a value-in-use model. Value-in-use is generally calculated as the net present value of the projected post-tax cash flows plus a terminal value of the cash generating unit to which the goodwill is allocated. Initially, a post-tax discount rate is applied to calculate the net present value of the post-tax cash flows

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For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) Other Intangible Assets

Particulars	Computer Software	Intangible assets under development
Gross Carrying value		
Balance as at April 01, 2023	410.35	-
Additions	3.49	11.03
Disposals	-	-
Balance as at March 31, 2024	**413.84**	**11.03**
Accumulated amortisation and impairment		
Balance as at April 01, 2023	217.15	-
Amortisation for the year	40.98	-
Balance as at March 31, 2024	**258.13**	**-**
Net Carrying value	**155.71**	**11.03**
Gross Carrying value		
Balance as at April 01, 2022	400.70	-
Additions	9.65	-
Disposals	-	-
Balance as at March 31, 2023	**410.35**	**-**
Accumulated amortisation and impairment		
Balance as at April 01, 2022	177.06	-
Amortisation for the year	40.09	-
Balance as at March 31, 2023	**217.15**	**-**
Net Carrying Value	**193.20**	**-**

Intangible assets under development aging schedule

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Balance as at March 31, 2024					
Projects in progress	11.03	-	-	-	11.03
Projects temporarily suspended	-	-	-	-	-
Total	**11.03**	**-**	**-**	**-**	**11.03**
Balance as at March 31, 2023					
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 5: Leases

Note 5(a): Right of Use Assets

Particulars	March 31, 2024	March 31, 2023
Opening Balance	1,694.80	140.56
Addition	2,695.01	1,698.67
Modifications	-	8.22
Less: Deletion	(26.35)	-
Less Depreciation expense	304.93	152.65
Closing Balance	**4,058.52**	**1,694.80**

Note 5(b): Lease Liabilities

Particulars	March 31, 2024	March 31, 2023
Opening Balance	117.88	155.38
Addition	2,695.01	79.35
Modifications	-	3.94
Less: Deletion	(27.83)	-
Add: Accretion of interest	124.02	12.60
Less: Payments	(265.19)	(142.95)
Add/(Less): Exchange fluctuation	(1.78)	9.55
Closing Balance	**2,642.11**	**117.88**

Particulars	March 31, 2024	March 31, 2023
Current Portion	518.55	47.90
Non-Current Portion	2,123.56	69.98

Maturity analysis of lease liabilities is as follows (Undiscounted Basis)

Particulars	March 31, 2024	March 31, 2023
Less than one year	518.55	47.90
1 to 5 years	1,897.51	69.98
above 5 years	226.05	-
Closing balance	**2,642.11**	**117.88**

The following are the amounts recognised in statement of profit and loss:

Particulars	March 31, 2024	March 31, 2023
Depreciation expense on right-of-use assets	304.93	152.65
Interest expense on lease liabilities	124.02	12.60
Expense relating to short-term leases and low-value assets (included in other expenses)	2.01	2.01
Total amount recognised in statement of profit and loss	**430.97**	**167.26**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 6: Financial assets

6 (a) (i) Non-current investments

Particulars	Face value	March 31, 2024		March 31, 2023	
		Shares	Amount	Shares	Amount
Investments in unquoted equity shares (fully paid, carried at fair value through profit and loss)					
In Others					
Jeedimetla Effluent Treatment Ltd	100	1,000	6.00	1,000	6.00
Patancheru Envirotech Pvt Ltd	10	10,487	1.05	10,487	1.05
Investments in unquoted equity shares (fully paid, carried at fair value through Other comprehensive income)					
In Others					
Raisin Aggregator, L.P			13,051.14		11,702.62
Less: Provision for Impairment			-		-
Total Non-Current investments			**13,058.19**		**11,709.66**
Aggregate amount of quoted investments & market value thereof					
Aggregate value of unquoted investments		-	13,058.19	-	11,709.66
Aggregate amount of impairment in value of Investment		-	-	-	-

6 (a) (ii) Current investments carried at Fair value through Profit & Loss

Particulars	March 31, 2024		March 31, 2023	
	Units	Amount	Units	Amount
Investment in Mutual Funds - Quoted (Fully paid up)				
Nippon India corporate bond Fund -Direct Plan Growth plan- Growth option	77,06,979	4,346.61	77,06,979	4,016.32
Nippon India liquid Fund-Direct Plan Growth plan- Growth option	-	-	36,384	2,003.67
Nippon India Arbitrage fund-growth-Direct plan	2,32,38,581	7,577.51	-	-
SBI Liquid Fund Direct Growth	-	-	99,706	3,512.96
SBI Corporate Bond Fund-Direct Plan-Growth	2,64,81,308	2,715.09	2,64,81,308	3,528.93
SBI Savings Fund -Direct Plan-Growth	1,10,35,684	4,375.95	69,31,025	2,604.08
SBI Fixed maturity plan	3,68,47,627	3,684.76	1,50,92,523	1,509.25
SBI Arbitrage Opportunities fund -direct plan growth	3,04,60,348	13,724.44	-	-
TATA Money Market Fund Direct Plan-Growth	1,91,416	8,446.68	1,91,416	7,748.63
TATA Treasury Advantage Fund Direct Plan-Growth	-	-	75,882	2,592.09
TATA Corporate bond Fund Direct Plan Growth	3,37,82,334	3,745.58	3,37,82,334	3,549.14
TATA Arbitrage fund - Direct plan Growth	4,12,13,411	6,661.89	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	March 31, 2024		March 31, 2023	
	Units	Amount	Units	Amount
Bandhan Low Duration Fund- Growth	1,22,94,957	5,435.57	1,22,94,957	4,116.54
Bandhan Arbitrage fund-growth-Direct plan	1,17,77,290	3,760.21	-	-
Aditya Birla Sun life Low duration fund-Growth Direct plan	7,52,427	4,959.56	-	-
HDFC Arbitrage fund-Whole sale plan-Growth-Direct plan	2,59,73,707	4,770.33	-	-
HDFC Liquid fund--Growth-Direct plan	53,562	2,540.81	-	-
ICICI Prudential MF-Liquid Fund	1,80,346	644.57	7,82,917	2,608.56
Total		**77,389.55**		**37,790.16**
Investment in Bonds & Debentures - Unquoted (Fully paid up)				
LIC Housing Finance Limited-8.89%	-	-	-	542.28
Muthoot Finance Limited-6.6%	-	-	1,000	2,098.86
Shriram Finance Limited	-	-	-	1,462.20
Total		-		4,103.34
Total Current Investments		**77,389.55**		**41,893.50**
Aggregate amount of quoted investments & market value thereof		**77,389.55**		**37,790.16**
Aggregate value of Unquoted investments		-		4,103.34
Aggregate amount of impairment in value of Investment in unquoted investments		-		-

6(b) Loans

Particulars	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Unsecured, considered good				
Other Loans	83.08	0.75	19.29	2.25
Total loans	**83.08**	**0.75**	**19.29**	**2.25**

6(c) Other financial assets

Particulars	March 31, 2024		March 31, 2023	
	Current	Non Current	Current	Non Current
Unsecured, considered good				
Security Deposits	-	937.20	-	591.19
Interest accrued on deposit	42.88	-	28.17	-
Insurance claim receivable	-	-	128.80	-
Total Other financial assets	**42.88**	**937.20**	**156.98**	**591.19**

(All amounts in ₹ Lakhs, unless otherwise stated)

6(d) Trade receivables

(Carried at amortised cost, except otherwise stated)

Particulars	March 31, 2024	March 31, 2023
Trade receivables - unsecured - considered good *	13,365.92	11,093.93
Trade receivables - unsecured - which have significant increase in credit risk	-	-
Trade receivables - unsecured - Credit Impaired	-	-
Total	**13,365.92**	**11,093.93**
Less: Allowance for expected credit loss	-	-
Total	**13,365.92**	**11,093.93**

*No Trade receivables are due from directors or other officers of the Group either severally or jointly with any other person. Refer Note 31 for dues from related parties

Trade receivables ageing schedule for the year ended March 31, 2024 and March 31, 2023

Ageing for trade receivables - Outstanding as at March 31, 2024 is as follows :

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good	4,580.47	8,785.45	-	-	-	-	13,365.92
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Undisputed Trade Receivables- credit Impaired	-	-	-	-	-	-	-
Total	**4,580.47**	**8,785.45**	**-**	**-**	**-**	**-**	**13,365.92**
Less: Allowance for expected credit loss		-	-	-	-	-	-
Balance at the end of the year	**4,580.47**	**8,785.45**	**-**	**-**	**-**	**-**	**13,365.92**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Ageing for trade receivables - current outstanding as at March 31, 2023 is as follows :

Particulars	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables- considered good	3,124.65	7,969.28	-	-	-	-	11,093.93
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit Impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Undisputed Trade Receivables- credit Impaired	-	-	-	-	-	-	-
Total	**3,124.65**	**7,969.28**	**-**	**-**	**-**	**-**	**11,093.93**
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Balance at the end of the year	**3,124.65**	**7,969.28**	**-**	**-**	**-**	**-**	**11,093.93**

6(e) (i) Cash and cash equivalents

Particulars	March 31, 2024	March 31, 2023
Balances with banks		
-in current accounts	4,073.34	4,525.06
-in EEFC account	138.32	1,445.07
-in Cash Credit account	5.36	5.39
-Deposits (with Original maturities less than 3 months)	500.00	500.00
Cash on hand	6.10	4.75
Total cash and cash equivalents	**4,723.12**	**6,480.28**

6(e) (ii) Bank balances other than cash and cash equivalents

Particulars	March 31, 2024	March 31, 2023
Earmarked balances with banks:		
In unclaimed dividend accounts*	101.82	105.72
LC and Bank Guarantee Margin money**	224.95	215.40
Total Other bank balances	**326.76**	**321.12**

*There are no amount due for payment to the Investor Education Protection Fund under sec 125 of Companies act 2013, as the year end.

**Margin Money deposits with carrying amount of ₹224.95 Lakhs (March 2023 - ₹215.40 Lakhs) are subject to first charge against bank guarantees obtained.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 7: Other non-current assets

Particulars	March 31, 2024	March 31, 2023
Capital advances - considered good	203.23	325.19
Defined benefit plan assets	20.49	-
Total other non-current assets	**223.71**	**325.19**

Note 8: Inventories

(Valued at lower of Cost or Net Realisable Value)

Particulars	March 31, 2024	March 31, 2023
Raw materials	4,618.93	7,708.50
Work-in-progress	10,062.44	11,348.32
Finished goods	6,283.87	9,913.54
Stores and spares	1,711.81	1,906.31
Packing materials	442.51	404.37
Total inventories	**23,119.57**	**31,281.05**

Note 9: Other current assets

Particulars	March 31, 2024	March 31, 2023
Unsecured, considered good		
Duty drawback receivable	111.25	125.74
RoDTEP Receivable	543.97	-
GST Receivable	4,924.66	6,376.48
Pre paid expenses	492.11	862.82
Advances to Material Suppliers, considered good	139.12	1,776.61
Advances to service providers, considered good	49.45	270.92
Others advances, considered good	8.74	445.85
Total other current assets	**6,269.31**	**9,858.43**

Note 10: Equity share capital and other equity

10(a) Equity share capital

Particulars	March 31, 2024	March 31, 2023
Authorised Capital		
400,000,000 Equity shares of ₹1 /- each	4,000.00	4,000.00
(March 31, 2023 400,000,000 Equity shares of ₹1 /- each)		
	4,000.00	**4,000.00**
Issued, Subscribed and fully paid up		
25,45,64,956 Equity shares of ₹1/- each	2,545.65	2,545.65
(March 31, 2023: 25,45,64,956 Equity shares of ₹1/- each)		
	2,545.65	**2,545.65**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

10(a).1 Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	March 31, 2024		March 31, 2023	
	Number	Amount	Number	Amount
Equity Shares				
At the beginning of the year	25,45,64,956	2,545.65	25,45,64,956	2,545.65
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**25,45,64,956**	**2,545.65**	**25,45,64,956**	**2,545.65**

10 (a).2 Terms/ rights attached to equity shares

Equity shares have a par value of ₹1. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the Group in proportion to the number of and amounts paid on the shares held.

Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

In the event of liquidation of the Group , the holders of equity shares will be entitled to receive remaining assets of the group ,after distribution of all preferential amounts. However , no such preferential amounts exist currently . The distribution will be in proportions to the number of equity shares held by the shareholders

10 (a). 3(i) Details of shares held by the promoter at the end of the year March 31, 2024

Name of the Promoter	March 31, 2024		March 31, 2023		% change during the year
	No of shares	% of total shares	No of shares	% of total shares	
Berhyanda Limited	12,75,37,043	50.10%	-	0.00%	100.00%
Jasti Property and Equity Holdings Private Limited*	-	-	15,27,30,000	60.00%	-100.00%
Venkateswarlu Jasti*	-	-	2,000	0.00%	-100.00%
Sudha Rani Jasti*	-	-	2,000	0.00%	-100.00%
Kalyani Jasti*	-	-	2,000	0.00%	-100.00%
Madhavi Jasti*	-	-	2,000	0.00%	-100.00%
Sirisha Jasti*	-	-	2,000	0.00%	-100.00%
	12,75,37,043	**50.10%**	**15,27,40,000**	**60.00%**	

*Jasti Property and Equity Holdings Private Limited, promoter of the Group had transferred 12,75,37,043 shares to M/s. Berhyanda Limited on September 29, 2023 & *Jasti Property and Equity

Holdings Private Limited and others are not promoters from September 29, 2023 but reclassification of the promoter is made on January 12, 2024.

(All amounts in ₹ Lakhs, unless otherwise stated)

Details of shares held by the promoter at the end of the year March 31, 2023

Name of the Promoter	March 31, 2023		March 31, 2022		% change during the year
	No of shares	% of total shares	No of shares	% of total shares	
Jasti Property and Equity Holdings Private Limited	15,27,30,000	60.00%	15,27,30,000	60.00%	-
Venkateswarlu Jasti	2,000	0.00%	2,000	0.00%	-
Sudha Rani Jasti	2,000	0.00%	2,000	0.00%	-
Kalyani Jasti	2,000	0.00%	2,000	0.00%	-
Madhavi Jasti	2,000	0.00%	2,000	0.00%	-
Sirisha Jasti	2,000	0.00%	2,000	0.00%	-

10(a).4 Details of shareholders holding more than 5% shares in the Group

Particulars	March 31, 2024		March 31, 2023	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Berhyanda Limited	12,75,37,043	50.10%	-	-
Jasti Property and Equity Holdings Private Limited	2,51,92,957	9.90%	15,27,30,000	60.00%

10(a).5 No shares have been allotted without payment being received in cash or by way of bonus shares during the period of five years immediately preceding the reporting date

10(a).6 Details of shares reserved for issue under employee stock options (ESOP)

For details of shares reserved for issue under employee stock option plan (ESOP), refer Note 26.

10(b) Other equity

Particulars	March 31, 2024	March 31, 2023
Securities premium reserve	10,957.38	10,957.38
General reserve	12,427.67	12,427.67
Equity investments through other comprehensive income	52.62	-
Foreign currency Translation Reserve	2,371.78	1,071.67
Retained earnings	1,76,511.79	1,46,516.06
Share based payment reserve	199.45	-
Total other equity	**2,02,520.70**	**1,70,972.78**

(All amounts in ₹ Lakhs, unless otherwise stated)

B. Nature and purpose of reserves	
(a) Securities premium reserve	The amount received in excess of face value of the equity shares is recognised in securities premium. In case of equity-settled share based payment transactions, the difference between fair value on grant date and nominal value of share is accounted as securities premium. This reserve will be utilised in accordance with provisions of Section 52 of the Companies Act, 2013.
(b) General reserve	The Group has transferred a portion of the net profit of the Group before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013
(c) Retained earnings	Retained earnings are the profits that the Group has earned to date, less any transfers to general reserve, dividends or other distributions to share holders.
(d) Shares based payment reserve	The share-based payments reserve is used to recognise the value of equity settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 26 for further details of these plans.
(e) Other Comprehensive Income (OCI):	Other comprehensive income comprises of: (i) Re-measurement of defined employee benefit plans: Difference between the interest income on plan assets and the return actually achieved, any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments with in the plans, are recognised in other comprehensive income and subsequently not reclassified in to consolidated statement of profit and loss. (ii) Exchange differences on translation of financial statements of foreign operations: Represents exchange differences arising on account of conversion of foreign operations to Group's functional currency.

(i) Securities premium Reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	10,957.38	10,957.38
Additions during the period	-	-
Closing Balance	**10,957.38**	**10,957.38**

(ii) General Reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	12,427.67	10,927.67
Transferred from Retained Earnings	-	1,500.00
Closing Balance	**12,427.67**	**12,427.67**

(All amounts in ₹ Lakhs, unless otherwise stated)

(iii) Other Comprehensive Income

Equity investments through other comprehensive income

Particulars	March 31, 2024	March 31, 2023
Opening balance		
Equity investments through other comprehensive income - net change in fair value	52.62	-
Closing Balance	**52.62**	**-**

Foreign currency Translation Reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	1,071.67	1,016.47
OCI - Items that will be reclassified subsequently to profit or loss	1,300.12	55.19
Closing Balance	**2,371.78**	**1,071.67**

(iv) Retained earnings

Particulars	March 31, 2024	March 31, 2023
Opening balance	1,46,516.06	1,27,270.86
Net profit for the year	30,028.06	41,129.03
Transferred to General reserve	-	(1,500.00)
Dividend paid	-	(20,365.20)
Other Comprehensive Income		
- Remeasurements of post employment benefit obligation, net of tax	(32.33)	(18.65)
Closing balance	**1,76,511.79**	**1,46,516.06**

(v) Share based payment reserve

Particulars	March 31, 2024	March 31, 2023
Opening balance	-	-
Provided during the year	199.45	-
Closing Balance	**199.45**	**-**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

10(c) Dividends paid and proposed (on equity instruments)

Particulars	March 31, 2024	March 31, 2023
(i) Cash dividends on Equity shares declared and paid		
Final dividend for the FY 2023-24: ₹0.00 (FY 2022-23: ₹2.00) per fully paid share	-	50,91,29,912
Interim dividend for the FY 2023-24: ₹0.00 (FY 2022-23: ₹6.00) per fully paid share	-	1,52,73,89,736
Total	**-**	**2,03,65,19,648**

Note 11: Provisions

Particulars	March 31, 2024		March 31, 2023	
	Current	Non-Current	Current	Non-Current
Provision for Employee benefits				
-Leave obligations	305.99	976.76	273.14	829.50
-Gratuity	168.38	73.28	121.47	-
	474.37	**1,050.04**	**394.61**	**829.50**

Employee Benefit Plans

(i) Defined Contribution plans

Particulars	March 31, 2024	March 31, 2023
Provident Fund	670.55	570.66
State Defined Contribution Plans		
Employees State Insurance	3.24	6.20

(ii) Defined Benefit plan

Gratuity

The Group provides for gratuity for employees in India as per the payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 day salary multiplied for the number of years of service. The plan is funded with Life Insurance Corporation in the form of a qualifying insurance policy The Group does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

(All amounts in ₹ Lakhs, unless otherwise stated)

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Balance as at April 01, 2022	**1,707.77**	**1,421.49**	**286.28**
Current service cost	222.10	-	222.10
Interest expense/(income)	120.03	115.13	4.90
Total	**2,049.89**	**1,536.61**	**513.28**
Remeasurements			
- Experience adjustments	40.30	-	40.30
- Financials assumptions	(28.24)	-	(28.24)
- Return on plan assets (excluding Interest Income)	-	(11.57)	11.57
Total	**2,061.96**	**1,525.04**	**536.91**
Employer contributions	-	297.82	(297.82)
Benefit payments	(141.13)	-	(141.13)
Others	-	(10.22)	10.22
Interest adjustment	-	-	-
Balance as at March 31, 2023	**1,920.82**	**1,812.64**	**108.18**
Balance as at April 01, 2023	**1,920.82**	**1,812.64**	**108.18**
Current service cost	244.45	-	244.45
Interest expense/(income)	138.50	136.80	1.70
Total	**2,303.77**	**1,949.44**	**354.33**
Remeasurements			
- Experience adjustments	(6.45)	-	(6.45)
- Financials assumptions	50.36	-	50.36
- Return on plan assets (excluding Interest Income)	-	3.15	(3.15)
- Demographic Assumptions	(2.84)	-	(2.84)
Total	**2,344.84**	**1,952.59**	**392.25**
Employer contributions	-	18.25	(18.25)
Benefit payments	(153.01)	(0.18)	(152.83)
Others	-	-	-
Interest adjustment	-	-	-
Balance as at March 31, 2024	**2,191.83**	**1,970.66**	**221.18**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Reconciliation of Liability

Particulars	March 31, 2024	March 31, 2023
Present value of obligation as at the beginning of the year	1,920.82	1,707.77
Interest cost	138.50	120.03
Past service cost - (Vested Benefits)	-	-
Current service cost	244.45	222.10
Benefits paid	(153.01)	(141.13)
Increase / (Decrease) due to effect of any business combination / divesture / transfer)	-	-
Increase / (Decrease) due to Plan combination	-	-
Financial Assumptions	50.36	(28.24)
Actuarial (gain)/loss on obligation	(9.29)	40.30
Present value of obligation as at the end of the year	**2,191.83**	**1,920.82**

Reconciliation of Plan Assets

Particulars	March 31, 2024	March 31, 2023
Fair value at beginning of the year	1,812.64	1,421.49
Interest income	136.8	115.13
Employers contribution	18.25	297.82
Benefit Payments from Plan Assets	(0.18)	-
Return on plan assets	3.15	(11.57)
Adjustment to Opening Balance, Other Expenses & Increase/ Decrease due to Plan Combination	-	(10.22)
Fair value at the end of the year	**1,970.66**	**1,812.64**

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2024	March 31, 2023
Funds managed by Insurers	100%	100%

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.23%	7.51%
Salary growth rate	9.00%	9.00%
Attrition rate	6.50%	6.50%
Average future service	20.52	21.84
Retirement age	58 Years	58 Years
Mortality rate	100%	100%

(All amounts in ₹ Lakhs, unless otherwise stated)

(iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Defined benefit obligation					
	Change in assumption		Increase in assumption		Decrease in assumption	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	1%	1%	2,020.68	1,772.14	2,389.16	2,092.17
Salary growth rate	1%	1%	2,367.50	2,075.94	2,028.72	1,777.74
Attrition rate	1%	1%	2,172.15	1,905.92	2,213.83	1,937.47

Expected cash flows over the next (valued on undiscounted basis):	Amount (₹)
1 year	171.29
2 to 5 Years	790.97
More than 6 Years	3,590.83

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The Group has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance company carries out a funding valuation based on the latest employee data provided by the Group. Any deficit in the assets arising as a result of such valuation is funded by the Group.

Discount rate: The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.

Salary escalation rate: The estimate of future salary increases considered takes into account the inflation, seniority, promotion and other related factors.

(v) Best estimate of Contribution during the next year

The recommended contribution is minimum of net liability (Defined Benefit obligation-Fund balance as at valuation date) ₹241.66 Lakhs or 8.33% of the wage bill

Discontinuance Liability

Amount payable upon discontinuance of all employment is ₹1,710.48 Lakhs

(vi) Risk exposure

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset Volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit. Most of the plan asset investments are in fixed income securities with high grades and in government securities. A portion of the fund is invested in equity securities and in alternative investments which have

(All amounts in ₹ Lakhs, unless otherwise stated)

low correlation with equity securities. The equity securities are expected to earn a return in excess of the discount rate and contribute to the plan deficit. The group has a risk management strategy where the aggregate amount of risk exposure on a portfolio level is maintained at a fixed range. Any deviations from the range are corrected by rebalancing the portfolio. The Group intends to maintain the investment mix in the continuing years.

Changes in bond yields: A decrease in bond yields will increase plan liabilities, although this will be partially off-set by an increase in the value of the plan's bond holdings.

Inflation risk: In the pension plans, the pensions in payment are not linked to inflation, so this is a less material risk.

Life expectancy: The pension obligation are to provide benefits for the life of the member, so increase in life expectancy will result in an increase in the plan's liabilities. This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy

The Group ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long term investments that are in line with the obligations under the employee benefit plans. Within this framework, the Group's ALM objective is to match the assets to the pension obligations by investing in long term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency.

The Group actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Group has not changed the processes used to manage its risks from previous periods.

A large portion of assets in 2023-24 consists of government and corporate bonds, although the Group also invests in equities, cash and mutual funds. The Group believes that equities offer the best returns over the long term with an acceptable level of risk. The majority of equities are in a globally diversified portfolio of international blue chip entities, with a target of 60% equities held in India. The plan asset mix is in compliance with the requirements of the respective local regulations.

Interest Rate : A decrease in bond yields will increase plan liabilities, although this will be partially off-set by an increase in the value of the plan's bond holdings.

Investment Risk: If actual return on plan assets us below this rate , it will create a plan deficit .

Salary Risk: Higher than expected increase in salaries increases the defined benefit obligations.

Demographic Risk: The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment . An increase in the life expectancy of the plan participants will increase the plans liability.

Other Long term benefit plans

Disclosures related to compensated absences

The Group provides for accumulation of compensated absences in respect of certain categories of employees. Theses employees can carry forward a portion of the unutilized compensated absences and utilize them in future periods or receive cash in lieu thereof as per Group policy.

Actuarial valuation for compensated absences is done as at the year end and provision is made as per Group policy with corresponding (gain) / Charge to the statement of profit and loss amounting to ₹708.77 Lakhs (March 31, 2023 : ₹424.93 Lakhs)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 12: Deferred tax assets /(liabilities)

The balances comprises temporary differences attributable to :

Particulars	31 March 2024	31 March 2023
Employee benefits	250.69	137.82
Other items	81.77	-
Lease Liabilities	33.84	2.32
MAT credit	81.31	81.31
Total Deferred tax assets	**447.61**	**221.44**
Set-off of deferred tax liabilities pursuant to set-off provisions		
- Property, Plant and Equipment	4,143.08	4,067.50
- Unrealised capital gains on Investments (MF-Equity)	213.84	237.08
- Unrealised capital gains on Investments (MF-Debt)	823.12	-
- MAT credit Adjustment	-	-
- Others - Federal, NJ State tax	1,746.69	1,740.32
Total Deferred tax Liabilities	6,926.73	6,044.90
Total deferred tax assets/(Liabilities) (net)	**(6,479.12)**	**(5,823.46)**

Movement in Deferred tax assets /(liabilities)

Particulars	Balance as at March 31, 2023	Recognised in Profit & loss	Recognised in OCI	Balance as at March 31, 2024
Employee benefits	137.82	102.95	9.92	250.69
Other items	-	81.77	-	81.77
Lease liabilities	2.32	31.52	-	33.84
MAT credit	81.31	-	-	81.31
Total Deferred tax assets	**221.44**	**216.24**	**9.92**	**447.61**
Set-off of deferred tax liabilities pursuant to set-off provisions	-	-	-	-
- Property, plant and equipment	4,067.50	75.58	-	4,143.08
- Mutual Fund Investments-Debt	237.08	586.03	-	823.12
- Mutual Fund Investments-Equity	-	213.84	-	213.84
- Others - Federal, NJ State tax	1,740.32	6.37	-	1,746.69
Total deferred tax liabilities	**6,044.90**	**881.82**	**-**	**6,926.73**
Total	**(5,823.46)**	**(665.58)**	**9.92**	**(6,479.12)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Movement in Deferred tax assets /(liabilities)

Particulars	Balance as at March 31, 2022	Recognised in Profit & loss	Recognised in OCI	Balance as at March 31, 2023
Employee benefits	138.28	(9.31)	8.85	137.82
Other items	5.48	(5.48)	-	-
Lease liabilities	3.73	(1.41)	-	2.32
MAT credit	81.31	-	-	81.31
Total Deferred tax assets	**228.79**	**(16.20)**	**8.85**	**221.44**
Set-off of deferred tax liabilities pursuant to set-off provisions	-	-	-	-
- Property, plant and equipment	3,793.02	274.48	-	4,067.50
- Mutual Fund Investments-Debt	94.01	143.07	-	237.08
- Mutual Fund Investments-Equity	-	-	-	-
- Others - Federal, NJ State tax	1,773.27	(32.95)	-	1,740.32
Total deferred tax liabilities	**5,660.30**	**384.60**	-	**6,044.90**
Total	**(5,431.51)**	**(400.80)**	**8.85**	**(5,823.46)**

13(a) Non-Current borrowings

Particulars	March 31, 2024	March 31, 2023
Secured		
Foreign currency loans from bank		
FCNR(B) Term Loan from State Bank of India	-	456.42
Terms of repayment : The term loan is repayable in 20 equal quarterly installments starting from June 2021 (Refer Note a(ii) below Note 13(b))		
Total Non-Current Borrowings	**-**	**456.42**

13(b) Current borrowings

Particulars	March 31, 2024	March 31, 2022
Secured		
Foreign currency loans from banks (repayable on demand)		
Working Capital Loans from State Bank of India (Refer Note (i) below)	2,961.00	3,494.35
Working Capital Loans from Bank of Bahrain & Kuwait (Refer Note (i) below)	896.53	965.43
Foreign currency loans from bank		
FCNR(B) Term Loan from State Bank of India (Refer Note (ii) below)	-	2,000.00
Total Current Borrowings	**3,857.53**	**6,459.78**

Notes:

a. Details of Current Borrowings

(i). Rate of Interest, Nature of Security and Terms of repayment of working capital loan

Current borrowings are availed in foreign currency. All secured working capital loans are packing credit foreign currency loans secured by hypothecation on stocks, Receivables and Other current assets of the group and second charge on fixed

(All amounts in ₹ Lakhs, unless otherwise stated)

assets at Pashamylaram and FDC units of the group. Interest rate 3 / 6 M SOFR + 80 bps i.e 6.26% p.a with monthly rest charged by State bank of India and 3 / 6 M SOFR + 125 bps i.e 6.71% by Bank of Bahrain & Kuwait.

(ii) Rate of Interest , Nature of security and Terms of repayment of Term Loan*:

The loan is secured by Mortgage of land and building and plant and machinery embedded to earth, Hypothecation of movable fixed assets like furniture, computers etc. Situated at Pashamylaram unit and FDC Block. Interest rate being MCLR - 6M + 150 bps, present effective rate being 9.90%.p.a with monthly rests. Interest will be reset every six months. FCNR(B) -6M LIBOR/SOFR + 200bps (for a period of six months)

The Group has used the borrowings for the purposes for which it was taken.

The quarterly returns of current assets filed by the Group with banks are in agreement with the books of account.

13(c) Trade payables

Particulars	March 31, 2024	March 31, 2023
Total outstanding dues of micro enterprises and small enterprises (Refer Note below)	1,707.39	1,384.24
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,528.35	5,624.92
Total trade payables	**4,235.74**	**7,009.16**

Ageing for trade payables - Outstanding as at March 31, 2024 is as follows :

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	1,692.83	14.56	-	-	-	1,707.39
(ii) Others	2,039.05	484.69	0.00	4.48	0.13	2,528.35
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-
Balance at the end of the year	**3,731.88**	**499.24**	**0.00**	**4.48**	**0.13**	**4,235.74**

Ageing for trade payables - Outstanding as at March 31, 2023 is as follows :

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs.	
(i) MSME	1,349.29	34.95	-	-	-	1,384.24
(ii) Others	3,601.80	1,999.54	5.08	18.50	-	5,624.92
(iii) Disputed dues- MSME		-	-	-	-	-
(iv) Disputed dues- Others		-	-	-	-	-
Balance at the end of the year	**4,951.09**	**2,034.49**	**5.08**	**18.50**	**-**	**7,009.16**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

13(d) Other Financial liabilities

Particulars	March 31, 2024	March 31, 2023
Current		
Liabilities for expenses	-	1.23
Capital creditors	388.37	862.13
Unclaimed dividend on equity shares *	101.82	105.72
Employees payable	393.46	671.40
Total other current financial liabilities	**883.65**	**1,640.48**

*As at March 31, 2024, there has been no amount due and outstanding to be transferred to IEPF (Investor Education and Protection Fund)

Note 14: Current tax asset (net)

Particulars	March 31, 2024	March 31, 2023
Advance Tax Paid	10,914.40	14,432.15
Less: Provision for income tax	9,915.96	14,461.54
Total Current tax Asset / (liability)	**998.44**	**(29.39)**

Note 15: Other current liabilities

Particulars	March 31, 2024	March 31, 2023
Contract liabilities	68.87	80.77
Statutory liabilities	294.87	214.50
Liabilities towards Corporate Social Responsibilties (refer Note-24(b))	356.00	-
Total other current liabilities	**719.74**	**295.27**

Note 16: Revenue from operations

Particulars	March 31, 2024	March 31, 2023
Revenue from contracts with customers		
Sale of Products	98,765.25	1,28,485.45
Sale of Services	4,819.40	4,625.56
	1,03,584.65	**1,33,111.00**
Other Operating Revenue		
RoDTEP Incentive*	624.50	-
Duty Drawback Received	926.22	921.87
	1,550.72	**921.87**
	1,05,135.37	**1,34,032.88**

*Incentive in the form of duty credit scrip upon sale of exports under Merchandise Exports from India Scheme & RoDTEP under Foreign Trade Policy of India

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

(a) Reconcilation of revenue from sale of products with contracted price

Particulars	March 31, 2024	March 31, 2023
Contracted price	98,765.98	1,28,601.30
Less:		
i) Sales returns	0.73	115.85
ii) Discounts and rebates	-	-
Revenue from sale of products	**98,765.25**	**1,28,485.45**

(b) Disaggregation of Revenue based on location of customer

Region	For the year ended March 31, 2024		For the year ended March 31, 2023	
	Related party	Non related party	Related Party	Non related Party
USA	-	15,025.86	-	8,339.01
Europe	-	73,622.83	-	1,16,177.39
India	241.41	9,150.76	614.27	1,979.08
Rest of the world	-	5,543.79	-	6,001.26
Total	**241.41**	**1,03,343.24**	**614.27**	**1,32,496.73**

Contract balances

Particulars	March 31, 2024	March 31, 2023
Trade receivables (Refer Note-6(d))	13,365.92	11,093.93
Contract liabilities (Refer Note-15)	68.87	80.77

Note 17: Other income

Particulars	March 31, 2024	March 31, 2023
Interest income		
On Security and other deposits carried at amortised cost	6.81	-
On fixed deposits at amortised cost	12.22	8.59
On debentures at amortised cost	83.92	493.62
Others	98.59	80.95
Other Non-operative income		
Liabilities no longer required written back	27.31	11.70
Facility Charges	99.02	95.63
Foreign Exchange Gain (Net)	812.26	2,143.78
Gain on Financial Assets	4,491.05	1,568.70
Miscelleneous Income	559.32	233.41
	6,190.51	**4,636.38**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 18: Cost of materials consumed

Particulars	March 31, 2024	March 31, 2023
Raw Materials		
Raw Material at the beginning of the year	7,743.96	7,290.28
Purchases during the year	23,147.99	42,845.07
Less: Raw Material at the end of the year	4,688.13	7,743.96
Add: Provision for closing stock	19.49	-
	26,223.31	**42,391.39**
Packing Materials		
Packing Material at the beginning of the year	368.91	255.25
Purchases during the year	388.48	730.16
Less: Packing Material at the end of the year	392.80	368.91
	364.59	**616.49**
	26,587.90	**43,007.88**

Note 19: Changes in inventories of work-in-progress and finished goods

Particulars	March 31, 2024	March 31, 2023
Opening Balance:		
Work-in-progress	11,348.32	13,175.05
Finished Goods	9,913.54	5,992.39
Total opening balance	**21,261.87**	**19,167.44**
Closing Balance:		
Work-in-progress	10,062.44	11,348.32
Finished Goods	6,283.87	9,913.54
Total closing balance	**16,346.31**	**21,261.87**
	4,915.55	**(2,094.42)**

Note 20: Manufacturing expenses

Particulars	March 31, 2024	March 31, 2023
Power & Fuel	4,829.51	7,392.73
Consumable Stores	280.59	194.35
Factory Maintenance	3,977.22	4,288.48
Environment Management Expenses	944.09	2,046.28
Safety Expenses	137.03	116.40
Quality Control Expenses	1,590.11	1,959.77
Repairs & Maintenance:		
Buildings	41.02	38.14
Plant & Machinery	1,548.04	1,669.88
	13,347.60	**17,706.03**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 21: Employee benefits expense

Particulars	March 31, 2024	March 31, 2023
Salaries, wages & Bonus	12,077.78	10,671.08
Contribution to Provident & other funds	735.83	616.75
Gratuity Expense (Refer Note -11)	246.15	222.33
Staff Welfare Expenses	332.81	314.73
Employee compensation Expense (Refer Note-26)	199.45	-
	13,592.02	**11,824.89**

Note 22: Finance costs

Particulars	March 31, 2024	March 31, 2023
Interest expense at amortized cost		
On Borrowings	286.68	529.80
On bill discount	284.08	662.76
On Lease Liability	124.02	12.60
On MSME	0.79	1.23
Other Borrowing cost	49.53	74.70
	745.11	**1,281.09**

Note 23: Depreciation and amortisation expense

Particulars	March 31, 2024	March 31, 2023
Depreciation of property, plant and equipment (Refer Note 3)	5,104.33	4,605.90
Amortisation of intangible assets (Refer Note 4)	40.98	40.09
Depreciation of Right of Use Asset (Refer Note 5)	304.93	152.65
Amortisation of prepaid rent	9.31	-
	5,459.56	**4,798.63**

Note 24: Other expenses

Particulars	March 31, 2024	March 31, 2023
Rent	88.12	-
Rates & Taxes	57.52	45.97
Insurance	1,000.99	885.78
Communication Charges	64.34	52.24
Travelling & Conveyance	936.61	856.74
Printing & Stationery	64.02	75.59
Vehicle Maintenance	22.79	32.03
Professional Charges	412.13	543.59
Payments to Auditors (Refer Note 24 (a) below)*	49.08	44.56
Security Charges	369.41	344.82

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	March 31, 2024	March 31, 2023
Repairs & Maintenance - others	157.21	170.35
Loss on sale of Property , Plant and equipment	6.75	0.65
Corporate Social Responsibility (Refer Note 24 (b) below)	1,134.12	989.23
Sales Promotion	347.75	348.93
Clearing & Forwarding	487.46	1,276.45
Commission on Sales	199.45	138.21
Merger expenses*	322.43	-
General Expenses	390.79	367.04
	6,110.97	**6,172.19**

Note 24(a): Details of payments to auditors

Particulars	March 31, 2024	March 31, 2023
Payment to auditors		
As auditor:		
(i) Statutory Auditor Fees	27.00	27.70
(ii) Tax audit fees	6.50	6.50
(iii) Other services	12.85	8.50
(iv) Re-imbursement of out -of- pocket expenses	2.73	1.86
(v) Other Certifications for merger*	10.00	-
	59.08	**44.56**

*Expenses pertaining to merger certifications from auditors are included in merger expenses under other expenses

Note 24(b): Corporate social responsibility expenditure

Particulars	March 31, 2024	March 31, 2023
Amount required to be spent as per section 135 of the Act	1,134.12	989.23
Amount spent during the year on		
(i) Construction/acquisition of an asset	-	-
(ii) On purpose other than (i) above	778.12	989.23
-Shortfall at the end of the year	356.00	-

Reason for shortfall

Two ongoing projects, Developing a Chemistry Laboratory and Upgradation of Schools, are classified as such due to infrastructure creation/refurbishment timelines exceeding one year. The total allocation of ₹356 lakhs remains unspent due to the ongoing nature of the projects and has been transferred to Unspent CSR account.

Nature of CSR Activities

Promoting education and skill development initiatives, community development initiatives, national heritage and development programs and other social and research/ development projects.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 25: Income tax expense

This note provides an analysis of the Group's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions.

Particulars	March 31, 2024	March 31, 2023
(a) Income tax expense		
Current tax		
Current tax on profits for the year	9,957.54	14,627.43
Adjustments for current tax of prior periods	(77.64)	(217.23)
Total current tax expense	**9,879.89**	**14,410.20**
Deferred tax		
Increase/(decrease) in deferred tax liabilities,net	649.29	424.90
Total Deferred tax expense/(benefit)	**649.29**	**424.90**
Income tax expense	**10,529.18**	**14,835.10**
Income tax expense is attributable to:		
Profit from operations	**10,529.18**	**14,835.10**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

Particulars	March 31, 2024	March 31, 2023
Profit from operations before income tax expenses	40,567.16	55,972.98
Tax at the Indian tax rate of 25.168%	**10,209.94**	**14,087.28**
Computed expected tax expense:		
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
CSR Expenditure	285.44	248.97
Variable Pay	55.12	-
Loss on sale of assets	1.70	0.16
Interest on Income tax	-	68.42
Non taxable Subsidiaries and Effect of Differential tax rate under Various Jurisdiction Overseas tax	221.37	659.76
Interest on MSMED	0.20	0.31
Income tax paid at special rate		
Royalty	(33.56)	(12.38)
Equity Mutual Funds	(131.15)	-
Prior year taxes	(77.64)	(217.23)
Others	(2.22)	(0.19)
Income tax expenses	**10,529.18**	**14,835.10**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 26: Share based payments

A. Employees Stock Option Plan (ESOP 2023)

The Group instituted an Employee Stock Option Scheme 2023 ("ESOP") to eligible employees which provides for a grant of 65,94,308 options (each option convertible into 1 equity share based on MoM matrix) to employees. Grant date of option is 27 February 2024.

Terms of options

Vesting period : based on vesting schedule as set out in letter of grant though service period shall be minimum 1 year and not latter than 10 years from date of grant, Performance based options to vest only upon Investor exit event (full or partial) in ratio of MoM on date of exit. Number of ESOP vesting shall be proportionate to the percentage exit by the Investor

Grant date	27-Feb-24
Exercise price	495
No. of Options	Minimum- 15,28,942 Maximum- 65,94,308
Exercise period	Maximum period of 3 years from the date of Vesting.
Method of settlement (cash/equity)	Equity shares

The fair value of the share options is estimated at the grant date using Monte Carlo Simulation Pricing ("MCS") method, taking into account the terms and conditions upon which the share options were granted

The details of the activity under the scheme has been summarised below:

Description	March 31, 2024	March 31, 2023
Outstanding at the beginning of the year	-	-
Exercisable at the beginning of the year	-	-
Granted during the year *	65,94,308	-
Forfeited during the year	-	-
Exercised during the year	-	-
Vested during the year	-	-
Expired during the period	-	-
Transferred during the period	-	-
Outstanding at the end of the year	65,94,308	-
Exercisable at the end of the year	-	-
Weighted average remaining contractual life (in years)	5.5 years	-

(All amounts in ₹ Lakhs, unless otherwise stated)

Valuation of ESOP Scheme

The Monte Carlo Simulation Pricing ("MCS") method has been used for computing the fair value for stock options considering the following inputs:

Particulars	March 31, 2024	March 31, 2023
Weighted average share price/ market price per share (INR per share)	664.55	NA
Exercise price (INR per share)	495	NA
Dividend yield	0.00%	NA
Expected Life of options granted (vesting and exercise price in years)	5.5 years	NA
Average risk free interest rate	10%	NA
Expected Volatility	22.30%	NA
Fair value of option per equity share	226.96	NA
Any Other input to the model	NA	NA

B. Effect of employee stock option plan on the Statement of Profit and Loss and on its financial position

Particulars	March 31, 2024	March 31, 2023
Total employee compensation cost pertaining to stock option plan	199.45	-
Employee Stock option plan (ESOP) reserve	199.45	-

Financial instruments and risk management

Note 27: Fair value measurements

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets						
Investments						
-Equity Investment	7.05	13,051.14	-	-	11,709.66	-
-Mutual funds and debentures	77,389.55		-	41,893.50		-
Trade Receivables	-		13,365.92	-		11,093.93
Loans	-		83.83	-		21.54
Security deposits	-		980.07	-		619.36
Cash and Cash equivalents	-		4,723.12	-		6,480.28
Bank Balances	-		101.82	-		105.72
Fixed Deposits with Banks and Interest thereon	-		224.95	-		215.40
Total Financial Assets	**77,396.60**	**13,051.14**	**19,479.71**	**41,893.50**	**11,709.66**	**18,536.24**
Financial Liabilities						
Borrowings	-		3,857.53	-		6,916.19
Unpaid dividends	-		101.82	-		105.72
Trade Payables	-		4,235.74	-		7,009.16

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	March 31, 2024			March 31, 2023		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Capital creditors	-		388.37	-		862.13
Liability for expenses			-	-		1.23
Employees payable			393.46			671.40
Lease liability			2,642.11	-		117.88
Total Financial Liabilities	**-**	**-**	**11,619.03**	**-**	**-**	**15,683.72**

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. Further, the management has assessed that the fair value of borrowings approximates their carrying amounts largely since they are carried at floating rate of interest. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(i) Fair value hierarchy

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

Level 1: Level 1 hierarchy includes quoted prices taken from the market.

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 are not based on observable market data(unobservable inputs).

Financial assets measured at fair value	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2024					
Financial assets					
Equity Investment	6(a)(i)	-	-	13,058.19	13,058.19
Investment in mutual funds and Debentures	6(a)(ii)	77,389.55	-	-	77,389.99
Total Financial Assets		**77,389.55**	**-**	**13,058.19**	**90,447.74**

Financial assets measured at fair value	Notes	Level 1	Level 2	Level 3	Total
As at March 31, 2023					
Financial assets					
Equity Investment	6(a)(i)	-	-	11,709.66	11,709.66
Investment in mutual funds and Debentures	6(a)(ii)	41,893.50	-	-	41,893.50
Total Financial Assets		**41,893.50**	**-**	**11,709.66**	**53,603.16**

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 28: Financial Risk management

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports to the board of directors on its activities.

Risk	Exposure arising from	Measurement	Management Comment
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Ageing analysis	Diversification of bank deposits and monitoring of credit limits of customers
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupees	Cash flow forecasting Sensitivity analysis	All USD related Import commitment are covered by snapping from the export USD through EEFC account
Market risk - interest risk	Long-term borrowings at variable rates	Sensitivity analysis	Interest rates were Libor plus rate of interest fixed for the full term of the loan
Market risk - security prices	Investments in Mutual funds	Sensitivity analysis	Portfolio diversification

The Group's risk management is carried out by the management. Group treasury identifies, evaluates and hedges financial risk in close cooperation with the Group's operating units. The management provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, credit risk, and investment of excess liquidity.

(A) Credit Risk Management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analyzing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk.

i) Financial instruments and cash deposits

For banks and financial institutions, only high rated banks/ institutions are accepted. Other Financial assets (excluding Bank deposits) majorly constitute deposits given to State electricity departments for supply of power, which the group considers to have negligible credit exposure. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

ii) Expected credit loss for trade receivables under simplified approach

For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(All amounts in ₹ Lakhs, unless otherwise stated)

Year ended March 31, 2024

Ageing	0-30 days	31-60 days	61-90 days	91-120 days	More than 120 days	Total
Gross carrying amount	4,801.75	5,244.28	3,307.98	-	11.91	13,365.92
Expected loss rate	0%	0%	0%	0%	0%	0%
Expected credit losses(loss allowance provision)	-	-	-	-	-	-
Carrying amount of trade receivables (net of impairment)	**4,801.75**	**5,244.28**	**3,307.98**	**-**	**11.91**	**13,365.92**

Year ended March 31, 2023

Ageing	0-30 days	31-60 days	61-90 days	91-120 days	Morethan 120 days	Total
Gross carrying amount	3,209.48	4,675.60	692.15	1,585.62	931.09	11,093.93
Expected loss rate	0%	0%	0%	0%	0%	0%
Expected credit losses(loss allowance provision)	-	-	-	-	-	-
Carrying amount of trade receivables (net of impairment)	**3,209.48**	**4,675.60**	**692.15**	**1,585.62**	**931.09**	**11,093.93**

(B) Liquidity Risk:

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to dynamic nature of the underlying business, Group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the group's liquidity position(comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the group in accordance with practice and limits set by the group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The table below summarises the maturity profile of the Group financial liabilities based on contractual undiscounted payments.

Year ended March 31, 2024	On Demand	< 12 months	>1 year	Total
(i) Borrowings	3,857.53	-	-	3,857.53
(ii) Trade payables	-	4,235.74	-	4,235.74
(iii) Other financial liabilities	101.82	781.83	-	883.65
	3,959.34	**5,017.57**	**-**	**8,976.91**

(All amounts in ₹ Lakhs, unless otherwise stated)

Year ended March 31, 2023	On Demand	< 12 months	>1 year	Total
(i) Borrowings	4,459.78	2,000.00	456.42	6,916.19
(ii) Trade payables	-	7,009.16	-	7,009.16
(iii) Other financial liabilities	105.72	1,534.76	-	1,640.48
	4,565.50	**10,543.92**	**456.42**	**15,565.84**

C) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk and interest rate risk.

(i) Foreign exchange risk

The Group's foreign exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in US Dollars and Euros). As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Group's revenues and expenses measured in Indian rupees may decrease exchange rates in respect of its highly probable forecasted transactions and recognised assets and liabilities

(a) Foreign currency risk exposure:

The group's exposure to foreign currency risk at the end of the reporting period expressed in INR Lakhs are as follows:

Particulars	As at March 31, 2024	
	USD	EUR
Financial assets		
Cash and Cash equivalents	220.81	-
Trade receivables(Net)	13,255.86	-
Financial Liabilities		
Borrowings	3,857.53	-
Trade payables(Net)	311.07	-
Other financial liabilities	153.86	-

Particulars	As at March 31, 2023	
	USD	EUR
Financial assets		
Cash and Cash equivalents	3,460.14	-
Trade receivables	10,717.06	155.16
Financial Liabilities		
Borrowings	6,916.19	-
Trade payables(Net)	2,026.95	-
Other financial liabilities	27.76	-

(All amounts in ₹ Lakhs, unless otherwise stated)

D) Market risk - interest risk

(ii) Cash flow and fair value interest rate risk

The group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cashflow interest rate risk.

(a) Interest rate risk exposure

The exposure of the group's borrowings to interest rate changes at the end of the reporting period are as follows:

Particulars	March 31, 2024	March 31, 2023
Variable rate borrowings	3,857.53	6,916.19
Fixed rate borrowings	-	-
Total borrowings	**3,857.53**	**6,916.19**

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Other components of equity change as a result of increase/decrease in the fair value of cash flow hedges related to the borrowings if any

Particulars	Impact on Profit after tax		Impact on Other components of equity	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Interest rates-increase by 100 basis points	135.99	502.02	-	-
Interest rates-decrease by 100 basis points	97.40	299.86	-	-

Note 29: Capital Management

(a) Risk management

The Group's objective when managing capital are to:

1. Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

2. Maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio: -Net debt (total borrowings net of cash and cash equivalents) divided by total equity (as shown in the balance sheet)

Particulars	March 31, 2024	March 31, 2023
Net Debt	(865.59)	435.92
Total Equity	2,05,066.35	1,73,518.43
Net Debt to Equity ratio	-	0.00

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 30: Segment Information

Business Segment

Segments have been identified and reported taking into account the nature of products, the differing risk and returns, the organisation structure, and the internal financial reporting scheme.The group has identified the following segments as its reportable segments:

I. Manufacturing (CRAMS) - Bulk Drugs & Intermediates under contract services products are developed and produced on an exclusive basis under contract Manufacturing services

As the Group has identified single operating segment i.e. Manufacturing (CRAMS) - Bulk Drugs & Intermediates & Services. Therefore analysis business segment is not required.

Geographical Segmentt

The Group has identified the following geographical reportable segments:

(a) India - The Group sells Bulk Drugs and Intermediates, Fine Chemicals & Services.

(b) USA - The Group sells Intermediates & Services

(c) Europe - The Group sells Bulk Drugs and Intermediates

(d) Rest of the world - The Group sells Bulk Drugs, Intermediates & Services

Region	Revenue for the year ended		Value of Non Current Assets (Except Financial Instrument) as at		Additions to Non current Assets (Except Financial Instrument) during the year	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
INDIA	9,392.17	2,593.35	85,093.88	83,159.83	8,276.06	18,403.64
U S A	15,025.86	8,339.01	-	6.86	-	5.11
EUROPE	73,622.83	1,16,177.39	-	-	-	-
Rest of the world	5,543.79	6,001.26	-	-	-	-
	1,03,584.65	**1,33,111.00**	**85,093.88**	**83,166.69**	**8,276.06**	**18,408.75**

Note 31: Disclosure of Related Party Transactions in accordance with Ind AS - 24 Related Party Disclosures

(i) Name of the Related Party and description of Relationship

(a) Ultimate Holding company : Advent group (w.e.f September 29, 2023)

(b) Promoter : Berhyanda Limited (w.e.f September 29, 2023)

: Jasti Property and Equity Holdings Private Limited (till January 12, 2024)*

(c) Enterprise over which key managerial personnel or their relatives exercise significant influence

: Suven Life Sciences Limited (till January 12, 2024)**

: Suven Neurosciences Inc., (till January 12, 2024)**

: Cohance Lifesciences Limited (w.e.f September 29, 2023)

(d) Key Management personnel (KMP) : Mr.Annaswamy Vaidheesh (w.e.f September 29, 2023) — Chairman

: Mr.Venkatanaga Kali Vara Prasada Raju Vetukuri (w.e.f September 29, 2023) — Managing Director

: Mr.Sudhir Kumar Singh (w.e.f September 29, 2023) — CEO

(All amounts in ₹ Lakhs, unless otherwise stated)

:	Mr. Himanshu Agarwal (w.e.f January 2, 2024)	CFO
:	Mr. Pankaj Patwari (w.e.f September 29, 2023)	Non-executive Director
:	Mrs. Shweta Jalan (w.e.f November 9, 2023)	Non-executive Director
:	Mr. Vinod Rao (w.e.f September 29, 2023)	Independent Director
:	Mr. Kumarapuram Gopalakrishnan Ananthakrishnan (w.e.f September 29, 2023)	Independent Director
:	Mr. Matangi Gowrishankar (w.e.f September 29, 2023)	Independent Director
:	Mr. Pravin Udhyavara Bhadya Rao (w.e.f November 9, 2023)	Independent Director
:	Mr. Venkateswarlu Jasti (till January 12, 2024)*	Managing Director
:	Mr. P.Subbarao (till January 2, 2024)	CFO
:	Mr. D. G. Prasad (till September 29, 2023)	Independent Director
:	Dr. V Sambasiva Rao (till September 29, 2023)	Independent Director
:	Ms. Deepanwita Chattopadhyay (till September 29, 2023)	Independent Director
:	Mr. J. V. Ramudu (till September 29, 2023)	Non-executive Director
:	Dr. Jerry Jeyasingh (till September 29, 2023)	Non-executive Director

(e) Relative of Key Management personnel

:	Mrs. Sudha Rani Jasti (till January 12, 2024)*	Spouse of Mr. Venkateswarlu Jasti
:	Mrs. Kalyani Jasti (till January 12, 2024)*	Daughter of Mr. Venkateswarlu Jasti
:	Mrs. Madhavi Jasti (till January 12, 2024)*	Daughter of Mr. Venkateswarlu Jasti
:	Mrs. Sirisha Jasti (till January 12, 2024)*	Daughter of Mr. Venkateswarlu Jasti

*Jasti Property and Equity Holdings Private Limited and others are not promoters from September 29, 2023 but reclassification of the promoter is made on January 12, 2024.

**Suven Life Sciences Limited and Suven Neurosciences Inc. no longer exercised significant influence from September 29, 2023, but the promoter's reclassification was made on January 12, 2024.

(a) Promoter

Name	Type	Place of Incorporation	Ownership Interest	
			March 31, 2024	March 31, 2023
Berhyanda Limited	Promoter	Cyprus	50.10%	0.00%
Jasti Property and Equity Holdings Private Limited	Promoter	India	-	60.00%

	For the year ended March 31, 2024	For the year ended March 31, 2023
(b) Transactions with enterprises over which key managerial personnel or their relatives exercise significant influence		
i) Suven Life Sciences Limited		
Rental income	88.17	112.84
Sale of Goods & Rendering of Services	284.87	-
Service charges paid (Towards Testing and Analysis charges)	84.75	724.84

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

	For the year ended March 31, 2024	For the year ended March 31, 2023
ii) Cohance Lifesciences Limited		
Rental expenses	0.99	-
Balance outstanding	-	-
(c) Key Management Personnel		
Remuneration*		
Mr. Annaswamy Vaidheesh	256.17	-
Mr. Sudhir Kumar Singh	138.43	-
Mr. Himanshu Agarwal (w.e.f January 2, 2024)	156.30	-
Mr. Venkateswarlu Jasti (till January 12, 2024)	650.65	1,287.06
Mrs Kalyani Jasti (till January 12, 2024)	216.03	366.11
* Does not include expenditure on account of provision for Gratuity ,Compensated absences and variable pay computed for group as a whole.		
Independent Director Remuneration		
Mr.Vinod Rao (w.e.f September 29, 2023)	15.16	-
Mr. Kumarapuram Gopalakrishnan Ananthakrishnan (w.e.f September 29, 2023)	15.16	-
Mr. Matangi Gowrishankar (w.e.f September 29, 2023)	15.16	-
Mr. Pravin Udhyavara Bhadya Rao (w.e.f November 9, 2023)	11.86	-
Director Sitting Fees		
Ms. Deepanwita Chattopadhyay (till September 29, 2023)	2.67	4.00
Mr. J. V. Ramudu (till September 29, 2023)	2.89	5.33
Mr. D. G. Prasad (till September 29, 2023)	2.89	6.00
Dr. V Sambasiva Rao (till September 29, 2023)	2.89	6.00

Note 32: Contingent Liabilities

Particulars	March 31, 2024	March 31, 2023
a) APIIC-JN Pharmacity, Parawada- Restoration fee & Delay condonation fee	606.69	606.69
b) Claims arising from disputes not acknowledged - indirect taxes (GST)	978.53	-
	1,585.23	**606.69**

Note 33: Commitments

Particulars	March 31, 2024	March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided for , net of Payments(including advances)	4,044.73	3,436.53
	4,044.73	**3,436.53**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 34A: Earnings per share

Particulars	March 31, 2024	March 31, 2023
Profit After Tax (PAT)	30,028.06	41,129.03
Weighted average number of equity shares for Basic EPS	25,45,64,956	25,45,64,956
Add: Dilution Effect	-	-
Weighted average number of equity shares for Diluted EPS	25,45,64,956	25,45,64,956
Basic Earnings Per Share	11.80	16.16
Diluted Earnings Per Share	11.80	16.16

ESOPs have not been considered in the calculation of diluted EPS as the vesting conditions have not been met at reporting date.

Note 34B

On February 29, 2024, the Board of Directors approved the draft Scheme of Amalgamation of Cohance Lifesciences Limited, an Advent-managed group company, into the company, pending necessary statutory and stakeholder approvals. Additionally, on the same date, they approved the Scheme of Amalgamation of Casper Pharma Private Limited, a wholly-owned subsidiary, into the company, subject to statutory approvals. The company has submitted applications to BSE and NSE seeking their NOC to approach the Hon'ble NCLT, Bench at Mumbai, for appropriate directions.

Note 35 : ADDITIONAL STATUTORY INFORMATION IN RESPECT OF THE COMPONENTS OF SPL AND ITS CONSOLIDATED ENTITIES

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
As at and for the year ended March 31, 2024								
Parent								
Suven Pharmaceuticals Ltd.	100.26%	2,05,589.62	101.51%	30,481.61	104.91%	(29.50)	101.51%	30,452.11
Indian Subsidiary:								
Casper Pharma Private Limited	5.40%	11,072.75	-2.78%	(834.06)	10.08%	(2.83)	-2.79%	(836.89)
Foreign Subsidiary:								
Suven Pharma Inc.	6.21%	12,743.59	1.27%	380.52	-14.99%	4.22	1.28%	384.73
Non-controlling interests - Indian	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Non-controlling interests - Foreign	0.00%	-	0.00%	-	0.00%	-	0.00%	-
TOTAL	**111.87%**	**2,29,405.96**	**100.00%**	**30,028.06**	**100.00%**	**(28.11)**	**100.00%**	**29,999.95**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consoli-dated net assets	Amount	As % of consol-idated profit or loss	Amount	As % of consol-idated profit or loss	Amount	As % of consol-idated profit or loss	Amount
Consolidation adjustments	-11.87%	(24,339.61)	0.00%	-	0.00%	-	0.00%	-
Net amount	**100.00%**	**2,05,066.35**	**100.00%**	**30,028.06**	**100.00%**	**(28.11)**	**100.00%**	**29,999.95**
As at and for the year ended March 31, 2023								
Parent								
Suven Pharmaceuticals Ltd.	100.82%	1,74,938.06	105.54%	43,260.25	-72.05%	(26.31)	105.38%	43,233.94
Indian Subsidiary:								
Casper Pharma Private Limited	6.86%	11,909.64	-5.04%	(2,064.97)	20.92%	7.64	-5.01%	(2,057.33)
Foreign Subsidiary:								
Suven Pharma Inc.	7.12%	12,358.86	-0.50%	(205.30)	151.13%	55.19	-0.37%	(150.10)
Non-controlling interests - Indian	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Non-controlling interests - Foreign	0.00%	-	0.00%	-	0.00%	-	0.00%	-
TOTAL	**114.80%**	**1,99,206.56**	**100.00%**	**40,989.98**	**100.00%**	**36.52**	**100.00%**	**41,026.50**
Consolidation adjustments	-14.80%	(25,688.14)	0.00%	-	0.00%	-	0.00%	-
Net amount	**100.00%**	**1,73,518.43**	**100.00%**	**40,989.98**	**100.00%**	**36.52**	**100.00%**	**41,026.50**

Note:

1. The disclosure as above represents separate information for each of the consolidated entities before elimination of inter-company transactions. The net impacts on elimination of inter company transactions / profits / Consolidation adjustments have been disclosed separately. Based on the group structure, the management is of the view that the above disclosure is appropriate under requirements of The Companies Act, 2013.
2. Percentages below 0.01% have been disclosed as 0.00%

Note 36 : Other statutory information

(i) There are no proceeding initiated or pending against the Parent Company or its Indian Subsidiary as at March 31, 2024, under Benami Property Transactions Act, 1988 (as amended in 2016).

(ii) The Parent Company or its Indian subsidiary have not entered into any transaction with the companies struck off as per Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

(All amounts in ₹ Lakhs, unless otherwise stated)

(iii) The Parent Company or its Indian subsidiary do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Parent Company or its Indian subsidiaries have not traded or invested in Crypto currency or virtual currency during the financial year.

(v) The Parent Company or its Indian subsidiary are not declared a wilful defaulter by any bank or financial Institution or other lender.

(vi) The Parent Company or its Indian subsidiary has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) 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

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vii) The Parent Company or its Indian subsidiary 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 Group 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,

(viii) The Parent Company and its Indian subsidiary does not have any such transaction which is not recorded in the books of account 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

(ix) All quarterly returns or statements of current assets are filed by the Parent Company or its Indian subsidiaries with banks or financial institutions and are in agreement with the books of account.

(x) The loan has been utilised by the Parent Company and its Indian subsidiaries for the purpose for which it was obtained and no short term funds have been used for long term purpose.

(xi) The Parent company and its subsidiaries have complied with the number of layers prescribed under the Companies Act, 2013 read with the Companies (Restriction on Number of Layers) Rules, 2017.

(xii) No scheme of arrangement has been approved by the competent authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.

Note 37 : Previous year figures have been regrouped and reclassified wherever considered necessary to conform to this year's classifications

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended March 31, 2024

(All amounts in ₹ Lakhs, unless otherwise stated)

Note 38 : In connection with the preparation of the consolidated financial statements for the year ended March 31, 2024, the Board of Directors have confirmed the propriety of the contracts / agreements entered into by / on behalf of the Company and the resultant revenue earned / expenses incurred arising out of the same after reviewing the levels of authorisation and the available documentary evidences and the overall control environment. Further, the Board of Directors have also reviewed the realizable value of all the current assets of the Company and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the consolidated financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these consolidated financial statements in its meeting held on May 30, 2024 in accordance with the provisions of Companies Act, 2013.

Note 39 : The Holding Company has used accounting software 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 software, except that audit trail feature was not enabled at application level till November 12, 2023 and is not enabled at the database level. Further no instances of audit trail feature being tampered with was noted in respect of those software.

As per our report of even date

For KARVY & CO.
Chartered Accountants
(Firm Reg. No.001757S)

Ajay Kumar Kosaraju
Partner
Membership No. 021989

Place : Hyderabad
Date : May 30, 2024

For and on behalf of the Board of Directors of
Suven Pharmaceuticals Limited

Annaswamy Vaidheesh
Chairman
DIN: 01444303

Dr. V Prasada Raju
Managing Director
DIN: 07267366

Sudhir Kumar Singh
Chief Executive Officer

Himanshu Agarwal
Chief Financial Officer

K. Hanumantha Rao
Company Secretary
Membership No. A11599

KARVY & CO
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM UNAUDITED STANDALONE FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF
SUVEN PHARMACEUTICALS LIMITED

1. We have reviewed the accompanying statement of unaudited standalone financial results of **SUVEN PHARMACEUTICALS LIMITED**, ("the Company") for the quarter ended 30th June, 2024 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulation') as amended,

2. This statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making enquiries, primarily of the company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the companies act 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration referred to in paragraph 5 below nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

No.2, Bhooma Plaza, St. No. 4, Avenue 7, Banjara Hills, Hyderabad - 34.
Phone: 040-23354995, 23358625, Email id : info@karvycompany.com

5. We did not review the interim financial information of the USA branch included in the unaudited standalone financial results whose interim financial information reflect total revenues of Rs. 1.72 Lakhs and total net loss after tax of Rs. 321.18 Lakhs for the Quarter ended 30th June, 2024, as considered in the Statement. This interim financial information has been reviewed by other auditor whose report have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these branch, is based solely on the reports of the other auditor.

Our conclusion on the statement is not modified in respect of the above matters.

For **KARVY & CO**
Chartered Accountants
(Firm Registration No .001757S)

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

AJAY KUMAR KOSARAJU
Partner
M.No. 021989
UDIN: 24021989BKFZUU2984

Place: Hyderabad
Date: August 9th, 2024

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEWOF INTERIM UNAUDITED CONSOLIDATED FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF
SUVEN PHARMACEUTICALS LIMITED

1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results of **SUVEN PHARMACEUTICALS LIMITED**, ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter ended 30th June, 2024 ("the Statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34") "Interim Financial Reporting'' prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India read with the Circular. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

The Statement includes the Results of the following Entities:

Name of the Company	Relationship
Suven Pharma Inc	Wholly Owned Subsidiary
Casper Pharma Private limited	Wholly Owned Subsidiary

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 below nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standard specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial information of the subsidiaries included in the unaudited consolidated financial results, whose interim financial information reflect total revenues of Rs. 881.25 Lakhs for the quarter ended 30th June, 2024 and Net loss after tax of Rs. 431.79 Lakhs for the quarter ended 30th June, 2024, and Total comprehensive loss of Rs. 431.79 Lakhs for the quarter ended 30th June, 2024 as considered in the Statement. This interim financial information has been reviewed by other auditors, whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and associate, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above

Our conclusion on the statement is not modified in respect of the above matters.

For **KARVY & CO**
Chartered Accountants
(Firm Registration No .001757S)

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

AJAY KUMAR KOSARAJU
Partner
M.No. 021989
UDIN: 24021989BKFZUV2931

Place: Hyderabad
Date: August 9th, 2024

SUVEN PHARMA

SUVEN PHARMACEUTICALS LTD

Regd. Off: 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Midc, Mumbai, Maharashtra, India, 400093

STATEMENT OF UNAUDITED STANDALONE & CONSOLIDATED FINANCIAL RESULTS FOR QUARTER ENDED 30th June, 2024.

₹ Crore

PART - I		STANDALONE			
Sl. No.	PARTICULARS	For the Quarter Ended			For the Year Ended
		30-06-2024	31-03-2024	30-06-2023	31-03-2024
		UN-AUDITED	UN-AUDITED	UN-AUDITED	AUDITED
1	Income				
	Revenue from operations	222.09	243.52	344.03	1,024.99
	Other Income	17.95	16.87	10.06	55.09
	Total income	240.04	260.39	354.09	1,080.08
2	Expenses				
	a) Cost of materials consumed	34.73	63.16	77.62	248.38
	b) Changes in inventories of finished goods, work-in-progress and stock-in trade	21.97	17.02	21.50	53.88
	c) Manufacturing Expenses	25.45	35.03	31.18	127.78
	d) Employee benefits expense	43.17	37.10	28.25	126.88
	e) Finance costs	1.60	2.29	1.86	7.43
	f) Depreciation and amortisation expense	12.00	15.66	11.22	48.79
	g) Other Expenses	13.73	19.07	14.81	58.17
	Total expenses	152.65	189.33	186.44	671.31
3	Profit before exceptional items & Tax (1-2)	87.39	71.06	167.65	408.77
4	Exceptional Items				
5	Profit before Tax (3-4)	87.39	71.06	167.65	408.77
6	Tax Expenses				
	a) Current tax	20.02	18.69	41.31	98.14
	b) Deferred tax	2.30	(1.07)	2.04	6.59
	c) Prior year tax	-	-	-	(0.78)
7	Net Profit/ (Loss) for the period/year(5-6)	65.08	53.44	124.30	304.82
8	Other Comprehensive Income				
8.a	(i) Items that will not be reclassified to profit or loss	-	0.72	0.01	(0.39)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	(0.18)	(0.00)	0.10
8.b	(i) Items that will be reclassified to profit or loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Total other Comprehensive Income	-	0.54	0.01	(0.29)
9	Total Comprehensive Income for the period/year (7+8)	65.08	53.98	124.31	304.53
10	Paid-up equity share capital	25.46	25.46	25.46	25.46
	Face Value of the Share	Re.1.00	Re.1.00	Re.1.00	Re.1.00
11	Other Equity				2,030.44
12	Earning Per Share (EPS)-Face value of Rs.1/- each)				
	a) Basic	2.56	2.10	4.88	11.97
	b) Diluted	2.56	2.10	4.88	11.97
		(not annualised)	(not annualised)	(not annualised)	(annualised)

SUVEN PHARMACEUTICALS LIMITED *

PART - II		CONSOLIDATED			
Sl. No.	PARTICULARS	For the Quarter Ended			For the Year Ended
		30-06-2024	31-03-2024	30-06-2023	31-03-2024
		UN-AUDITED	UN-AUDITED	UN-AUDITED	AUDITED
1	Income				
	Revenue from operations	230.69	252.93	347.55	1,051.35
	Other Income	18.16	17.05	10.67	61.91
	Total income	248.85	269.98	358.22	1,113.26
2	Expenses				
	a) Cost of materials consumed	38.30	71.43	79.77	265.88
	b) Changes in inventories of finished goods, work-in-progress and stock-in trade	25.30	12.29	21.50	49.15
	c) Manufacturing Expenses	27.08	36.54	32.35	133.48
	d) Employee benefits expense	45.62	39.39	30.72	135.92
	e)Finance costs	1.60	2.30	1.86	7.45
	f) Depreciation and amortisation expense	13.40	17.25	12.61	54.60
	g) Other Expenses	14.46	19.94	15.46	61.11
	Total expenses	165.76	199.14	194.27	707.59
3	Profit before exceptional items , Tax & share in profit/(Loss) of Associates (1-2)	83.09	70.84	163.95	405.67
4	Add : Share of profit/(Loss) of Associates.	-	-	-	-
5	Profit before exceptional items , Tax (3+4)	83.09	70.84	163.95	405.67
6	Exceptional Items				
7	Profit before Tax (5-6)	83.09	70.84	163.95	405.67
8	Tax Expenses				
	a) Current tax	20.02	18.55	41.31	99.58
	b) Deferred tax	2.30	(1.07)	2.04	6.59
	c) Prior year tax	-	-	-	(0.78)
9	Net Profit/ (Loss) for the period/year(7-8)	60.77	53.36	120.60	300.28
10	Other Comprehensive Income				
10.a	(i) Items that will not be reclassified to profit or loss	-	0.69	0.01	(0.42)
	(ii) Equity investments through other comprehensive income - net change in fair value	0.00	0.53	-	0.52
	(iii) Income tax relating to items that will not be reclassified to profit or loss	-	(0.18)	(0.00)	0.10
10.b	(i) Items that will be reclassified to profit or loss	0.04	0.04	-	0.04
	(ii) Exchange differences on translating Investments (carried at FVTOCI)	0.55	12.96	-	12.96
	(iii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Total other Comprehensive Income	0.59	14.04	0.01	13.20
11	Total Comprehensive Income for the period (9 + 10)	61.36	67.40	120.61	313.48
12	Paid-up equity share capital	25.46	25.46	25.46	25.46
	Face Value of the Share	Re.1.00	Re.1.00	Re.1.00	Re.1.00
13	Other Equity				2,025.21
14	Earning Per Share (EPS)- (Face value of Rs.1/- each)				
	a) Basic -	2.39	2.10	4.74	11.80
	b) Diluted	2.39	2.10	4.74	11.80
		(not annualised)	(not annualised)	(not annualised)	(annualised)

SUVEN PHARAMCEUTICALS LIMITED *

Notes 1) The above financial results of the Company have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9th August, 2024. The above results have been subjected to limited review by the statutory auditors of the company.

2) The above financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as amended, prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder.

3) The consolidated financial results include the results of the wholly owned subsidiaries Suven Pharma, Inc., USA & Casper Pharma Pvt Ltd, (w.e.f from 22nd April, 2022).

4) The Company reportable activity falls under single business segment and hence, segment reporting as per IND AS 108 (Operating Segment) is not presented.

5) Pursuant to definitive agreements entered by the company with Sapala Organics Private Limited ("Sapala"), the company has acquire 51% of the share capital on a fully diluted basis (i.e., 67.5% of the present equity share capital) of Sapala on 12th July, 2024.

6) The Board of Directors had approved on 29th February, 2024 the Scheme of Amalgamation of Cohance Life Sciences Limited (Transferor Company) into and with Suven Pharmaceuticals Limited. The Company has received observation letter with "no adverse observations" from BSE Limited on 19th July, 2024 and observation letter with "no objection" from the National Stock Exchange of India Limited on 23rd July 2024 respectively in relation to the Scheme of Amalgamation. A joint application by the Transferor Company and Suven Pharmaceuticals for the Scheme of Amalgamation has been filed (by way of e-filing) under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench on 25th July, 2024. The Scheme of Amalgamation remains subject to applicable approvals, including approvals from the respective jurisdictional Hon'ble NCLT, and such other approvals, permissions, and sanctions of regulatory and other authorities, as may be applicable.

7) The board of directors of Suven Pharmaceuticals Limited ("Company"/"Transferee Company") has approved on 29th February 2024 the scheme of amalgamation of Casper Pharma Private Limited ("Transferor Company") (a wholly owned subsidiary of the Company) into and with the Company under the provisions of Sections 230 to 232 of the Companies Act, 2013 subject to receipt of applicable approvals including jurisdictional NCLT ("Scheme of Amalgamation"). The Hon'ble NCLT, Mumbai Bench has passed an order dated 14th June, 2024 dispensing with the meetings of equity shareholders, secured creditors and unsecured creditors of both the Transferor Company and the Transferee Company and directed, inter-alia the Transferor Company and the Transferee Company to serve notices through registered post on the concerned regulatory authorities for their objections, if any, to the sanctioning of the Scheme of Amalgamation.

8) The figures for the quarter ended March 31, 2024 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2024 and published year to date figures up to third quarter of the financial year ended March 31, 2024, which are subject to limited review by the statutory auditors.

9) The corresponding previous period figures have been regrouped/reclassified where ever necessary.

10) The Company has chosen to publish the results in ₹ Crore w.e.f quarter ended June 30,2024. Accordingly, the previous quarters figures have been rounded off.

Dr. V. PRASADA RAJU
Managing Director
DIN: 07267366

Place : Hyderabad
Date : 9th August '2024

SUVEN PHARMACEUTICALS LIMITED

SUVEN PHARMA

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF SUVEN PHARMACEUTICALS LIMITED AT ITS MEETING HELD ON 29 FEBRUARY 2024 AT 17 FLOOR, ONE INDIABULLS CENTER TOWER II A, BALASHETH MANDURKAR MARG, SAIDHAM NAGAR, PAREL, MUMBAI, MAHARASHTRA 400012 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF COHANCE LIFESCIENCES LIMITED INTO AND WITH SUVEN PHARMACEUTICALS LIMITED ON THE SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF SUVEN PHARMACEUTICALS LIMITED.

1. **Background**

1.1 The board of directors of Suven Pharmaceuticals Limited (the "**Transferee Company**" and such board of directors, the "**Board**") at its Board meeting held on 29 February 2024 has approved the proposed scheme of amalgamation of Cohance Lifesciences Limited (the "**Transferor Company**") into and with the Transferee Company under Sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder (the "**Companies Act**"), SEBI Master Circular dated June 20, 2023 bearing reference number No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 and all amendments thereto (the "**SEBI Master Circular**") and other applicable provisions, if any, under applicable law involving the amalgamation of the Transferor Company into and with the Transferee Company ("**Proposed Amalgamation**") subject to the approval / no-objections of the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (NSE and BSE collectively referred to as the "**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), the relevant jurisdictional National Company Law Tribunal ("**NCLT**"), Department of Pharmaceuticals (if such approval is required pursuant to applicable laws) and such other regulatory authorities, as may be applicable.

1.2 As per Section 232(2)(c) of the Companies Act, a report is required to be adopted by the directors of the Transferee Company explaining the effect of the Proposed Amalgamation on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders, laying out in particular the share exchange ratio and specifying any special valuation difficulties (such report, this "**Report**"). This Report is then required to be appended with the notice of the meeting of members or class of members and creditors or class of creditors, as the case may be, for the meetings of the members or class of members or creditors or class of creditors, as the case may be.

1.3 Accordingly, this Report is being prepared to comply with the requirements of Section 232(2)(c) of the Companies Act.

1.4 While deliberating on the Proposed Amalgamation, the Board had considered the following:

(a) the draft scheme of amalgamation ("**Scheme**") of Transferor Company into and with Transferee Company;

(b) a letter agreement to be executed between Jusmiral Holdings Limited (promoter of the Transferor Company) ("**Indemnifying Party**") and the Transferee Company ("**Indemnified Party**") to record certain terms regarding indemnification of the Indemnified Party by the Indemnifying Party ("**Letter Agreement**")

Suven Pharmaceuticals Limited
Regd. Office: 8-2-334, SDE Serene Chambers, 3rd Floor, Road No. 5, Avenue 7,
Banjara Hills, Hyderabad - 500 034. Telangana, India. CIN : L24299TG2018PLC128171
Tel: 91 40 2354 9414, Fax : 91 40 2354 1152, Email: info@suvenpharm.com, Website : suvenpharm.com

(c) the valuation report dated 29 February 2024 issued jointly by PwC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158) and BDO Valuation Advisory LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103), recommending the fair share exchange ratio ("**Joint Valuation Report**");

(d) the fairness opinion dated 29 February 2024 from Kotak Mahindra Capital Company Limited, SEBI registered Category I Merchant Banker (the "**Fairness Opinion**"), providing its opinion on the fairness of the Share Exchange Ratio from a financial point of view, as recommended in the Joint Valuation Report;

(e) the certificate dated 29 February 2024 issued by Karvy & Co. Chartered Accountants (ICAI Firm Registration Number: 001757S), the statutory auditor of the Transferee Company, pursuant to paragraph A(5) of Part I of the SEBI Master Circular, certifying that the accounting treatment contained in the Scheme is in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under section 133 of the Companies Act, 2013 read with the rules made thereunder and other Generally Accepted Accounting Principles; ;

(f) financial, tax and legal due diligence reports;

(g) the report of the committee of independent directors of the Transferee Company recommending the draft Scheme;

(h) the report of the audit committee of the Transferee Company recommending the draft Scheme; and

(i) other relevant presentations, reports, documents and information placed before the Board.

1.5 After considering the documents referred above, the Board approved the draft Scheme.

2. **Valuation**

2.1 As per the Joint Valuation Report, the recommended share exchange ratio for the Proposed Amalgamation ("**Share Exchange Ratio**") is as under:

11 (Eleven) fully paid-up equity shares of face value of INR 1/- each of the Transferee Company for every 295 (two Hundred and Ninety Five) fully paid up equity shares of face value of INR 10/- each in the Transferor Company as on the Record Date (as defined in the Scheme)

2.2 There is no mention in the Joint Valuation Report of any special difficulties faced in the valuation.

3. **Effect of the Proposed Amalgamation on Shareholders (Promoter and Non-Promoter Shareholders) of the Transferee Company**

The impact of the Proposed Amalgamation on the shareholders of the Transferee Company, is as follows:

3.1 The equity shares will be issued by the Transferee Company on account of the Scheme which will result in dilution of the existing shareholding in the Transferee Company and the equity shareholders of the Transferee Company in turn will benefit on account of the rationale and synergies.

3.2 The Transferee Company will issue and allot equity shares, as fully paid-up to the equity shareholders of the Transferor Company, in accordance with the Share Exchange Ratio (*as set out in paragraph 2 of this report above*) and in the manner provided for in the Scheme. The equity shares to be issued by the Transferee Company to the equity shareholders of the Transferor Company pursuant to the Scheme shall rank *pari-passu* in all respects with the then existing equity shares of the Transferee Company.

4. **Effect of the Proposed Amalgamation on Directors and KMPs of the Transferee Company**

The directors or KMPs of the Transferee Company or their relatives do not have any interest in the Proposed Amalgamation, financially or otherwise, except as shareholders of the Transferee Company, where applicable. The interests of the directors and KMPs of the Transferee Company are not adversely affected on account of the Proposed Amalgamation.

5. **Conclusion**

While deliberating the Proposed Amalgamation, the Board at its meeting held on 29 February 2024 took on record the impact of the Proposed Amalgamation on the shareholders, KMPs, promoters and non-promoter shareholders of the Transferee Company. In the opinion of the Board, the Proposed Amalgamation will be advantageous and beneficial to the Transferee Company, its shareholders and other stakeholders for the reasons set out in the rationale of the Proposed Amalgamation and the terms thereof are fair and reasonable.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferee Company to comply with the requirements of the extant regulations applicable to companies undertaking any scheme of amalgamation, this Report may please be taken on record while considering the Proposed Amalgamation.

For and on behalf of the Board of Directors of Suven Pharmaceuticals Limited

SUVEN PHARMACEUTICALS LIMITED

Name: Vaidheesh Annaswamy

Designation: Executive Chairman

DIN: 01444303

Date: 29 February 2024

Suven Pharmaceuticals Limited
Regd. Office: 8-2-334, SDE Serene Chambers, 3rd Floor, Road No. 5, Avenue 7,
Banjara Hills, Hyderabad - 500 034. Telangana, India. CIN : L24299TG2018PLC128171
Tel: 91 40 2354 9414, Fax : 91 40 2354 1152, Email: info@suvenpharm.com, Website : suvenpharm.com

REPORT UNDER SECTION 232(2)(c) OF THE COMPANIES ACT, 2013 ADOPTED BY THE BOARD OF DIRECTORS OF COHANCE LIFESCIENCES LIMITED AT ITS MEETING HELD ON 29 FEBRUARY 2024 AT UNIT 1702, 17TH FLOOR, ONE WORLD CENTRE, TOWER 2, WING A, 841, SENAPATI BAPAT MARG, MUMBAI, MAHARASHTRA, INDIA – 400013 EXPLAINING THE EFFECT OF THE SCHEME OF AMALGAMATION OF COHANCE LIFESCIENCES LIMITED INTO AND WITH SUVEN PHARMACEUTICALS LIMITED ON THE SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS OF COHANCE LIFESCIENCES LIMITED.

1. **Background**

1.1 The board of directors of Cohance Lifesciences Limited ("**Transferor Company**" and such board of directors, the "**Board**") at its Board meeting held on 29 February 2024 has approved the draft of the proposed scheme of amalgamation of the Transferor Company into and with Suven Pharmaceuticals Limited (the "**Transferee Company**" collectively with the Transferor Company is referred as "**Amalgamating Companies**") under Sections 230 to 232 of the Companies Act, 2013 and the rules made thereunder (the "**Companies Act**"), the SEBI Master Circular dated June 20, 2023 bearing reference number No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 and all amendments thereto (the "**SEBI Master Circular**") and other applicable provisions, if any, under applicable law involving the amalgamation of the Transferor Company into and with the Transferee Company (the "**Proposed Amalgamation**" and such scheme of amalgamation, the "**Scheme**") subject to the approval/ no-objections of the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (NSE and BSE collectively referred to as the "**Stock Exchanges**"), the Securities and Exchange Board of India ("**SEBI**"), the relevant jurisdictional National Company Law Tribunal ("**NCLT**"), Department of Pharmaceuticals (if applicable) and such other regulatory authorities, as may be applicable.

1.2 As per Section 232(2)(c) of the Companies Act, a report is required to be adopted by the directors of the Transferor Company explaining the effect of the Proposed Amalgamation on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders, laying out in particular the Share Exchange Ratio and specifying any special valuation difficulties (such report, this "**Report**"). This Report is then required to be appended with the notice of the meeting of members or class of members and creditors or class of creditors, as the case may be, for the meetings of the members or class of members or creditors or class of creditors, as the case may be.

1.3 Accordingly, this Report is being prepared to comply with the requirements of Section 232(2)(c) of the Companies Act, 2013.

1.4 While deliberating on the Proposed Amalgamation, the Board had considered the following:

(a) the Scheme;

(b) the joint valuation report dated 29 February 2024 issued jointly by PwC Business Consulting Services LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158) and BDO Valuation Advisory LLP, Registered Valuers, (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103), recommending the fair

Cohance Lifesciences Limited
Regd. Office: # 215 Atrium, "C" Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra - 400093.
CIN: U24100MH2020PLC402958
T 022 65139999
E reachus@cohance.com
W www.cohance.com

Corporate Office :
Unit No - 202, 2nd Floor, B Wing, Galaxy Towers, Plot No-1, Hyderabad Knowledge City, TSIIC, Raidurg, Panmaktha Serilingampally Mandal, Rangareddi Dist., Hyderabad-500 081 Telangana, India.

share exchange ratio ("**Joint Valuation Report**"); and

(c) the certificate dated 29 February 2024 issued by S.R Batliboi & Associates (ICAI Firm Registration Number: 001757S), the statutory auditor of the Transferor Company, certifying that the accounting treatment in the books of the Transferor Company in respect of its amalgamation with the Transferee Company is not required.

1.5 After considering the documents referred above, the Board approved the Scheme.

2. **Valuation**

2.1 As per the Joint Valuation Report, the recommended share exchange ratio for the Proposed Amalgamation ("**Share Exchange Ratio**") is as under:

11 (Eleven) fully paid-up equity shares of face value of INR 1/- each of the Transferee Company for every 295 (Two Hundred and Ninety Five) fully paid up equity shares of face value of INR 10/- each in the Transferor Company as on the Record Date (as defined in the Scheme).

2.2 There is no mention in the Joint Valuation Report of any special difficulties faced in the valuation.

3. **Effect of the Proposed Amalgamation on Shareholders (Promoter and Non-Promoter Shareholders) of the Transferor Company**

3.1 The Proposed Amalgamation is expected to be advantageous and beneficial for the Transferor Company and its respective shareholders as the Transferee Company will issue and allot equity shares to the Transferor Company in accordance with the Share Exchange Ratio and in the manner provided for in the Scheme. The equity shares to be issued by the Transferee Company to the equity shareholders of the Transferor Company pursuant to the Scheme shall rank *pari-passu* in all respects with the then existing equity shares of the Transferee Company.

4. **Effect of the Proposed Amalgamation on Directors and KMPs of the Transferor Company**

The directors or KMPs of the Transferor Company or their relatives do not have any interest in the Proposed Amalgamation, financially or otherwise, except as shareholders or employees of the Transferor Company, where applicable. The interests of the directors and KMPs of the Transferor Company are not adversely affected on account of the Proposed Amalgamation; and in addition, the eligible directors and KMPs as employees of the Transferor Companies will be granted employee stock options by the Transferee Company in lieu of the options held by such employees in the Transferor Company, pursuant to the Scheme and in accordance with the Share Exchange Ratio.

5. **Conclusion**

While deliberating the Proposed Amalgamation, the Board at its meeting held on 29 February 2024 took on record the impact of the Proposed Amalgamation on the shareholders, KMPs, promoters and non-promoter shareholders of the Transferor Company. In the opinion of the Board, the Scheme will be advantageous and beneficial to the Transferor Company and its respective shareholders, and other stakeholders as New Equity Shares (*as defined in the Scheme*) will be allotted to the shareholders of the Transferor Company.

The Board has adopted this Report after noting and considering the documents and information set forth in this Report. In order for the Transferor Company to comply with the requirements of the extant regulations applicable to companies undertaking any Proposed Amalgamation, this Report may please be taken on record while considering the Proposed Amalgamation.

For and on behalf of the Board of Directors of Cohance Lifesciences Limited

Name: Abhijit Mukherjee
Designation: Independent Director
DIN: 08610857
Date: 29.02.2024

PwC Business Consulting Services LLP Registered Valuer Registration No. IBBI/RV – E/02/2022/158 252 Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai – 400028, Maharashtra, India.	**BDO Valuation Advisory LLP** Registered Valuer Registration No. IBBI/RV-E/02/2019/103 The Ruby, Level 9, North-West Wing Senapati Bapat Marg, Dadar (West) Mumbai – 400028 Maharashtra, India.

Dated: 29 February 2024

To,

The Audit Committee/ **The Board of Directors,** **Suven Pharmaceuticals Limited** 8-2-334, Sde Serene Chambers, 3rd Floor Avenue 7, Road No. 5, Banjara Hills, Hyderabad, Telangana, 500034, India	**The Audit Committee/** **The Board of Directors,** **Cohance Lifesciences Limited** 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Mumbai, Maharashtra, 400093, India

Sub: Recommendation of fair equity share exchange ratio for the proposed amalgamation of Cohance Lifesciences Limited with Suven Pharmaceuticals Limited

Dear Sir / Madam,

We refer to respective engagement letters of PwC Business Consulting Services LLP ("PwC BCS") and BDO Valuation Advisory LLP ("BDO Val"), whereby PwC BCS is appointed by Suven Pharmaceuticals Limited ("Suven") and BDO Val is appointed by Cohance Lifesciences Limited ("Cohance") for recommendation of fair equity share exchange ratio ("Share Exchange Ratio") for the proposed amalgamation of Cohance with Suven ("Proposed Amalgamation").

Suven and Cohance are hereinafter jointly referred to as "Companies" or "Clients".

PwC BCS and BDO Val are hereinafter jointly referred to as "Valuers" or "we" or "us" in this report.

The Share Exchange Ratio for this report refers to number of equity shares of Suven which would be issued to the equity shareholders of Cohance pursuant to the Proposed Amalgamation.

Our deliverable for this engagement would be a report ("Report") recommending fair equity share exchange ratio for the Proposed Amalgamation with 28 February 2024 being the "Valuation Date".

For the purpose of this valuation, the valuation is based on 'Going Concern' premise.

SCOPE AND PURPOSE OF THIS REPORT

Suven Pharmaceuticals Limited is a public limited company incorporated under the Companies Act, 2013, having its registered office at 8-2-334, Sde Serene Chambers, 3rd Floor Avenue 7, Road No. 5, Banjara Hills, Hyderabad, Telangana, 500034, India, with permanent account number ABBCS1159F and corporate identity number L24299TG2018PLC128171. Suven was incorporated on November 6, 2018. Suven is in the business of: (i) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (ii) manufacturing of specialty chemicals including Agro Chemicals; (iii) manufacturing of APIs, formulations and providing analytical services (including without limitation the assessment of compounds, concentration level etc.), method development services; and (iv) process improvement services for both pharmaceutical and specialty chemicals companies. Suven's shares (as defined hereinafter) are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). For the financial year ended 31 March 2023, Suven reported a consolidated revenue of INR 1,340.3 crore and a consolidated profit of INR 411.3 crore.

Cohance Lifesciences Limited (formerly known as AI Pharmed Consultancy India Limited) is a public limited company incorporated under the Companies Act, 2013, having its registered office at 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala, Mumbai, Maharashtra, 400093, India, with corporate identity number U24100MH2020PLC402958. Cohance was incorporated on July 6, 2020. Cohance is, inter alia, engaged in the business of: (i) end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients ("APIs") for innovator customers; (ii) manufacturing of intermediates, APIs, finished dosage formulations for pharma companies; (iii) manufacturing of specialty chemicals, including electronic chemicals; and (iv) undertaking clinical research studies; catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization. Cohance's shares are not listed on any stock exchange.

ZCL Chemicals Limited and Avra Laboratories Private Limited, incorporated under the Companies Act, 2013, were amalgamated into Cohance, pursuant to the order dated 5 January 2024 passed by the National Company Law Tribunal, Mumbai, with the appointed date of 1 April 2023.

ZCL Chemicals Limited is 100% EOU (Export Oriented Unit) engaged in manufacturing and exports of advanced drug intermediates and APIs. It provides products across therapeutic areas, including narcotic and controlled substances. The company is primarily engaged in API Intermediaries and CDMO across both innovator and generic molecules.

Avra Laboratories Private Limited focuses on providing contract research and manufacturing of advanced intermediates and Active Pharma Ingredients covering oncology and other therapeutic areas across both Innovator and Generic molecules. It is focused on providing custom synthesis solutions across the value chain, right from developing a cost-effective process to supplying commercial quantities from their facilities.

We understand that the management of the Companies (hereinafter collectively referred to as "the Management") are evaluating an amalgamation of Cohance into Suven through a Scheme of Amalgamation ('Scheme') under the provisions of Sections 230-232 and the other applicable provisions of the Companies Act, 2013.

In this connection, the Board of Directors of Suven have appointed PwC BCS, and the Board of Directors of Cohance have appointed BDO, both of them being Registered Valuers, to recommend a fair equity share exchange ratio ("Share Exchange Ratio"), for issue of Suven's equity shares to the equity shareholders of Cohance for the Proposed Amalgamation, to be placed before the Audit Committee/ Board of Directors of the Companies.

We understand that the Appointed Date for the Proposed Amalgamation as per the Scheme means the Effective Date, or such other date as may be approved by the Board of the amalgamating Companies.

SUVEN PHARMACEUTICALS LIMITED * HYD *

BDO VALUATION ADVISORY LLP *

PwC Business Consulting Services LLP *

The scope of our services is to conduct a fair valuation of equity shares of the Companies on a relative basis and report Share Exchange Ratio for the Proposed Amalgamation.

The Valuers have worked independently in their analysis. The Valuers have independently arrived at different values per share of the Companies. However, to arrive at the consensus on the Share Exchange Ratio for the Proposed Amalgamation, appropriate minor adjustments/rounding off have been done by the Valuers.

We have been provided with the limited reviewed financials of Suven and audited financials of Cohance for the nine months period ended 31 December 2023. We have taken into consideration the current market parameters in our analysis and have made adjustments for additional facts made known to us till the date of our Report. Further, we have been informed that all material information impacting the Companies has been disclosed to us.

We have been informed by the Management that:

a) there would not be any capital variation in the Companies till the Proposed Amalgamation becomes effective, except issuance of employee stock options in normal course of the business of the Companies. In the event that either of the Companies restructure their equity share capital by way of share split / consolidation / issue of bonus shares before the Proposed Amalgamation becomes effective, the issue of shares pursuant to the Share Exchange Ratio recommended in this Report shall be adjusted accordingly to take into account the effect of any such corporate actions.
b) till the Proposed Amalgamation becomes effective, neither Companies would declare any substantial dividends having materially different yields as compared to past few years.
c) there are no unusual/ abnormal events in the Companies materially impacting their operations/ financial position after 31 December 2023 till the Report date.

We have relied on the above while arriving at the Share Exchange Ratio for the Proposed Amalgamation.

This Report is subject to the scope, assumptions, qualifications, exclusions, limitations and disclaimers detailed hereinafter. As such, the Report is to be read in totality and not in parts.

SOURCES OF INFORMATION / MAJOR FACTORS THAT WERE TAKEN INTO ACCOUNT DURING THE VALUATION

In connection with this exercise, we have received/ obtained the following information about the Companies from the Management:

- Draft Scheme for the Proposed Amalgamation;
- Audited consolidated financial statements of Suven for last 3 years ending 31 March 2023 and limited reviewed consolidated financial statements for 9 months period ended 31 December 2023;
- Provisional consolidated financial statements (without notes to accounts) of Cohance for last 2 years ending 31 March 2023;
- Audited consolidated financial statements for 9 months period ended 31 December 2023;
- Financial projections comprising income statement, estimates of working capital and capex for both the Companies;
- Number of equity shares of the Companies, as on the Valuation Date, on a fully diluted basis;
- Other relevant information and documents for the purpose of this engagement provided through emails or hard copy of documents or during discussion.

SUVEN PHARMACEUTICALS LIMITED * HYD *

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PwC Business Consulting Services LLP *

In addition, we have obtained information from public sources/ proprietary databases including quarterly results.

During discussions with the Management, we have also obtained explanations, information and representations, which we believed were reasonably necessary and relevant for our exercise. The Clients have been provided with the opportunity to review the draft report (excluding the recommended Share Exchange Ratio) as part of our standard practice to make sure that factual inaccuracy/ omissions are avoided in our Report.

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PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information, and clarifications regarding past financial performance of the Companies.
- Considered data available in public domain related to the Companies and its peers.
- Discussions (physical/ over call) with the Management to:
  - o Understand the business and fundamental factors that affect its earning-generating capability and historical financial performance of the Companies as available in public domain.
- Undertook Industry Analysis:
  - o Researched publicly available market data including economic factors and industry trends that may impact the valuation;
  - o Analysed key trends and valuation multiples of comparable companies using proprietary databases subscribed by us or our network firms.
- Selected internationally accepted valuation methodology/ (ies) as considered appropriate by us, in accordance with the International Valuation standards published by the International Valuation Standards Council.
- Arrived at valuation of Companies in order to conclude our analysis on Share Exchange Ratio for the Proposed Amalgamation.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax related services that may otherwise be provided by us or our affiliates or network firms.

This Report has been prepared for the purposes stated herein and should not be relied upon for any other purpose. Our Clients are the only authorized users of this report and use of the report is restricted for the purpose indicated in the respective engagement letters. To the extent mandatorily required under applicable laws of India, this Report maybe produced before judicial, regulatory or government authorities, in connection with the proposed Scheme. This restriction does not preclude the Clients from providing a copy of the Report to third-party advisors whose review would be consistent with the intended use. We do not take any responsibility for the unauthorized use of this Report. If any person/ party (other than the Clients) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to PwC BCS and BDO Val.

While our work has involved an analysis of financial information and accounting records, our engagement does not include an audit in accordance with generally accepted auditing standards of the Client's existing business records. Accordingly, we express no audit opinion or any other form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections of the Clients. Our Scope did not involve financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies. Also, with respect to explanations and information sought from the Companies, we have been given to understand by the Companies that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the information provided by/on behalf of the Companies.

SUVEN PHARMACEUTICALS LIMITED * HYD *

BDO VALUATION ADVISORY LLP *

PwC Business Consulting Services LLP *

This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed as per the terms of our engagement; (ii) the Valuation Date; (iii) limited reviewed financials of Suven and audited financials of Cohance for nine months ended 31 December 2023, and (iv) other information obtained by us from time to time. We have been informed that the business activities of the Companies have been carried out in the normal and ordinary course between 31 December 2023 and the Report date and that no material changes have occurred in their respective operations and financial position between 31 December 2023 and the Report date.

An analysis of such nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on, and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Clients or Companies, their directors, employees or agents.

The Clients/ owners and its management/ representatives warranted to us that the information they supplied was complete, accurate and true and correct to the best of their knowledge. We have relied upon the representations of the owners/Clients, their management and other third parties, if any, concerning the financial data, operational data and other information, except as specifically stated to the contrary in the Report.

Valuers are not aware of any contingency, commitment or material issue which could materially affect the Companies' economic environment and future performance and therefore, the equity value of the Companies.

Whilst we have conducted analysis of the financial projections of Suven and Cohance for arithmetic and logical consistency, our review was not in the nature of an audit/ a due diligence. We do not express an opinion as to how closely the actual revenues, expenses, cash flows and position of assets and liabilities will correspond to these financial projections. There will usually be differences between predicted and actual results and those differences may be material. The Managements have provided us with a set of financial projections that are based on internal estimates including growth expectations of end user industries, cost estimations, etc. and represent their best estimate of the expected performance of Suven and Cohance going forward. We take no responsibility for the achievement of the predicted results.

Our Report is not, nor should it be construed as recommending the Proposed Amalgamation or anything consequential thereto/ resulting therefrom. This Report does not address the relative merits of the Proposed Amalgamation as compared with any other alternatives or whether or not such alternatives could be achieved or are available. Any decision by the Companies/ their shareholders/ creditors regarding whether or not to proceed with the Proposed Amalgamation shall rest solely with them. We express no opinion or recommendation as to how the shareholders/ creditors of the Companies should vote at any shareholders'/ creditors' meeting(s) to be held in connection with the Proposed Amalgamation. This Report does not in any manner address, opine on or recommend the prices at which the securities of the Companies could or should transact at following the announcement/ consummation of the Proposed Amalgamation. Our Report and the opinion/ valuation analysis contained herein is not nor should it be construed as advice relating to investing in, purchasing, selling or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

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The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that the Companies will be managed in a competent and responsible manner. Further, as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited / unaudited balance sheets of the Companies, if any provided to us.

The valuation analysis and result are governed by concept of materiality.

It has been assumed that the required and relevant policies and practices have been adopted by the Companies and would be continued in the future.

The fee for the engagement is not contingent upon the results reported.

The actual equity share exchange ratio may be higher or lower than our recommendation depending upon the circumstances of the transaction, the nature of the business. The knowledge, negotiating ability and motivation of the buyers and sellers will also affect the exchange ratio achieved. Accordingly, our recommended Share Exchange Ratio will not necessarily be the equity share exchange ratio at which actual transaction will take place.

We have also relied on data from external sources to conclude the valuation. These sources are believed to be reliable and therefore, we assume no liability for the truth or accuracy of any data, opinions or estimates furnished by others that have been used in this analysis. Where we have relied on data, opinions or estimates from external sources, reasonable care has been taken to ensure that such data has been correctly extracted from those sources and /or reproduced in its proper form and context.

Any person/ party intending to provide finance/ invest in the shares/ businesses of the Companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

Our Report is not and nor should it be construed as our opining or certifying the compliance of the Proposed Amalgamation with the provisions of any law/ standards.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on information provided by the Companies in that regard.

This valuation report is subject to the laws of India.

Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.

Though the Valuers are issuing a joint report, PwC BCS will owe the responsibility only to the Board of Directors of Suven and BDO Val will owe the responsibility only to the Board of Directors of Cohance who have been appointed under the terms of their respective engagement letters. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions or advice given by any other person.

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DISCLOSURE OF RV INTEREST OR CONFLICT, IF ANY AND OTHER AFFIRMATIVE STATEMENTS

We do not have any financial interest in the Clients, nor do we have any conflict of interest in carrying out this valuation.

Further, the information provided by the Management have been appropriately reviewed in carrying out the valuation. Sufficient time and information were provided to us to carry out the valuation.

SHAREHOLDING PATTERN

Suven Pharmaceuticals Limited

The issued and subscribed equity share capital of Suven as of 28 February 2024 is INR 25.5 crore consisting of 25,45,64,956 equity shares of face value of INR 1/- each. The shareholding pattern is as follows:

Shareholding Pattern as on Valuation Date	No. of Shares	% Shareholding
Promoter	12,75,39,592	50.10%
Public	12,70,25,364	49.90%
Grand Total	**25,45,64,956**	**100.00 %**

Source: Management information

We understand that Suven has granted ESOPs. The exercise of such ESOPs may result in an increase in the issued and subscribed equity share capital of Suven.

Cohance Lifesciences Limited

The issued and subscribed equity share capital of Cohance as of 31 December 2023 is INR 145.8 crore consisting of 3,39,46,62,519 equity shares of face value of INR 10/- each. The shareholding pattern is as follows:

Shareholding Pattern as on Valuation Date	No. of Shares	% Shareholding
Promoters	3,39,35,33,524	99.97%
Others	11,28,995	0.03%
Grand Total	**3,39,46,62,519**	**100.00 %**

Source: Management information

We understand that Cohance has granted ESOPs. The exercise of such ESOPs may result in an increase in the issued and subscribed equity share capital of Cohance.

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APPROACH FOR RECOMMENDATION OF FAIR EQUITY SHARE EXCHANGE RATIO

The Scheme contemplates the amalgamation of Cohance with Suven. Arriving at the Share Exchange Ratio for the Proposed Amalgamation of Cohance with Suven would require determining the fair value of equity shares of Cohance and Suven on a relative basis. These values are to be determined independently, but on a relative basis for the Companies, without considering the effect of the Proposed Amalgamation.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for mergers and our reasonable judgment, in an independent and bona fide manner.

The valuation approach adopted by PwC BCS and BDO Val is given in Annex 1A and 1B respectively (Annex 1A and 1B together referred to as Annex).

BASIS OF FAIR EQUITY SHARE EXCHANGE RATIO

The basis of the amalgamation of Cohance with Suven would have to be determined after taking into consideration all the factors and methods mentioned herein after. Though different values have been arrived at under each of the approaches / methods as mentioned in the Annex, for the purposes of recommending the Share Exchange Ratio it is necessary to arrive at a final value for each of the Companies. For this purpose, it is necessary to give appropriate weights to the values arrived at under each approach / method.

The Share Exchange Ratio has been arrived at on the basis of value of equity shares of the Companies based on the various approaches/methods explained herein after considering various qualitative factors relevant to each company, business dynamics and growth potentials of the businesses of the Companies, information base and key underlying assumptions and limitations.

While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio. The final responsibility for the determination of the Share Exchange Ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors of the respective Companies who should take into account other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.

We have independently applied approaches/ methods discussed in the Annexures, as considered appropriate, and arrived at the value per share of the Companies. To arrive at the consensus on the Share Exchange Ratio for the Proposed Amalgamation, suitable minor adjustments / rounding off have been done.

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In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following Share Exchange Ratio for the Proposed Amalgamation of Cohance with Suven:

11 (Eleven) equity shares of Suven of INR 1/- each fully paid up for every 295 (Two hundred and ninety five) equity shares of Cohance of INR 10/- each fully paid up.

It should be noted that we have not examined any other matter including economic rationale for the Proposed Amalgamation per se or accounting, legal or tax matters involved in the Proposed Amalgamation.

Respectfully submitted, **PwC Business Consulting Services LLP** Registered Valuer Registration No. IBBI/RV-E/02/2022/158 **Neeraj Garg** Partner IBBI Membership No.: IBBI/RV/02/2021/14036 Date: 29 February 2024 RVN: IOVRVF/PWC/2023-2024/3010	Respectfully submitted, **BDO Valuation Advisory LLP** Registered Valuer Registration No. IBBI/RV-E/02/2019/103 **Lata Gujar More** Partner IBBI Membership No.: IBBI/RV/06/2018/10488 Date: 29 February 2024 RVN: IOVRVF/BDO/2023-2024/2931

Annex 1A- Approach to Valuation – PwC BCS

We have considered International Valuation Standards[1] in carrying out our valuation analysis and delivering our valuation conclusion. There are several commonly used and accepted valuation approaches for determining the value of shares of a company, which have been considered in the present case, to the extent relevant and applicable:

1. **Asset Approach - Net Asset Value method**

   The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in cases where the firm is to be liquidated i.e., it does not meet the 'going concern' criteria or in case where the assets base dominates earnings capability. A Scheme of Amalgamation/ Slump Sale would normally be proceeded with, on the assumption that the companies/ business would continue as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power is of importance to the basis of merger, with the values arrived at on the net asset basis being of limited relevance.

2. **Income Approach (Discounted Cash Flows (DCF) Method)**

   Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital/ cost of equity. The sum of the discounted value of such free cash flows is the value of the firm/ equity shareholders.

   Using the DCF analysis involves determining the following:

   Estimating future free cash flows:
   Free cash flows are the cash flows expected to be generated by the company/ business that are available to all providers of the companies'/ business' capital – both creditors and shareholders.

   Appropriate discount rate to be applied to cash flows i.e., the cost of capital:
   This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/ business. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

3. **Market Approach:**

   Under this approach, value of a company is assessed basis its market price (i.e., if its shares are quoted on a stock exchange) or basis multiples derived using comparable (i.e., similar) listed companies or transactions in similar companies. Following are the methods under Market Approach:

[1] Market Value as per IVS 104: Market Value is the estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. The Fair Value referred in the Report is same as Market Value as defined above.

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- **Market Price (MP) Method**

  The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper indicator of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when the shares are thinly traded. Further, in the case of merger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

- **Comparable Companies' Multiple (CCM) method**

  Under this method, value of a business / company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. The market price, as a ratio of the comparable company's attribute such as sales, capital employed, earnings, etc. is used to derive an appropriate multiple. This multiple is then applied to the attribute of the asset being valued to indicate the value of the subject asset. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

- **Comparable Companies' Transaction Multiples (CTM) Method**

  Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable transactions. This valuation is based on the principle that transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. The determination of share exchange ratio/ valuation is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single share exchange ratio/ equity value estimate. The Share Exchange Ratio rendered in this Report only represent our recommendation(s) based upon information till the date of this Report, furnished by the Management (or its representatives) and other sources, others may place a different value. The final responsibility for the determination of the Share Exchange Ratio at which the Proposed Amalgamation shall take place will be with the Board of Directors who should take into account other factors such as their own assessment of the Proposed Amalgamation and input of other advisors.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods by us have been discussed below.

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The Share Exchange Ratio has been arrived at on the basis of equity valuation (on a per share basis) of Suven and Cohance, on a relative basis, based on the various methodologies explained herein earlier and other factors considered relevant, having regard to information base, key underlying assumptions, and limitations. Though different values have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single value for the Proposed Amalgamation. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

In the current analysis, the merger of Cohance into Suven is proceeded with on the assumption that Cohance and Suven would merge as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of merger, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the shares of Suven and Cohance under the Asset Approach, we have considered it appropriate not to give any weight to the same in arriving at the Share Exchange Ratio.

Given the nature of businesses of Suven and Cohance, and the fact that we have been provided with projected financials for Suven and Cohance, we have considered it appropriate to apply the DCF Method under the Income Approach to arrive the fair value of the equity shares of Suven and Cohance. Within the DCF Method, equity value per share for Suven and Cohance has been computed as follows:

- Enterprise Value of Suven and Cohance has been computed using the DCF method;
- To arrive at the total value available to the equity shareholders for both Suven and Cohance, value as arrived above is adjusted, as appropriate for debt, cash and cash equivalents and surplus assets as appearing in balance sheet, contingent liabilities and other matters;
- The remaining value thus determined is then divided by diluted equity shares (considering estimated ESOP exercise, as appropriate), to arrive at the value per equity share.

For our analysis under Market Approach, we have considered the Market Price Method to arrive at the value of the equity shares of Suven for the purpose of arriving at the Share Exchange Ratio. For determining the market price, the volume weighted share price of Suven over an appropriate period up to 28 February 2024, has been considered in this case. Equity shares of Cohance are not listed on any stock exchange.

Considering the stage of operations of the Companies, nature of their industry and the current profitability status of the Companies, we have considered the Enterprise Value/ Earnings before interest, taxes, depreciation and amortization ('EV/EBITDA') multiple of listed comparable companies. We have relied on publicly available information and certain databases such as CapitalIQ, etc. to arrive at the comparable company multiple.

Comparable Companies' Transaction Multiple (CTM) method has not been used due to lack of comparable transactions in this space. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

For our final analysis and recommendation, we have considered the values arrived under the Income approach and Market Approach, to determine value of the equity shares of Suven and Cohance on a relative basis for the purpose of the Proposed Amalgamation.

We have considered appropriate weights to the values arrived at under different methods under Income approach and Market Approach.

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In view of the above, and on consideration of the relevant factors and circumstances as discussed and outlined hereinabove, the tables below summarise our workings for valuation of Suven and Cohance, and the Share Exchange Ratio as derived by us.

The computation of fair equity share exchange ratio for the Proposed Amalgamation of Cohance into Suven is tabulated below:

Valuation Approach	Suven		Cohance	
	Value per share (INR)	Weight	Value per share (INR)	Weight
Cost/Asset Approach	86.24	0%	3.84	0%
Income Approach				
DCF method (i)	670.54	50%	25.86	50%
Market Approach				
Multiples method (ii)	663.65	25%	23.90	50%
Market Price method* (iii)	665.02	25%	NA	NA
Relative Value per Share (Weighted Average of (i), (ii) and (iii)	667.44		24.88	
Share Exchange Ratio (Rounded)	**11:295**			

*** Higher of 10 trading days volume weighted average price ('VWAP') or 90 trading days VWAP**

Annexure 1B- Approach to Valuation – BDO Val

BASIS OF VALUE

The report has been prepared on the basis of "Fair Value" as at Valuation Date. The generally accepted definition of "Fair Value" is the value as applied between a hypothetical willing vendor and a hypothetical willing prudent buyer in an open market and with access to all relevant information.

PREMISE OF VALUE

The report has adopted "Going Concern Value" as the premise of value in the given circumstances. The generally accepted definition of Going concern value is the value of a business enterprise that is expected to continue to operate in the future.

We have carried out the valuation in accordance with the principles laid in the International Valuation Standards, as applicable to the purpose and terms of this engagement.

The three main valuation approaches are the market approach, income approach and asset approach. There are several commonly used and accepted methods within the market approach, income approach and asset approach, for determining the value of equity shares of a company, which can be considered in the present valuation exercise, to the extent relevant and applicable, to arrive at the Equity Share Exchange Ratio for the purpose of the Proposed Amalgamation, such as:

- Market Approach - Market Price Method; Comparable Companies Multiples (CCM) Method
- Income Approach - Discounted Cash Flow (DCF) Method
- Asset Approach - Net Asset Value (NAV) Method/ Summation method

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies/ businesses, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of method of valuation has been arrived at using usual and conventional methods adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Asset Approach:
Net Asset Value Method
Under the asset approach, the net asset value (NAV) method is considered, which is based on the underlying net assets and liabilities of the company, taking into account operating assets and liabilities on a book value basis and appropriate adjustments for, interalia, value of surplus/ non-operating assets.

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Summation Method
The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings.

Income Approach: Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e., discounted or capitalised) amount. The value measurement is determined on the basis of the value indicated by current market expectations about those future amounts.

Under DCF method, the projected free cash flows from business operations available to all providers of capital are discounted at the weighted average cost of capital to such capital providers, on a market participant basis, and the sum of such discounted free cash flows is the value of the business from which value of debt and other capital is deducted, and other relevant adjustments made to arrive at the value of the equity – Free Cash Flows to Firm (FCFF) technique; This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Market Approach: Market approach is a valuation approach that uses prices and other relevant information generated by market transactions involving identical or comparable (i.e., similar) assets, liabilities or a group of assets and liabilities, such as a business.

- Market Price Method: Under this method, the value of shares of a company is determined by taking the average of the market capitalisation of the equity shares of such company as quoted on a recognised stock exchange over reasonable periods of time where such quotations are arising from the shares being regularly and freely traded in an active market, subject to the element of speculative support that may be inbuilt in the market price. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share, especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger/ demerger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard. This method would also cover any other transactions in the shares of the company including primary/ preferential issues/ open offer in the shares of the company available in the public domain.

- Comparable Companies Multiples (CCM) Method: Under this method, one attempts to measure the value of the shares/ business of company by applying the derived market multiple based on market quotations of comparable public/ listed companies, in an active market, possessing attributes similar to the business of such company - to the relevant financial parameter of the company/ business (based on past and/ or projected working results) after making adjustments to the derived multiples on account of dissimilarities with the comparable companies and the strengths, weaknesses and other factors peculiar to the company being valued. These valuations are based on the principle that such market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

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The valuation approaches/ methods used, and the values arrived at using such approaches/ methods have been tabled below:

Valuation Approach	**Suven**		**Cohance**	
	Value per Share (INR)	**Weight**	**Value per Share (INR)**	**Weight**
Income Approach	694.25	50%	25.92	50%
Market Approach				
Market Price Method	665.02	25%	NA	NA
CCM Method	669.06	25%	24.89	50%
Asset Approach	NA	NA	NA	NA
Value per Share	**680.64**	**100%**	**25.40**	**100%**
Exchange Ratio (Rounded off)	**11:295**			

Valuer Notes:

Cohance:

- Cohance has future earnings potential, hence we have applied DCF Method under Income Approach for its valuation.
- There are Comparable Companies in the listed space In India, and therefore we have used CCM Method under Market Approach for valuing Cohance.
- The equity shares of Cohance are not listed on any recognized stock exchange, we have not considered the Market Price Method under Market Approach for its valuation.
- We have not considered valuation as per CTM Method under Market Approach for valuing Cohance, as there is no adequate data available in public domain/our subscribed databases for Comparable Transactions in the unlisted space.
- Cohance is an operating company, its equity value deriving from future earning potential, therefore we have not considered Cost Approach for the valuation.

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Suven:

- Suven has future earnings potential, hence we have applied DCF Method under Income Approach for its valuation.

- There are Comparable Companies in the listed space In India, and therefore we have used CCM Method under Market Approach for valuing Suven.

- Since the equity shares of Suven are listed on the recognized stock exchanges, we have considered the Market Price Method under Market Approach for its valuation. *As per regulations 164 (1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (last amended on 23 May 2023), If the equity shares of the issuer have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:*
  a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
  b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date."
  Therefore, we have considered the higher of 90 days or 10 days volume weighted average price as Market Price for computation.

- We have not considered valuation as per CTM Method under Market Approach for valuing Suven, as there is no adequate data available in public domain/our subscribed databases for Comparable Transactions in the unlisted space.

- Suven is an operating company, its equity value deriving from future earning potential, therefore we have not considered Cost Approach for the valuation.

RATIO

In light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined herein above, we recommend the following Equity Share Exchange Ratio for Proposed Amalgamation:

- 11 (Eleven Only) fully paid-up Equity Shares of Rs. 1 each of Suven for every 295 (Two hundred Ninety Five Only) equity share of Rs 10 each of Cohance; and

Our Valuation report and Equity Share Exchange Ratio is based on the equity share capital structure of the Cohance and Suven as mentioned earlier in this report. Any variation in the equity capital of the Companies may have material impact on the Equity Share Exchange Ratio.

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Annexure 8 - A

PwC Business Consulting Services LLP Registered Valuer Registration No. IBBI/RV – E/02/2022/158 252 Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai – 400028, Maharashtra, India.	**BDO Valuation Advisory LLP** Registered Valuer Registration No. IBBI/RV-E/02/2019/103 The Ruby, Level 9, North-West Wing Senapati Bapat Marg, Dadar (West) Mumbai – 400028 Maharashtra, India.

18 March 2024

Suven Pharmaceuticals Limited 8-2-334, Sde Serene Chambers, 3rd Floor Avenue 7, Road No. 5, Banjara Hills, Hyderabad, Telangana, 500034, India	**Cohance Lifesciences Limited** 215 Atrium, C Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala Mumbai, Maharashtra, 400093, India

Dear Sir/ Madam,

We refer to our Share Exchange Ratio Report dated 29 February 2024, for recommending fair equity share exchange ratio(s) for the proposed amalgamation of Cohance Lifesciences Limited ("Cohance") with Suven Pharmaceuticals Limited ("Suven") ("Proposed Amalgamation") through a Scheme of Amalgamation under the provisions of Sections 230-232 and the other applicable provisions of the Companies Act, 2013.

As requested by you, find below our responses to query received by you from NSE:

<table>
<tr><th>Sr. No.</th><th>NSE Query</th><th>Responses</th></tr>
<tr><td>1</td><td>As per the valuation report, Transferor company 'Cohance Lifesciences Limited' has issued and subscribed equity share capital as of 31 dec 2023 is Rs. 145.80 crore consisting of 3,39,46,62,519 equity shares of face value of Rs. 10/- each.
Screenshot is as follows:

<u>Cohance Lifesciences Limited</u>

The issued and subscribed equity share capital of Cohance as of 31 December 2023 is INR 145.8 crore consisting of 3,39,46,62,519 equity shares of face value of INR 10/- each. The shareholding pattern is as follows:

<table>
<tr><th>Shareholding Pattern as on Valuation Date</th><th>No. of Shares</th><th>% Shareholding</th></tr>
<tr><td>Promoters</td><td>3,39,35,33,524</td><td>99.97%</td></tr>
<tr><td>Others</td><td>11,28,995</td><td>0.03%</td></tr>
<tr><td>Grand Total</td><td>3,39,46,62,519</td><td>100.00 %</td></tr>
</table>
Source: Management information

As per latest available financial statement of FY 2022-23, company has issued and subscribed equity share capital of Rs. 145.84 crore consisting of 14,58,38,927 equity shares of face value of Rs. 10/- each.
Kindly clarify the mismatch in the no. of equity shares in the valuation report and financial statement even value remains the same at Rs. 145.80 crore.</td><td>The issued and subscribed equity share capital of Rs. 145.80 crore mentioned in the valuation report was as of 31 December 2023. Subsequent to 31 December 2023, the issued and subscribed equity share capital of the Transferor Company was increased by:

1. INR 946.4 crore pursuant to conversion of compulsorily convertible debentures ('CCD') into equity shares; and

2. INR 2,302.4 crore pursuant to amalgamation of ZCL Chemicals Limited and Avra Laboratories Private Limited into Cohance with effect from 1 February 2024.</td></tr>
</table>

The summary of the same is tabulated below:

Particulars	Number of Equity Shares (No.)	Share Capital (INR Cr)	Per Share Value (INR)
As per Share Capital as on December 31, 2023	14,58,38,927	145.8	10.0
CCD Conversion	94,64,13,360	946.4	10.0
Pursuant to Merger	2,30,24,10,232	2,302.4	10.0
Total	3,39,46,62,519	3,394.7	10.0

Therefore, the relevant paragraph in the valuation report should be read as under:

The issued and subscribed equity share capital of Cohance as of 28 February 2024 is INR 3,394.7 crore consisting of 3,39,46,62,519 equity shares of face value of INR 10/- each. The shareholding pattern is as follows:

Shareholding Pattern as on Valuation Date	No. of Shares	% Shareholding
Promoters	3,39,35,33,524	99.97%
Others	11,28,995	0.03%
Grand Total	**3,39,46,62,519**	**100.00 %**

2

In the valuation report, under the heading "*Sources of Information/ Major Factors that were taken into account during the valuation:*" it is observed that "*Provisional consolidated financial statements (without notes to accounts) of Cohance for last 2 years ending 31 March 2023;*" is considered for valuation.

Kindly explain the rationale for considering the provisional financial statements and kindly clarify how the Company follows the Exchanges Standard Operating Procedure (SOP) dated September 29, 2023 on application filed under Regulation 37 and 59A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 w.r.t. Scheme of Arrangements.

The amalgamation of ZCL Chemicals Limited ("ZCL") and Avra Laboratories Private Limited ("Avra") with Cohance was approved by NCLT order dated 05 January 2024 and became effective from 01 February 2024, with 01 April 2023 as the Appointed Date. ZCL, Avra and Cohance are collectively referred to as Companies. The audited financials of the Companies for the prior period, i.e., for the year ending 31 March 2022 and 31 March 2023 were available on a stand-alone basis and such audited financials were considered for the preparation of the combined financial statements of the Companies.

We were provided with combined financial statements of the Companies for past two financial years to understand their financial performance on a combined basis. As these consolidated numbers were not audited, the report refers to "provisional" word.

Trust you would find the above in order.

PwC Business Consulting Services LLP

BDO VALUATION ADVISORY LLP

Yours faithfully,

Respectfully submitted,	Respectfully submitted,
PwC Business Consulting Services LLP Registered Valuer Registration No. IBBI/RV-E/02/2022/158	**BDO Valuation Advisory LLP** Registered Valuer Registration No. IBBI/RV-E/02/2019/103
Neeraj PwC Business Consulting Services LLP	BDO VALUATION ADVISORY LLP
Neeraj Garg Partner IBBI Membership No.: IBBI/RV/02/2021/14036 Date: 18 March 2024	**Lata Gujar More** Partner IBBI Membership No.: IBBI/RV/06/2018/10488 Date: 18 March 2024

Investment Banking

Date: February 29, 2024

The Board of Directors
Suven Pharmaceuticals Limited,
8-2-334, Sde Serene Chambers,
3rd Floor Avenue 7, Road No. 5,
Banjara Hills, Hyderabad,
Telangana, 500034, India

Dear Sirs,

Sub: Proposed scheme of amalgamation of Cohance Lifesciences Limited ("Cohance" or the "Transferor Company") with Suven Pharmaceuticals Limited ("Suven" or the "Company" or the "Transferee Company") and their respective shareholders and creditors for amalgamation of the Cohance into Suven

You have requested us to issue a fairness opinion ("**Opinion**") from a financial point of view on the Share Exchange Ratio (*as defined below*) in relation to amalgamation of Cohance into Suven ("**Amalgamation**"), described in the Scheme *(as defined below)*. As more fully described in the Scheme, in consideration of the Amalgamation, 11 (Eleven) fully paid up equity shares of face value of Re. 1 each of the Transferee Company will be issued for every 295 (Two Hundred and Ninety Five) fully paid up equity shares of face value Rs. 10 each of the Transferor Company (the "**Share Exchange Ratio**").

Background of the Companies

The Transferor Company is engaged in the business engaged in the business of: (i) end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients ("APIs") for innovator customers; (ii) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (iii) manufacturing of specialty chemicals, including electronic chemicals; and (iv) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

The Transferee Company is engaged in the business of: (i) contract development, manufacturing and manufacturing process development of intermediates for innovator customers; (ii) manufacturing of specialty chemicals including agrochemicals; (iii) manufacturing of APIs and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and (iv) process improvement services for both pharmaceutical and specialty chemicals companies. The equity shares of the Transferee Company are listed on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (collectively referred to as the "**Stock Exchanges**").

Proposed Transaction

Scheme of amalgamation is being proposed to be entered amongst Cohance, Suven and their respective shareholders and creditors ("**Scheme**"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, providing for the amalgamation of Cohance into Suven and in consideration, the

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consequent issuance of equity shares by Suven to the equity shareholders of Cohance ("**Proposed Transaction**"). Our scope is restricted to providing an Opinion on the Share Exchange Ratio as recommended by PwC Business Consulting Services LLP ("**Valuer 1**") and BDO Valuation Advisory LLP, ("**Valuer 2**") in their joint valuation report dated February 29, 2024. (Valuer 1 and Valuer 2 collectively referred to as the "**Valuers**").

In arriving at our Opinion, we have reviewed (i) the joint valuation report dated February 29, 2024 issued by Valuers and (ii) the draft of the Scheme received by us and (iii) the historical financials and future projections, business information of Suven, Cohance and listed stock price data of Suven. We have also reviewed certain publicly available information which the Company has confirmed as being reasonable for the purposes of providing our fairness opinion, and have also taken into account such other matters as we deemed necessary including our assessment of general economic, market and monetary conditions.

We have also assumed that the final Scheme will be substantially the same as the scheme discussed with and reviewed by us and that there will no material changes between the draft shared with us and the final approved scheme. Any such material changes will require us to reevaluate our opinion herein.

In addition to above, we have had discussions with members of the management of Suven and Cohance on the past and current business operations of the concerned businesses, their future prospects and operations, and have received management representation letter from Suven dated February 29, 2024.

Further, we have had discussions with Valuers on such matters which we believed were necessary or appropriate for the purpose of issuing this Opinion.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge Suven and Cohance to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment. We have further assumed that the Proposed Transaction would be carried out in compliance with all the applicable laws, rules and regulations.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. With respect to information and data relating to Suven and Cohance provided to or otherwise reviewed by or discussed with us, we have been advised by the respective managements of Suven and Cohance, and we have assumed and relied upon such advice, that such information and data were reasonably prepared on bases reflecting the best currently available estimates and judgments of the managements of Suven and Cohance as to the potential strategic implications and operational benefits anticipated to result from the Amalgamation and the other matters covered thereby. We have not conducted any evaluation or appraisal of any assets or liabilities of Suven or Cohance nor have we evaluated the solvency or fair value of Suven or Cohance, whether for any lender or otherwise, under any laws relating to bankruptcy, insolvency or similar matters or the Company's ability to fulfill its obligations towards any class of investors or third parties. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of Suven or Cohance.

Our Opinion does not factor overall economic environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of Suven and/ or Cohance, in arriving at our final Opinion. A multitude of factors including, but not limited to, changes in demand, competition, technology, any geo-

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political risks, wars, insurrections and any macroeconomic conditions in India and globally can cause actual events, performance or results to differ significantly from the financial projections.

Our Opinion does not address, and we have not assessed, any matters (including any existing or potential contingent liabilities and any ongoing or threatened litigation, including taxation proceedings) which may have an impact, adverse or otherwise, on the business, operations or prospects of Suven, Cohance or their affiliates or any underlying assumptions, forecasts or views of the management of Suven or Cohance. We have relied upon the financial, market, and technical data provided to or obtained by us or the management's views on the future businesses, operations and prospects or any underlying assumptions for the same.

We have assumed, with your consent, that the Amalgamation will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary regulatory or third party approvals (including approvals of all classes of shareholders and creditors of Suven and Cohance and their respective affiliates, as applicable), consents and releases for the Amalgamation, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on Suven and/or Cohance or the contemplated benefits of the Amalgamation. We have further assumed that such approvals, consents and releases will be duly obtained as required pursuant to applicable laws and contractual obligations, without any delays. Representatives of Suven have advised us, and we have further assumed, that the final terms of the Scheme will not vary from those set forth in the Draft Scheme reviewed by us. Further, we have assumed that there will not be any adverse rulings or proceedings whatsoever (whether of any court, regulatory body or otherwise) arising out of or in relation to the Amalgamation as contemplated by the Scheme.

Our Opinion does not address, and we have not assessed, any legal, regulatory, taxation or accounting matters. We have also assumed that all aspects of the Amalgamation and any other transaction contemplated in the Draft Scheme would be in compliance with applicable laws and regulations; and we have issued this Opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance. Without prejudice to the generality of the foregoing, we express no opinion and have assumed that the Amalgamation will not trigger obligations to make open offers under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and accordingly we have not considered the consequences or impact on Suven or Cohance, if any such open offers are mandated. We have also assumed that the Amalgamation will not result in any adverse effect on Suven, Cohance or their respective businesses, whether under tax or other laws or under the terms of any license or approval. We also have assumed, with your consent, that the Amalgamation will be treated as a tax-free reorganization for Indian income tax purposes.

Our Opinion is restricted to the fairness, from a financial point of view, of the Share Exchange Ratio, as determined by the Valuers pursuant to their valuation exercise, and we express no view as to the fairness (financial or otherwise) to the holders of any other class of securities or creditors of Suven, Cohance or any of their affiliates. Our Opinion also does not address any matters otherwise than as expressly stated herein, including but not limited to matters such as corporate governance, shareholder rights or any other equitable considerations. We are not providing you with any investment advice or recommendations in connection with the Amalgamation including any advice (from an investment perspective) on the suitability of the Amalgamation (whether structured as any single transaction or a series of transactions) or any trading strategy or any other structuring options or approach involving Suven and Cohance. Further, Suven will remain solely responsible for the commercial assumptions on which the Opinion provided by us is based and for its decision to proceed with the Amalgamation. Further, our opinion does not take into account any corporate actions of any of Suven and Cohance after the date hereof, including payment of dividends. We

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have not made or been provided with an independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of Suven, Cohance or their respective affiliates. We express no opinion as to the solvency or fair value of Suven or Cohance under any laws, or otherwise, or the realizable value of the properties or assets of Suven or Cohance or their respective affiliates.

A valuation estimate for any transaction does not necessarily suggest that a market exists for the transaction. We have not made any physical inspection of the properties or assets of Suven, Cohance or their respective affiliates. We were not requested to, and we did not, participate in the negotiation or structuring of the Amalgamation, nor were we requested to, and we did not, solicit third party indications of interest in the possible acquisition of all or a part of Cohance. We express no view as to, and our Opinion does not address, the underlying business decision of Suven to effect the Amalgamation, the relative merits of the Amalgamation as compared to any alternative business strategies that might exist for Suven or the effect of any other transaction in which Suven might engage. We also express no view as to, and our Opinion does not address, the fairness (financial or otherwise) of the amount or nature or any other aspect of any compensation to any officers, directors or employees of any parties to the Amalgamation, or any class of such persons, relative to the Share Exchange Ratio. We express herein no view or opinion as to any terms or other aspects of the Amalgamation or the Scheme (other than the Share Exchange Ratio, as determined by Valuers pursuant to their valuation exercise, to the extent expressly specified herein). Our Opinion is necessarily based upon information available to us, and financial, stock market and other conditions and circumstances existing, as of the date hereof.

Our Opinion does not constitute a recommendation to any shareholder or creditor of Suven or Cohance as to how such shareholder or creditor should vote on the Proposed Transaction or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of Suven. We are not expressing any opinion herein as to the prices at which the equity shares of Suven will trade following the announcement or consummation of the proposed transaction or as to the prices at which the equity shares of Suven may be transacted.

Suven has executed the engagement letter ("**Kotak EL**") in relation to our services in connection with the delivery of this Opinion and for providing certain advisory services to Suven in connection with the Transaction. We will receive fees from Suven for these services under Kotak EL. In addition, Suven has agreed to indemnify us from any claims arising out of our engagement in providing the Opinion.

We and/or our affiliates in the past five years may have provided, and currently maybe providing, services to Suven and/ or Cohance and/ or their affiliates unrelated to the Proposed Transaction for which we or such affiliates have received and expect to receive compensation, including, without limitation as lenders and creditors to Suven.

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with Suven and its respective affiliates.

This Opinion is provided solely for the benefit of the Board of Directors of Suven and is for the purpose of submission to the Stock Exchanges under the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and shall not confer rights or remedies upon, any shareholder of Suven, Cohance or any other person including any company involved in the Scheme other than the members of the Board of Directors of Suven and shall not be used for any other purpose. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or

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disclosed, referred to or communicated by you (in whole or in part) except with our prior written consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of Suven, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Opinion may be shown or who may acquire a copy of this Opinion.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement).

With respect to any suit, action or any other proceedings relating to this Opinion, the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, our work as merchant bankers, our work as described above, and other factors that we deem relevant, it is our view that, as of the date hereof, the proposed Share Exchange Ratio recommended by Valuers, in their joint valuation report dated February 29, 2024, is fair and reasonable from a financial point of view.

Yours faithfully,

For **Kotak Mahindra Capital Company Limited**

KOTAK MAHINDRA CAPITAL COMPANY LTD.

Authorised Signatory

Annexure 10

Pre - Shareholding (without PAN)

Format of Holding of Specified securities

1. Name of Listed Entity: **Suven Pharmaceuticals Limited**
2. Scrip Code/Name of Scrip/Class of Security : 543064/ SUVENPHAR/ EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
   a. if under 31(1)(b) then indicate the report for quarter ending 31/12/2023
   b. if under 31(1)(c) then indicate date of allotment/extinguishment
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

The Pre-Scheme shareholding pattern has been computed on the basis of the shareholding pattern of the Transferee Company as on 23 February 2024

	Particulars	**YES***	**NO***
a	Whether the Listed Entity has issued any partly paid up shares		No
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
c	Whether the Listed Entity has any shares against which depository receipts are issued?		No
d	Whether the Listed Entity has any shares in locked-in?		No
e	Whether any shares held by promoters are pledge or otherwise encumbered?		No

5 The tabular format for disclosure of holding of specified securities is as follows:

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	127,539,592	-	-	127,539,592	50.10	127,539,592	-	127,539,592	50.10	-	50.10	-	-	-	-	127,539,592
(B)	Public	68,118	127,025,364	-	-	127,025,364	49.90	127,025,364	-	127,025,364	49.90	-	49.90	-	-	-	-	126,621,269
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employes Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total:	**68,119**	**254,564,956**	**-**	**-**	**254,564,956**	**100.00**	**254,564,956**	**-**	**254,564,956**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**254,160,861**

Note: The above does not include underlying shares that would need to be issued upon exercise of employee stock options

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1a)	Individuals/Hindu undivided Family	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1c)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1d)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2a)	Individuals (Non-Resident Individuals/Foreign Individuals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2e)	Any Other	1	127,539,592	-	-	127,539,592	50.10	127,539,592	-	127,539,592	50.10	-	50.10	-	-	-	-	127,539,592
(2e)	BERHYANDA LIMITED	1	127,539,592	-	-	127,539,592	50.10	127,539,592	-	127,539,592	50.10	-	50.10	-	-	-	-	127,539,592
	Sub-Total (A)(2)	1	127,539,592	-	-	127,539,592	50.10	127,539,592	-	127,539,592	50.10	-	50.10	-	-	-	-	127,539,592
	Total Shareholding of Promoter and Promoter Group (A	**1**	**127,539,592**	**-**	**-**	**127,539,592**	**50.10**	**127,539,592**	**-**	**127,539,592**	**50.10**	**-**	**50.10**	**-**	**-**	**-**	**-**	**127,539,592**

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	Sub-categorization of shares		
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		Shareholding (No. of shares) under		
								Class X	Class Y	Total									Sub category (i)	Sub category (ii)	Sub category (iii)
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)			
(1)	Institutions (Domestic)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1a)	Mutual Funds	21	34,242,891	-	-	34,242,891	13.45	34,242,891	-	34,242,891	13.45	-	13.45	-	-	-	-	34,206,891	-	-	-
(1a)	DSP REGULAR SAVINGS FUND	1	10,711,850	-	-	10,711,850	4.21	10,711,850	-	10,711,850	4.21	-	4.21	-	-	-	-	10,711,850	-	-	-
(1a)	HSBC MIDCAP FUND	1	3,990,865	-	-	3,990,865	1.57	3,990,865	-	3,990,865	1.57	-	1.57	-	-	-	-	3,990,865	-	-	-
(1a)	UTI-UNIT LINKED INSURANCE PLAN	1	9,636,095	-	-	9,636,095	3.79	9,636,095	-	9,636,095	3.79	-	3.79	-	-	-	-	9,636,095	-	-	-
(1b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1c)	Alternate Investment Funds	9	1,310,288	-	-	1,310,288	0.51	1,310,288	-	1,310,288	0.51	-	0.51	-	-	-	-	1,310,288	-	-	-
(1d)	Banks	2	211	-	-	211	-	211	-	211	-	-	-	-	-	-	-	211	-	-	-
(1e)	Insurance Companies	6	4,974,210	-	-	4,974,210	1.95	4,974,210	-	4,974,210	1.95	-	1.95	-	-	-	-	4,974,210	-	-	-
(1f)	Provident Funds/Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1g)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1h)	Soveregin Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1i)	NBFC Registered with RBI	1	800																		
(1j)	Other Financial Insutitions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1k)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**39**	**40,528,400**	**-**	**-**	**40,528,400**	**15.91**	**40,528,400**	**-**	**40,528,400**	**15.91**	**-**	**15.91**	**-**	**-**	**-**	**-**	**40,492,400**	**-**	**-**	**-**
(2)	Institutions (Foreign)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2b)	Foreign Venture Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2d)	Foreign Portfolio Investors Category I	119	26,766,467	-	-	26,766,467	10.51	26,766,467	-	26,766,467	10.51	-	10.51	-	-	-	-	26,766,467	-	-	-
(2d)	GOLDMAN SACHS FUNDS - GOLDMAN SACHS INDIA EQU	1	2,688,678	-	-	2,688,678	1.06	2,688,678	-	2,688,678	1.06	-	1.06	-	-	-	-	2,688,678	-	-	-
(2d)	AMANSA HOLDINGS PRIVATE LIMITED	1	6,060,898	-	-	6,060,898	2.38	6,060,898	-	6,060,898	2.38	-	2.38	-	-	-	-	6,060,898	-	-	-
(2e)	Foreign Portfolio Investors Category II	11	719,908	-	-	719,908	0.28	719,908	-	719,908	0.28	-	0.28	-	-	-	-	719,908	-	-	-
(2f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2g)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**130**	**27,486,375**	**-**	**-**	**27,486,375**	**10.79**	**27,486,375**	**-**	**27,486,375**	**10.79**	**-**	**10.79**	**-**	**-**	**-**	**-**	**27,486,375**	**-**	**-**	**-**
(3)	Central Government/State Government(s)/President of I	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3b)	State Government / Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3c)	Shareholding by Companies or Bodies Corporate where C	1	25,393	-	-	25,393	0.01	25,393	-	25,393	0.01	-	0.01	-	-	-	-	25,393	-	-	-
(4)	Non-Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4b)	Directors and their relatives (excluding independent dire	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4c)	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4d)	Relatives of promoters (other than 'immediate relatives'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4e)	Trusts where any person belonging to 'Promoter and Pro	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4f)	Investor Education and Protection Fund (IEPF)	1	348,638	-	-	348,638	0.14	348,638	-	348,638	0.14	-	0.14	-	-	-	-	348,638	-	-	-
(4g)	Resident Individuals holding nominal share capital up to I	64,002	26,224,817	-	-	26,224,817	10.30	26,224,817	-	26,224,817	10.30	-	10.30	-	-	-	-	25,861,222	-	-	-
(4h)	Resident Individuals holding nominal share capital in exce	2	718,549	-	-	718,549	0.28	718,549	-	718,549	0.28	-	0.28	-	-	-	-	718,549	-	-	-
(4i)	Non Resident Indians (NRIs)	2,193	2,351,833	-	-	2,351,833	0.92	2,351,833	-	2,351,833	0.92	-	0.92	-	-	-	-	2,351,833	-	-	-
(4j)	Foreign Nationals	2	94,400	-	-	94,400	0.04	94,400	-	94,400	0.04	-	0.04	-	-	-	-	94,400	-	-	-
(4k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4l)	Bodies Corporate	571	28,209,910	-	-	28,209,910	11.08	28,209,910	-	28,209,910	11.08	-	11.08	-	-	-	-	28,205,910	-	-	-
(4l)	JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITE	1	25,192,957	-	-	25,192,957	9.90	25,192,957	-	25,192,957	9.90	-	9.90	-	-	-	-	25,192,957	-	-	-
(4m)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4m)	CLEARING MEMBERS	4	17,977	-	-	17,977	0.01	17,977	-	17,977	0.01	-	0.01	-	-	-	-	17,977	-	-	-
(4m)	H U F	1,165	976,235	-	-	976,235	0.38	976,235	-	976,235	0.38	-	0.38	-	-	-	-	975,735	-	-	-
(4m)	TRUSTS	8	42,837	-	-	42,837	0.02	42,837	-	42,837	0.02	-	0.02	-	-	-	-	42,837	-	-	-
	Sub-Total (B)(3)	**67,948**	**58,985,196**	**-**	**-**	**58,985,196**	**23.17**	**58,985,196**	**-**	**58,985,196**	**23.17**	**-**	**23.17**	**-**	**-**	**-**	**-**	**58,617,101**	**-**	**-**	**-**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**68,118**	**127,025,364**	**-**	**-**	**127,025,364**	**49.88**	**127,025,364**	**-**	**127,025,364**	**49.88**	**-**	**49.88**	**-**	**-**	**-**	**-**	**126,621,269**	**-**	**-**	**-**

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)		(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI(Share based Employ	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

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Details of the shareholders acting as persons in Concert including their Shareholding:			
Name of Shareholder	Name of PAC	No of shares	Holding%
Total:		**0**	**0**

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders,	
No of Shareholders	No of shares

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Significant Beneficial Owners (SBOs)

Sno	Details of the significant beneficial owner			Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*:					
	I			II				III		IV			
Sr No	Name	Nationality	Nationality (Applicable in case of Any other is selected)	Name	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	Date of creation / acquisition of significant beneficial interest
1	Susan Gentile	United States of America		Berhyanda Limited		Any other	Cyprus	50.10%			No	No	Friday, September 29, 2023

Table VI - Statement showing foreign ownership limits

	Board approved limits	Limits utilized	Date
As on shareholding date	74.00	61.53	Friday, February 23, 2024
As on the end of previous 1st quarter	74.00	60.93	Friday, December 29, 2023
As on the end of previous 2nd quarter	74.00	10.73	Thursday, September 28, 2023
As on the end of previous 3rd quarter	74.00	12.47	Friday, June 30, 2023
As on the end of previous 4th quarter	74.00	12.46	Friday, March 31, 2023

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Post - Shareholding (without PAN)

Format of Holding of Specified securities

1. Name of Listed Entity : **Suven Pharmaceuticals Limited**
2. Scrip Code/Name of Scrip/Class of Security : 543064/ SUVENPHAR/ EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
   a. if under 31(1)(b) then indicate the report for quarter ending 31/12/2023
   b. if under 31(1)(c) then indicate date of allotment/extinguishment
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

The Post-Scheme shareholding pattern has been computed on the basis of the shareholding pattern of the Transferee Company as on 23 February 2024.The post shareholding pattern may change on the basis of shares held on the date of allotment

	Particulars	**YES***	**NO***
a	Whether the Listed Entity has issued any partly paid up shares		No
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
c	Whether the Listed Entity has any shares against which depository receipts are issued?		No
d	Whether the Listed Entity has any shares in locked-in?		No
e	Whether any shares held by promoters are pledge or otherwise encumbered?		No

5 The tabular format for disclosure of holding of specified securities is as follows:

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group (Note 1)	2	254,078,170	-	-	254,078,170	66.66	254,078,170	-	254,078,170	66.66	-	66.66	-	-	-	-	254,078,170
(B)	Public	68,121	127,067,422	-	-	127,067,422	33.34	127,067,422	-	127,067,422	33.34	-	33.34	-	-	-	-	127,067,422
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employes Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total:	**68,123**	**381,145,592**	**-**	**-**	**381,145,592**	**100.00**	**381,145,592**	**-**	**381,145,592**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**381,145,592**

Note 1: Includes 40 shares held by 6 nominee shareholders of Jusmiral Holdings Limited

Note 2: The above does not include underlying shares that would need to be issued upon exercise of employee stock options

SUVEN PHARMACEUTICALS LIMITED * HYD *

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1a)	Individuals/Hindu undivided Family	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1c)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1d)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2a)	Individuals (Non-Resident Individuals/Foreign Individuals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2e)	Any Other	2	254,078,170	-	-	254,078,170	66.66	254,078,170	-	254,078,170	66.66	-	66.66	-	-	-	-	254,078,170
(2e)	BERHYANDA LIMITED	1	127,539,592	-	-	127,539,592	33.46	127,539,592	-	127,539,592	33.46	-	33.46	-	-	-	-	127,539,592
(2e)	Jusmiral Holdings Limited (Note 1)	1	126,538,578			126,538,578	33.20	126,538,578		126,538,578	33.20		33.20					126,538,578
	Sub-Total (A)(2)	2	254,078,170	-	-	254,078,170	66.66	254,078,170	-	254,078,170	66.66	-	66.66	-	-	-	-	254,078,170
	Total Shareholding of Promoter and Promoter Group (A	**2**	**254,078,170**	**-**	**-**	**254,078,170**	**66.66**	**254,078,170**	**-**	**254,078,170**	**66.66**	**-**	**66.66**	**-**	**-**	**-**	**-**	**254,078,170**

Note 1: Includes 40 shares held by 6 nominee shareholders of Jusmiral Holdings Limited

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form	Sub-categorization of shares		
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held		Shareholding (No. of shares) under		
								Class X	Class Y	Total									Sub category (i)	Sub category (ii)	Sub category (iii)
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)			
(1)	Institutions (Domestic)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1a)	Mutual Funds	21	34,242,891	-	-	34,242,891	8.98	34,242,891	-	34,242,891	8.98	-	8.98	-	-	-	-	34,242,891	-	-	-
(1a)	DSP REGULAR SAVINGS FUND	1	10,711,850	-	-	10,711,850	2.81	10,711,850	-	10,711,850	2.81	-	2.81	-	-	-	-	10,711,850	-	-	-
(1a)	HSBC MIDCAP FUND	1	3,990,865	-	-	3,990,865	1.05	3,990,865	-	3,990,865	1.05	-	1.05	-	-	-	-	3,990,865	-	-	-
(1a)	UTI-UNIT LINKED INSURANCE PLAN	1	9,636,095	-	-	9,636,095	2.53	9,636,095	-	9,636,095	2.53	-	2.53	-	-	-	-	9,636,095	-	-	-
(1b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1c)	Alternate Investment Funds	9	1,310,288	-	-	1,310,288	0.34	1,310,288	-	1,310,288	0.34	-	0.34	-	-	-	-	1,310,288	-	-	-
(1d)	Banks	2	211	-	-	211	0.00	211	-	211	0.00	-	0.00	-	-	-	-	211	-	-	-
(1e)	Insurance Companies	6	4,974,210	-	-	4,974,210	1.31	4,974,210	-	4,974,210	1.31	-	1.31	-	-	-	-	4,974,210	-	-	-
(1f)	Provident Funds/Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1g)	Asset Reconstruction Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1h)	Soveregin Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1i)	NBFC Registered with RBI	1	800	-	-	800	0.00	800	-	800	0.00	-	0.00	-	-	-	-	800	-		
(1j)	Other Financial Insutitions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1k)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**39**	**40,528,400**	**-**	**-**	**40,528,400**	**10.63**	**40,528,400**	**-**	**40,528,400**	**10.63**	**-**	**10.63**	**-**	**-**	**-**	**-**	**40,492,400**	**-**	**-**	**-**
(2)	Institutions (Foreign)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2a)	Foreign Direct Investment	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2b)	Foreign Venture Capital	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2c)	Sovereign Wealth Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2d)	Foreign Portfolio Investors Category I	119	26,766,467	-	-	26,766,467	7.02	26,766,467	-	26,766,467	7.02	-	7.02	-	-	-	-	26,766,467	-	-	-
(2d)	AMANSA HOLDINGS PRIVATE LIMITED	1	6,060,898	-	-	6,060,898	1.59	6,060,898	-	6,060,898	1.59	-	1.59	-	-	-	-	6,060,898	-	-	-
(2e)	Foreign Portfolio Investors Category II	11	719,908	-	-	719,908	0.19	719,908	-	719,908	0.19	-	0.19	-	-	-	-	719,908	-	-	-
(2f)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2g)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**130**	**27,486,375**	**-**	**-**	**27,486,375**	**7.21**	**27,486,375**	**-**	**27,486,375**	**7.21**	**-**	**7.21**	**-**	**-**	**-**	**-**	**27,486,375**	**-**	**-**	**-**
(3)	Central Government/State Government(s)/President of I	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3a)	Central Government / President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3b)	State Government / Governor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3c)	Shareholding by Companies or Bodies Corporate where C	1	25,393	-	-	25,393	0.01	25,393	-	25,393	0.01	-	0.01	-	-	-	-	25,393	-	-	-
(4)	Non-Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4a)	Associate companies / Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4b)	Directors and their relatives (excluding independent dire	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4c)	Key Managerial Personnel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4d)	Relatives of promoters (other than 'immediate relatives'	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4e)	Trusts where any person belonging to 'Promoter and Pro	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4f)	Investor Education and Protection Fund (IEPF)	1	348,638	-	-	348,638	0.09	348,638	-	348,638	0.09	-	0.09	-	-	-	-	348,638	-	-	-
(4g)	Resident Individuals holding nominal share capital up to I	64,004	26,231,974	-	-	26,231,974	6.88	26,231,974	-	26,231,974	6.88	-	6.88	-	-	-	-	25,868,379	-	-	-
(4h)	Resident Individuals holding nominal share capital in exce	2	718,549	-	-	718,549	0.19	718,549	-	718,549	0.19	-	0.19	-	-	-	-	718,549	-	-	-
(4i)	Non Resident Indians (NRIs)	2,193	2,351,833	-	-	2,351,833	0.62	2,351,833	-	2,351,833	0.62	-	0.62	-	-	-	-	2,351,833	-	-	-
(4j)	Foreign Nationals	2	94,400	-	-	94,400	0.02	94,400	-	94,400	0.02	-	0.02	-	-	-	-	94,400	-	-	-
(4k)	Foreign Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4l)	Bodies Corporate	572	28,244,811	-	-	28,244,811	7.41	28,244,811	-	28,244,811	7.41	-	7.41	-	-	-	-	28,240,812	-	-	-
(4l)	JASTI PROPERTY AND EQUITY HOLDINGS PRIVATE LIMITE	1	25,192,957	-	-	25,192,957	6.61	25,192,957	-	25,192,957	6.61	-	6.61	-	-	-	-	25,192,957	-	-	-
(4m)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(4m)	CLEARING MEMBERS	4	17,977	-	-	17,977	0.00	17,977	-	17,977	0.00	-	0.00	-	-	-	-	17,977	-	-	-
(4m)	H U F	1,165	976,235	-	-	976,235	0.26	976,235	-	976,235	0.26	-	0.26	-	-	-	-	975,735	-	-	-
(4m)	TRUSTS	8	42,837	-	-	42,837	0.01	42,837	-	42,837	0.01	-	0.01	-	-	-	-	42,837	-	-	-
	Sub-Total (B)(3)	**67,952**	**59,052,647**	**-**	**-**	**59,052,647**	**15.49**	**59,052,647**	**-**	**59,052,647**	**15.49**	**-**	**15.49**	**-**	**-**	**-**	**-**	**58,684,553**	**-**	**-**	**-**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**68,121**	**127,067,422**	**-**	**-**	**127,067,422**	**33.34**	**127,067,422**	**-**	**127,067,422**	**33.34**	**-**	**33.34**	**-**	**-**	**-**	**-**	**126,663,328**	**-**	**-**	**-**

SUVEN PHARMACEUTICALS LIMITED * HYD *

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI(Share based Employ	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

SUVEN PHARMACEUTICALS LIMITED * HYD *

Details of the shareholders acting as persons in Concert including their Shareholding:			
Name of Shareholder	Name of PAC	No of shares	Holding%
Total:		**0**	**0**

SUVEN PHARMACEUTICALS LIMITED * HYD *

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders,	
No of Shareholders	No of shares

Significant Beneficial Owners (SBOs)

Sno	Details of the significant beneficial owner			Details of the registered owner				Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*:					Date of creation / acquisition of significant beneficial interest
	I			II				III		IV			
Sr No	Name	Nationality	Nationality (Applicable in case of Any other is selected)	Name	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Susan Gentile	United States of America		Berhyanda Limited		Any other	Cyprus	33.46%			No	No	Friday, September 29, 2023
2	Susan Gentile	United States of America		Jusmiral Holdings Limited		Any other	Cyprus	33.20%			No	No	Date of allotment of shares by the Transferee Company in accordance with the Scheme

Table VI - Statement showing foreign ownership limits

	Board approved limits	Limits utilized	Date
As on shareholding date	74.00	74.49	Date of allotment of shares by the Transferee Company in accordance with the Scheme
As on the end of previous 1st quarter	NA	NA	NA
As on the end of previous 2nd quarter	NA	NA	NA
As on the end of previous 3rd quarter	NA	NA	NA
As on the end of previous 4th quarter	NA	NA	NA

Note: Please note that the foreign ownership limits utilised have been provided assuming that the data available upon the Scheme becoming effective in due course will be the same as it is on 23 February 2024 . Further, as disclosed in the Scheme, the Scheme is conditional and subject to (where applicable), receipt of approval from the Department of Pharmaceuticals in relation to the acquisition of New Equity Shares (as defined in the Scheme) by the shareholders of the Transferor Company, in the Transferee Company pursuant to the Scheme, if such approval is required pursuant to applicable laws, in the form and manner acceptable to the Amalgamating Companies (as defined in the Scheme).

SUVEN PHARMACEUTICALS LIMITED * HYD *

cohance
lifesciences

Pre - Shareholding Without PAN

Format of Holding of Specified securities

1. Name of Listed Entity : Cohance Lifesciences Limited
2. Scrip Code/Name of Scrip/Class of Security : EQUITY SHARES
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
   a. if under 31(1)(b) then indicate the report for quarter ending 31/12/2023
   b. if under 31(1)(c) then indicate date of allotment/extinguishment
4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		No
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
c	Whether the Listed Entity has any shares against which depository receipts are issued?		No
d	Whether the Listed Entity has any shares in locked-in?		No
e	Whether any shares held by promoters are pledge or otherwise encumbered?		No

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:

For Cohance Lifesciences Limited

Company Secretary

Cohance Lifesciences Limited
Regd. Office: # 215 Atrium, "C" Wing,
8th Floor, 819-821, Andheri Kurla Road,
Chakala, Andheri East, Chakala MIDC,
Mumbai, Maharashtra - 400093.
CIN: U24100MH2020PLC402958
T 022 65139999
E reachus@cohance.com
W www.cohance.com

Corporate Office :
Unit No - 202, 2nd Floor, B Wing,
Galaxy Towers, Plot No-1,
Hyderabad Knowledge City,
TSIIC, Raidurg, Panmaktha,
Serilingampally Mandal,
Rangareddi Dist., Hyderabad-500 081.
Telangana, India.
T +91 40 44758593

Pre Shareholding

Table I - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group@	1	3393534593	0	0	3393534593	99.97	3393534593	0	3393534593	99.97	0	99.97	0	0.00	0	0.00	3393534588 Refer note below
(B)	Public	3	1127926	0	0	1127926	0.03	1127926	0	1127926	0.03	0	0.03	0	0.00	0	0	1127926 Refer note below
(C)	Non Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0
(C2)	Shares held by Employes Trus ts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0
	Total:	4	3394662519	0	0	3394662519	100.00	3394662519	0	3394662519	100.00	0	100.00	0	0.00	0	0.00	3394662514 Refer note below

Note

@Additionally, there are six nominee shareholders holding 1069 shares on behalf of the Promoter

@32488235920 equity shares issued by the Board on 01.02.2024 are in the process of being issued in dematerializedform

For Cohance Lifesciences Limited

Company Secretary

cohance lifesciences

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity sharesheld	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculatedas per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttiblesecurities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total asa % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1a)	Individuals/Hindu undivided Family		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(1b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(1c)	Financial Institutions/Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(1d)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total(A)(1)		**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
(2)	Foreign		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2a)	Individuals (Non-Resident Individuals/ForeignIndividuals		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(2b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(2c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(2d)	Foreign Portfolio Investor		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2e)	Any Other		1	3393534593	0	0	3393534593	99.97	3393534593	0	3393534593	99.97	0	99.97	0	0.00	0	0.00	3393534588 Refernote below
(2e)	JUSMIRAL HOLDINGS LIMITED		1	3393534593	0	0	3393534593	99.97	3393534593	0	3393534593	99.97	0	99.97	0	0.00	0	0.00	3393534588 Refer note below
	Sub-Total (A)(2)		**1**	**3393534593**	**0**	**0**	**3393534593**	99.97	3393534593	**0**	3393534593	99.97	**0**	99.97	**0**	**0**	**0**	**0**	3393534588 Refer note below
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**1**	**3393534593**	**0**	**0**	**3393534593**	99.97	3393534593	**0**	3393534593	99.97	**0**	99.97	**0**	0.00	**0**	0.00	3393534588 Refer note below

Note

@Additionally, there are six nominee shareholders holding 1069 shares on behalf of the Jusmiral Holdings Limited

@3393534588 equity shares issued by the Board on 01.02.2024 are in the process of being issued in dematerialized form

For Cohance Lifesciences Limited

Company Secretary

cohance lifesciences

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities: No of Voting Rights: Class X	Class Y	Total	Total as a % of (A+B+C)	No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares: No.	As a % of total Shares held	Number of Shares pledged or otherwise encumbered: No.	As a % of total Shares held	Number of equity shares held in dematerialized form	Sub-categorization of shares: Shareholding (No. of shares) under: Sub category (i)	Sub category (ii)	Sub category (iii)
(I)		(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)			
(1)	Institutions (Domestic)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1a)	Mutual Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1b)	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1c)	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1d)	Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1e)	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1f)	Provident Funds/Pens ion Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1g)	Asset Reconstruction Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1h)	Sovereign Wealth Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1i)	NBFC Registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1j)	Other Financial Insutitions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(1k)	Any Other		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Institutions (Foreign)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2a)	Foreign Direct Investment		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2b)	Foreign Venture Capital		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2c)	Sovereign Wealth Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2d)	Foreign Portfolio Investors Category I		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2e)	Foreign Portfolio Investors Category II		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2f)	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2g)	Any Other		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(3)	Central Government/State Government (s)/President of I		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0	0	0	0
(3a)	Central Government / President of India		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0	0	0	0
(3b)	State Government / Governor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0	0	0	0
(3c)	Shareholding by Companies or Bodies Corporate where		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0	0	0	0
(4)	Non-Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4a)	Associate companies / Subsidiaries		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4b)	Directors and their relatives (excluding independent dire		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4c)	Key Managerial Personnel		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4d)	Relatives of promoters (other than 'immediate relatives'		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4e)	Trusts where any person belonging to 'Promoter and Pro		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4f)	Investor Education and Protection Fund (IEPF)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4g)	Resident Individuals holding nominal share capital upto		1	156	0	0	156	0	156	0	156	0	0	0	0	0	0	0	156 Refer note below	0	0	0
(4h)	Resident Individuals holding nominal share capital in exc		1	191770	0	0	191770	0.01	191770	0	191770	0.01	0	0.01	0	0	0	0	191770 Refer note below	0	0	0
(4i)	Non Resident Indians (NRIs)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4j)	Foreign Nationals		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4k)	Foreign Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4l)	Bodies Corporate		1	936000	0	0	936000	0.03	936000	0	936000	0.03	0	0.03	0	0	0	0	936000 Refer note below	0	0	0
(4m)	Any Other		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4m)	CLEARING MEMBERS		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4m)	HUF		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(4m)	TRUSTS		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(3)		3	1127926	0	0	1127926	0.03	1127926	0	1127926	0.03	0	0.03	0	0	0	0	1127926 Refer note below	0	0	0
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		3	1127926	0	0	1127926	0.03	1127926	0	1127926	0.03	0	0.03	0	0	0	0	1127926 Refer note below	0	0	0

Note
1127926 equity shares issued by the Board on 01.02.2024 are in the process of being issued in dematerialized form

For Cohance Lifesciences Limited

Company Secretary

cohance lifesciences

Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder																			
Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0
(2)	Employee Benefit Trust (under SEBI(Share based Employ		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0	0

For Cohance Lifesciences Limited

Company Secretary

cohance lifesciences

Details of the shareholders acting as persons in Concert including their Shareholding:			
Name of Shareholder	Name of PAC	No of shares	Holding%
Total:		**0**	**0**

For Cohance Lifesciences Limited

Company Secretary

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders,	
No of Shareholders	No of shares

For Cohance Lifesciences Limited

Company Secretary

Pre Shareho ding

Significant Beneficial Owners (SBOs)																
Sno	Details of the significant beneficial owner					Details of the registered owner					Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*:					Date of creation / acquisition of significant beneficial interest
	I					II					III		IV			
Sr No	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Name	PAN	Passport No. in case of a foreign national	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	
1	Susan Gentile		XXXXXXXX	United States of America		Jusmiral Holdings Limited			Any other	Cyprus	99.97%			No	No	20 July 2020

For Cohance Lifesciences Limited

Company Secretary

cohance lifesciences

Table VI - Statement showing foreign ownership limits			
	Board approved limits	Limits utilized	Date
As on shareholding date	100.00	99.97	23 February 2024
As on the end of previous 1st quarter	100.00	100.00	31 December 2023
As on the end of previous 2nd quarter	100.00	100.00	30 September 2023
As on the end of previous 3rd quarter	100.00	100.00	30 June 2023
As on the end of previous 4th quarter	100.00	100.00	31 March 2023

For Cohance Lifesciences Limited

Company Secretary

KARVY & CO
CHARTERED ACCOUNTANTS

To
The Board of Directors,
Suven Pharmaceuticals Limited,
3rd Floor, SDE Serene Chambers, Road No.5,
Banjara Hills, Hyderabad 500034, Telangana.

Sub: Assets, Liabilities, Net worth and Revenue -Certificate with respect to Pre and Post Scheme of Amalgamation

We, M/s.KARVY & Co., Chartered Accountants (Firm Registration No. 001757S) have reviewed the proposed Scheme of Amalgamation ("the Scheme") between Suven Pharmaceuticals Limited ("the Company"") and Cohance Lifesciences Limited ("Transferor") and their shareholders and creditors in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 and the annexed statement of computation of the pre-scheme and post-scheme Assets, Liabilities, Net worth and Revenue of Suven Pharmaceuticals Limited (Statement of Assets, Liabilities, Net worth and Revenue- Statement) as certified by the Company.

The management of the Company is responsible for maintenance of proper books of accounts and such other relevant records as prescribed by law, which includes collecting, collating and validating data and designing, implementing and monitoring of the internal controls relevant for the preparation and drawing of the financial statements of the Company including the statement, that is free from material misstatement, whether due to fraud or error, in accordance with the Scheme.

Our responsibility for the purpose of this certificate is only limited to certifying the particulars contained in the statement as prepared by Suven Pharmaceuticals Limited on the basis of management certified unaudited accounts/statement of Suven Pharmaceuticals Limited as on 31-12-2023 in accordance with the proposed Scheme and other information and records maintained by the Company and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We carried out our verification in accordance with the guidance note on audit reports and certificates for special purpose and standards of auditing, issued by the Institute of Chartered Accountants of India.

Based on our verification and examination of the proposed Scheme and according to the information and explanations given to us, we state that we have examined the annexed statement as prepared by the Company with:

a. Unaudited standalone financial statements of Suven Pharmaceuticals Limited as on 31-12-2023
b. Audited financial statements of Cohance Lifesciences Limited as on 31-12-2023
c. Certified Copy of the proposed Scheme of Amalgamation
d. The information, explanation and data given to us

and found the Assets, Liabilities, Net worth and Revenue - in accordance therewith.

The assets, liabilities, revenue and net worth of the Company have been computed based on the Scheme and unaudited financial statements of the Company as of 31 December 2023. These calculations are provisional and intended to demonstrate the impact of the proposed amalgamation on the Company's financial position and performance. They are subject to change on the Effective Date (as defined in the scheme). The actual financial position and performance after the Scheme becomes effective may differ from the below calculations.

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

01/03/2024

This certificate is intended solely for the use of the management of Suven Pharmaceuticals Limited for submission to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and for any other regulatory compliances. This certificate should not be used for any other purpose without our prior written consent.

For **KARVY & CO.**
Chartered Accountants
Firm Registration Number: 001757S

DEDEEPYA KOSARAJU
Partner
M.no :225106
UDIN: 24225106BKEPBA3887

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

Place: Hyderabad
Date: 01/03/2024

01/03/2024

Statement of Assets, Liabilities, Net worth and Revenue as at 31st December 2023

Rs. In Crores

Particulars	**Pre-Scheme as on 31-Dec-2023**	**Post Scheme *#**
(A) Assets		
Non-Current Assets		
Property, plant and equipment	489.34	982.79
Right of use assets	24.74	57.59
Capital work-in-progress	181.33	354.12
Goodwill	0	583.86
Other Intangible assets	1.66	54.13
Intangible assets under development	0	1.33
Financial assets		
(i) Investments	317.21	317.43
(ii) Loans	0.02	0.02
(iii) Other financial assets	9.57	27.73
Deferred tax assets (net)	0	0
Non - Current tax assets (net)	0	46.22
Other non-current assets	3.22	30.85
Current assets		
Inventories	242.64	613.76
Financial assets		
(i) Investments	667.46	667.46
(ii) Trade receivables	120.08	517.44
(iii) Cash and cash equivalents	39.4	138.77
(iv) Bank balances other than (iii) above	3.25	47.27
(v) Loans	0.84	0.84
(vi) Other financial assets	0.24	10.83
Other current assets	57.32	139.59
Current tax asset (net)	13.65	13.65
Total Assets (A)	**2,171.97**	**4,605.68**
Liabilities (B)	**172.04**	**957.37**
Net worth (A-B)	**1,999.93**	**3,648.31**
Revenue from operations for 9 months $	**781.47**	**1,673.37**

* Post scheme numbers are after considering impact of conversion of CCDs into equity shares and issuance of equity shares of Cohance to equity shareholders of ZCL Chemicals Limited and Avra Laboratories Private Limited pursuant to merger (effective date February 01, 2024).

$ Post scheme revenue from operations for 9 months represents simple arithmetical addition of revenue for 9 months of Suven Pharmaceuticals Limited and Cohance Lifesciences Limited. If the same were to reported in accordance with Appendix C of Ind AS 103 it would have been Rs. 1,046.36 crores i.e. revenue from operations for 9 months of Suven Pharmaceuticals Limited (Rs. 781.47 crores) and revenue from operations of Cohance Lifesciences Limited for 3 months ended December 31, 2023 (Rs. 264.89 crores).

The assets, liabilities, revenue and net worth of the Company have been computed based on the Scheme and unaudited standalone financial statements of the Company as of 31 December 2023. These calculations are provisional and intended to demonstrate the impact of the proposed amalgamation on the Company's financial position and performance. They are subject to change on the Effective Date (as defined in the scheme). The actual financial position and performance after the Scheme becomes effective may differ from the below calculations.

The above figures are based on Unaudited Standalone financial statements.

For Suven Pharmaceuticals Limited

SUVEN PHARMACEUTICALS LIMITED * HYD *

Signature of the Authorized Person of the company

KARVY & CO
CHARTERED ACCOUNTANTS

To

The Board of Directors,
Cohance Lifesciences Limited
215 Atrium, C Wing, 8th Floor, 819-821 Andheri Kurla Road,
Chakala, Andheri East Chakala MIDC, Mumbai, Maharashtra

Sub: Assets, Liabilities, Net worth and Revenue -Certificate with respect to Pre and Post Scheme of Amalgamation

We, M/s. KARVY & CO., Chartered Accountants (Firm Registration No. 001757S) have reviewed the proposed Scheme of Amalgamation ("the Scheme") between Cohance Lifesciences Limited ("the Company or Transferor") and Suven Pharmaceuticals Limited ("Transferee") and their shareholders and creditors in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 and the annexed statement of computation of the pre-scheme and post-scheme Assets, Liabilities, Net worth and Revenue of Cohance Lifesciences Limited (Statement of Assets, Liabilities, Net worth and Revenue- Statement) & write up on the history of the transferor company as certified by the management.

The management of the Company is responsible for maintenance of proper books of accounts and such other relevant records as prescribed by the laws, which includes collecting, collating and validating data and designing, implementing and monitoring of the internal controls relevant for the preparation and drawing of the financial statements of the Company including the statement, that is free from material misstatement, whether due to fraud or error, in accordance with the Scheme.

Our responsibility for the purpose of this certificate is only limited to certifying the particulars contained in the statement as prepared by Cohance Lifesciences Limited on the basis of Audited accounts of Cohance Lifesciences Limited as on 31/12/2023 in accordance with the proposed Scheme and other information and records maintained by the Company and did not include the evaluation of the adherence by the Company with all the applicable guidelines. We carried out our verification in accordance with the guidance note on audit reports and certificates for special purpose and standards of auditing, issued by the Institute of Chartered Accountants of India.

Based on our verification and examination of the proposed Scheme and according to the information and explanations given to us, we state that we have examined the annexed statement of Assets, Liabilities, Net worth and Revenue as at 31st December 2023 and a write up on the history of the transferor company as prepared by the management with:

a. Audited financial statements of Cohance Lifesciences Limited as on 31/12/2023
b. Certified Copy of the proposed Scheme of Amalgamation.
c. The information, explanation and data given to us

and found the Assets, Liabilities, Net worth and Revenue & write up on the history of the transferor company - in accordance therewith.

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

01/03/2024

No.2, Bhooma Plaza, St. No. 4, Avenue 7, Banjara Hills, Hyderabad - 34.
Phone: 040-23354995, 23358625, Email id : info@karvycompany.com

This certificate is intended solely for the use of the management of Cohance Lifesciences Limited for submission to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and for any other regulatory compliances. This certificate should not be used for any other purpose without our prior written consent.

For **KARVY & CO.**
Chartered Accountants
Firm Registration Number: 001757S

DEDEEPYA KOSARAJU
Partner
Membership No. 225106
UDIN: 24225106BKEPAR9855

KARVY & CO. Chartered Accountants Firm No. 001757S HYDERABAD

Place: Hyderabad
Date: 01/03/2024

01/03/2024

cohance lifesciences

Statement of Assets, Liabilities, Net worth and Revenue as at 31st December 2023

Rs. In Crores

Particulars	Pre-Scheme	Post Scheme *
ASSETS		
Non-current assets		
Property, plant and equipment	493.44	-
Capital work-in-progress	172.79	-
Goodwill	583.86	-
Other intangible assets	52.47	-
Right-of-Use Assets	32.85	-
Intangible assets under development	1.33	-
Financial assets		
Investments	0.22	-
Other financial assets	18.16	-
Deferred tax assets (net)	53.68	-
Non - Current tax assets (net)	46.22	-
Other non-current assets	27.63	-
Current assets		
Inventories	371.12	-
Financial assets		
Trade receivables	397.36	-
Cash and cash equivalents	99.36	-
Bank balances other than cash and cash equivalents	44.02	-
Other financial assets	10.59	-
Other current assets	82.26	-
Total Assets (A)	**2,487.37**	
Liabilities (B)	**1,087.83**	-
Networth (A-B)	**1,399.54**	-

Revenue from operations for the nine months period ended December 31, 2023	**891.90**	-

* The Transferor Company (i.e. Cohance Lifesciences Limited) shall stand dissolved without being wound up upon the Scheme becoming effective.

BMaunedp

Cohance Lifesciences Limited
Regd. Office: # 215 Atrium, "C" Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra - 400093.
CIN: U24100MH2020PLC402958
T 022 65139999
E reachus@cohance.com
W www.cohance.com

Corporate Office :
Unit No - 202, 2nd Floor, B Wing, Galaxy Towers, Plot No-1, Hyderabad Knowledge City, TSIIC, Raidurg, Panmaktha, Serilingampally Mandal, Rangareddi Dist., Hyderabad-500 081. Telangana, India
T +91 40 44758595

WRITE UP ON THE HISTORY OF THE TRANSFEROR COMPANY

Cohance Lifesciences Limited (Transferor Company) was initially incorporated on 6th July 2020 as 'AI Pharmed Consultancy India Private Limited' and underwent conversion into a public limited company on 27th January 2021.

Subsequently, 'Cohance Lifesciences Limited' emerged from the former entity, previously named 'AI Pharmed Consultancy India Private Limited.' This transformation was officially recognized with a fresh certificate of incorporation issued on 10th October 2022.

RA Chem Pharma Limited was merged into Cohance Lifesciences Limited (appointed date being October 27, 2020). ZCL Chemicals Limited and Avra Laboratories Private Limited have been merged with Cohance Lifesciences Limited (appointed date being April 01, 2023).

The Transferor Company was incorporated on July 6, 2020. The Transferor Company is, *inter alia*, engaged in the business of: (i) end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients (**"APIs"**) for innovator customers; (ii) manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies; (iii) manufacturing of specialty chemicals, including electronic chemicals; and (iv) undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule's lifecycle from development to genericization.

For Cohance Lifesciences Limited

Signature of the Authorized Person of the company

Cohance Lifesciences Limited
Regd. Office: # 215 Atrium, "C" Wing, 8th Floor, 819-821, Andheri Kurla Road, Chakala, Andheri East, Chakala MIDC, Mumbai, Maharashtra - 400093.
CIN: U24100MH2020PLC402958
T 022 65139999
E reachus@cohance.com
W www.cohance.com

Corporate Office :
Unit No - 202, 2nd Floor, B Wing, Galaxy Towers, Plot No-1, Hyderabad Knowledge City, TSIIC, Raidurg, Panmaktha, Serilingampally Mandal, Rangareddi Dist., Hyderabad-500 081. Telangana, India.
T +91 40 44758595

भारतीय गैर न्यायिक

एक सौ रुपये Rs. 100

रु. 100 ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288294

Tran Id: **240228184337710871**
Date: **28 FEB 2024, 06:47 PM**
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

This stamp paper forms an integral part of the letter agreement entered into by and between Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

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सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288295

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
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भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288296

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

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भारतीय गैर न्यायिक

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Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288297

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

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भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288298

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

This stamp paper forms an integral part of the letter agreement entered into by and between Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288299

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

This stamp paper forms an integral part of the letter agreement entered into by and between Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288300

Tran Id: **240228184337710871**
Date: **28 FEB 2024, 06:47 PM**
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

This stamp paper forms an integral part of the letter agreement entered into by and between Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288301

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

This stamp paper forms an integral part of the letter agreement entered into by and between Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288302

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

This stamp paper forms an integral part of the letter agreement entered into by and between Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

भारतीय गैर न्यायिक

एक सौ रुपये

Rs. 100

रु. 100

ONE HUNDRED RUPEES

सत्यमेव जयते

भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288303

Tran Id: **240228184337710871**
Date: **28 FEB 2024, 06:47 PM**
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
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भारत INDIA

INDIA NON JUDICIAL

తెలంగాణ तेलंगाना TELANGANA

BD 288304

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

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INDIA NON JUDICIAL

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BD 288305

Tran Id: 240228184337710871
Date: 28 FEB 2024, 06:47 PM
Purchased By:
ROHIT AGARWAL
S/o SATISH AGARWAL
R/o HYD
For Whom
SUVEN PHARMACEUTICALS LTD

POOJA RAM SINGH THAKUR
LICENSED STAMP VENDOR
Lic. No. 15-25-023/2019
Ren.No. 15-25-098/2022
H.NO3-44, KHANAPUR (V),
GANDIPET (M), RANGA
REDDY DISTRICT, T.S.
Ph 9533351235

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LETTER AGREEMENT

PARTIES:

(1) **JUSMIRAL HOLDINGS LIMITED**, incorporated in Cyprus with company registration number HE 402943, (the "**Indemnifying Party**"); and

(2) **SUVEN PHARMACEUTICALS LIMITED**, incorporated in India with corporate identity number L24299TG2018PLC128171 (the "**Indemnified Party**").

BACKGROUND:

(A) The Indemnifying Party is the promoter of Cohance Lifesciences Limited, an entity incorporated in India with corporate identity number U24100MH2020PLC402958 ("**Cohance**").

(B) Cohance is proposed to be merged with, and into, the Indemnified Party, subject to, and in accordance with Applicable Laws, and upon all requisite approvals having been obtained, pursuant to a scheme of amalgamation (the "**Scheme**") under the Companies Act, 2013 and its rules thereunder (the "**Potential Amalgamation**").

(C) In consideration of the mutual covenants and agreements set forth herein, the Parties are entering into this Letter Agreement (*defined hereinafter*) to record certain terms regarding the indemnification of the Indemnified Party by the Indemnifying Party.

AGREED TERMS:

1. **DEFINITIONS**

1.1. The following definitions and the rules of interpretation apply to this Letter Agreement:

"**Applicable Law(s)**" means any statute, law, regulation, ordinance, rule, judgment, order, decree, by-law, license, treaty, code, approval from the concerned authority, government resolution, order, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or adjudication having the force of law of any of the foregoing, by any concerned authority having jurisdiction over the matter in question, in each case in India;

"**Business Day**" means a day (other than a Saturday or Sunday) on which banks are generally open in Mumbai, Maharashtra and Nicosia, Cyprus for normal banking business;

"**Claim**" means, in relation to a person, any claim, including demand, legal action, cause of action, liability, proceeding, claim in relation to a loss, suit, litigation, prosecution, mediation or arbitration (and also includes any notice received in relation thereto), whether civil, criminal, administrative or investigative, made, or brought by or against such person;

"**Government**" or "**Governmental Authority(ies)**" means any government, quasi-government authority, ministry, statutory authority, government department, agency, commission, board, tribunal, or court or any entity exercising executive, legislative, judicial, regulatory or administrative functions of or pertaining to or purporting to have jurisdiction on behalf of or representing the Government of India, or any other relevant jurisdiction, or any state, department, local authority, municipality, district or other political subdivision or instrumentality thereof in India;

"**Letter Agreement**" means this letter agreement and includes any recitals, schedules, annexes, or exhibits that may be annexed to this letter agreement and any amendments made to this letter agreement by all the Parties in writing;

"**Losses**" means as any and all actual and direct losses but shall not include any remote, indirect, consequential losses, special, exemplary or punitive damages, diminution in value, or loss of opportunity or loss of profit;

"**Party**" means either the Indemnifying Party or the Indemnified Party, as the case may be, and "**Parties**" means, collectively the Indemnifying Party and the Indemnified Party;

"**Tax**" means all taxes, including goods and services tax, duties, charges, fees, levies, cess or other similar assessments, including in relation to: (a) income, services, gross receipts, ad valorem, premium, assets, professional, entry, capital gains, municipal, interest, expenditure, imports, wealth, gift, sales, use, transfer, licensing, withholding, employment, payroll, imposed by any state, local, or any subdivision, agency or other similar person; and (b) any interest, fines, penalties, assessments or additions to tax resulting from, attributable to, or incurred in connection with any such tax or any contest or dispute thereof; and

"**Tax Authority**" means any authority competent to impose, assess, collect or administer any Tax, including appellant authority or court, in India.

2. **EFFECTIVE DATE**

This Letter Agreement is being executed on February 29, 2024 and shall come into effect on the effective date of the Scheme, in accordance with the terms thereof (the "**Effective Date**").

3. **INDEMNITY.**

3.1. On and from the Effective Date, and subject to, and in accordance with, the terms of this Letter Agreement, the Indemnifying Party shall indemnify and hold harmless the Indemnified Party from and against any actual Losses incurred by Cohance and / or the Indemnified Party from the date of execution of this Letter Agreement, directly arising out of, or connection with any fraud by the Indemnifying Party having been finally established in connection with the Potential Amalgamation.

3.2. **Liability Cap**. The Indemnifying Party shall not be liable to indemnify the Indemnified Party for Losses for Claims arising out of, or in connection with Clause 3.1:

3.2.1. unless the Loss incurred by the Indemnified Party pursuant to an individual Claim exceeds INR 1,50,00,000 (Indian Rupees One Crore Fifty Lakhs) (a "**Qualifying Loss**"); and

3.2.2. the aggregate of the Qualifying Losses (single or series of Claims as per (a) collectively) exceeds INR 15,00,00,000 (Indian Rupees Fifteen Crores).

3.3. **Other Limitations**. No liability of the Indemnifying Party and no right of Claim of the Indemnified Party shall arise in the following instances:

3.3.1. when the Indemnified Party has not issued a written notice to the Indemnifying Party immediately upon becoming aware of a matter giving rise to a Claim (the "**Claim Notice**");

3.3.2. to the extent that the matter giving rise to the Claim is remediable and is remedied within 90 (ninety) Business Days of the Claim Notice;

3.3.3. when the obligation to indemnify would not have occurred but for: (a) the enactment of or any change introduced by a Governmental Authority in any Applicable Laws, including, without limitation, in case where such enactment or change are applicable retrospectively for the prior to the Effective Date, or result from any change in interpretation; or (b) increase in the rates of any Taxes or an imposition of a new Tax, in each case, not actually or prospectively in force as of the Effective Date;

3.3.4. to the extent that such Losses would not have arisen but for an omission or a voluntary act or consent of the Indemnified Party or under the written direction and instruction of the Indemnified Party;

3.3.5. to the extent any Loss results solely from or is increased by, any action or omission on part of the Indemnified Party after the Effective Date in non-compliance with the provisions of the Scheme, this Letter Agreement, or the Applicable Laws;

3.3.6. in respect of any Loss which is contingent unless and until such contingent liability results in an actual Loss and an obligation to make a payment, and such obligation is pursuant to a final non appealable order; and / or

3.3.7. the Indemnifying Party shall not be liable for any punitive, incidental, consequential, special or indirect damages or loss of profit or loss of business opportunity.

3.4. The Indemnified Party shall not be entitled to recover from the Indemnifying Party more than once in respect of the same Loss suffered.

3.5. In the event that the Indemnifying Party has made a payment to the Indemnified Party, in relation to any Claim for the Loss such that the whole of the Claim for the Loss has been paid and the Indemnified Party is entitled to recover (whether by insurance, payment, discount, credit, relief or otherwise) from a third party a sum which indemnifies or compensates (in whole or in part) the Indemnified Party, the Indemnified Party shall: (a) promptly notify the Indemnifying Party, of the fact and provide such information as the Indemnifying Party, may reasonably require; (b) take all reasonable steps or proceedings to enforce such right at their expense; and (c) pay to such Indemnifying Party, as soon as practicable after receipt, an amount equal to the lower of: (i) the amount recovered from such third party, after deducting any costs and Taxes incurred for such collection and repayment; and (ii) the indemnity amount received by the Indemnified Party from the Indemnifying Party.

3.6. The indemnification rights of the Indemnified Party, under this Letter Agreement are the sole and exclusive monetary remedy of the Indemnified Party, in relation to Clause 3.1 provided, however, that:

(a) the Indemnified Party shall be entitled to seek an injunction, specific performance or other equitable relief to prevent any breach or against any breach by the Indemnifying Party under this Letter Agreement; and / or

(b) to mandate compliance with any of the obligations of the Indemnifying Party under this Letter Agreement, from a court of competent jurisdiction, solely to the extent that such relief is sought for obtaining non-monetary remedies.

3.7. The Indemnified Party shall, and shall procure that all steps are promptly taken to avoid or mitigate any Loss, which it suffers or may suffer as a result of a breach by the Indemnifying Party or as contemplated in this Letter Agreement.

3.8. **Indemnity Claim Procedure**.

3.8.1. Any Claim for indemnification under Clause 3.1, shall be made by the Indemnified Party by issuing a Claim Notice.

3.8.2. The Claim Notice served in accordance with Clause 3.8.1 shall set out the relevant details in respect of such Claim and the explanatory material along with the calculation of the underlying Losses that specifies the basis for such Claim, along with all supporting documents.

3.8.3. Within 10 (ten) Business Days of receipt of a Claim Notice from any Indemnified Party, the Indemnifying Party shall be required to notify the Indemnified Party in writing, of their:

(a) agreement to such Claim; or

(b) objection to such Claim.

3.8.4. In the event the Indemnifying Party objects to such Claim, its written notice to the Indemnified Party, as the case may be, shall set forth in relevant details, along with all supporting documents.

3.8.5. If the Indemnifying Party notifies the Indemnified Party, of their agreement to such Claim within the aforesaid time-period, the Indemnifying Party shall conclusively be deemed to have agreed to the matters set forth in such Claim Notice. If the Indemnifying Party fails to notify the Indemnified Party of their agreement to the matters set forth in the Claim Notice within the aforesaid time-period or make payment against the Claim Notice or notify its due objection as aforesaid, in each case, the Parties shall discuss and mutually agree on the manner in which such dispute may be resolved.

3.8.6. The indemnity payment shall be made by the Indemnifying Party within 10 (ten) Business Days of the Indemnifying Party notifying the Indemnified Party, in writing, of their agreement to the Claim under the Claim Notice.

3.9. **Tax gross-up**. If any amount payable by the Indemnifying Party pursuant to this Clause 3 (*Indemnification*) is subject to any withholding Taxes, or if the Indemnified Party is required to pay any Taxes on the amounts received by it, then the amount payable to the Indemnified Party shall be increased by such amount of Taxes such that the amount payable to the Indemnified

Party, will equal the full sum, which would have been received by it, had the payment not been subject to such Taxes. If the Indemnifying Party has made direct deposits or payments to the Tax Authority on behalf of the Indemnified Party, have made such deposits or payments to the Tax Authority in respect of which the Indemnified Party has received payments from the Indemnifying Party as per the provisions of this Letter Agreement, and subsequently at any point in time, all or any proportion of such amounts are actually refunded to the Indemnified Party or set off against any Tax that would otherwise be payable by the Indemnified Party, in respect of its own Tax liability (the "**Refunded Amount**"), the Indemnified Party hereby undertake and agree to refund, within 30 (thirty) days, an amount equivalent to the Refunded Amount to the Indemnifying Party together with any interest, repayment supplement or similar payment received by the Indemnified Party from the Tax Authority, less any costs and Taxes incurred for such collection and repayment.

4. **REPRESENTATIONS AND WARRANTIES.**

4.1. Each Party hereby represents and warrants to the other Parties that:

4.1.1. it is duly incorporated, registered and validly existing under laws of the jurisdiction of its incorporation or organization, and is not insolvent within the meaning of Applicable Law;

4.1.2. it has full power and authority to enter into this Letter Agreement, to perform its obligations hereunder and consummate the transactions contemplated hereby; and

4.1.3. the execution and delivery of this Letter Agreement has been duly authorized by all necessary actions on the part of such Party.

5. **MISCELLANEOUS.**

5.1. This Letter Agreement constitutes and contains the entire agreement and understanding amongst the Parties with respect to the subject matter hereof and supersedes all previous communications, negotiations, commitments, either oral or written between the Parties in respect of the subject matter hereof.

5.2. If, for any reason whatsoever, any term or other provision of this Letter Agreement is, or becomes, or is declared by a court of competent jurisdiction to be, invalid, illegal or incapable of being enforced by any rule of law, or public policy, then: (a) such invalidity, illegality or unenforceability shall not affect any other part of this Letter Agreement; and (b) the Parties shall negotiate, in good faith, to modify this Letter Agreement to include new provisions to substitute such provisions, which new provisions shall, as nearly as practicable, leave the Parties in the same position to that, which prevailed prior to such invalidity, illegality or unenforceability.

5.3. The Parties hereby agree and undertake not to assign, transfer or novate the rights, obligations, undertakings and covenants set forth under this Letter Agreement, except with the prior written consent of the other Parties.

5.4. The Parties shall promptly and duly execute and deliver all such further instruments and documents and do or procure to be done all such acts or things, as may be required by

Applicable Law or as may be necessary or reasonably required by the other Parties to implement and give effect to the terms of this Letter Agreement.

5.5. This Letter Agreement may not be amended, modified or supplemented, except by a written instrument executed by each of the Parties.

5.6. This Letter Agreement shall be governed by and construed in accordance with the laws of India.

5.7. This Letter Agreement may be executed in counterparts and by different Parties hereto in separate counterparts, each of which, when so executed and delivered, shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument. Delivery of an executed counterpart signature page of this Letter Agreement by e-mail of a portable document format ("pdf") copy of an executed signature page or by electronic signature in accordance with Applicable Law or telecopy shall be as effective as delivery of a manually executed counterpart of this Letter Agreement.

5.8. The Parties acknowledge and agree that separate from the Scheme, this Letter Agreement is a separate contractual arrangement between the Parties.

[*signature pages to follow*]

Signed and delivered on behalf of **JUSMIRAL HOLDINGS LIMITED**

Name: Christodoulos Patsalides
Designation: Director

This signature page forms an integral part of the letter agreement entered into by and between, Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

Signed and delivered on behalf of **SUVEN PHARMACEUTICALS LIMITED**

Name: Himanshu Agarwal
Designation: Chief Financial Officer

This signature page forms an integral part of the letter agreement entered into by and between, Jusmiral Holdings Limited and Suven Pharmaceuticals Limited.

Set out in the table below are the ongoing adjudications, recovery proceedings, prosecutions initiated, or any other enforcement actions taken against Cohance Lifesciences Limited ("**CLL**" or "**Cohance**" or the "**Company**") as of October 25, 2024.

S. No.	Forum	Case Details	Brief Summary	Status
Criminal				
1	Hon'ble High Court of Telangana	Criminal Case filed by Manne Satyanarayana Prasad. RA Chem Pharma Limited (which merged into CLL) and Dr. Venkatanaga Kali Vara Prasada Raju, Managing Director of CLL vs The State of Telangana, and M Satyanarayana Prasad – Criminal Petition no. 3050/2021	RA Chem Pharma Limited (which has merged into CLL) had acquired 100% equity stake in Manne Laboratories Private Limited ("**MNPL**") in FY 2018-19 from its promoters and other shareholders pursuant to share purchase agreement dated August 4, 2018 ("**SPA**"). Promoter of MNPL was Mr. Manne Satyanarayana Prasad and he has filed a criminal complaint against RA Chem Pharma Limited (which has merged into CLL) ("**RA Chem**") and its incumbent managing director, alleging that prior to the transfer of shares under the SPA a provisional balance sheet was prepared that indicated INR 43,66,036 was due and payable to him by MNPL, towards remuneration, rent and unsecured loan. However, subsequently the financial statements of MNPL were filed (using the digital signature of MN Prasad), which did not reflect such liabilities. MN Prasad alleged that the digital signature was in possession of MNPL (after the transfer of shares) and that such digital signature was misused. CLL and its managing director have filed for a petition before the Hon'ble High Court of the State of Telangana for quashing of the criminal proceedings on the ground that the allegations of MN Prasad are false and frivolous, and that in any event the disputes are civil in nature.	The criminal proceedings and the quashing proceedings are pending. The Hon'ble High Court of Telangana basis interim order dated April 19, 2021 has directed: (a) stay on the arrest of the managing director; and (b) cooperation of managing director with the investigation officer in relation to the investigation.
Civil				
2	Arbitration	Arbitration – Manne Satyanarayana Prasad and Manne Nagamani vs RA Chem Pharma Limited (which has merged into Cohance Lifesciences Limited).	RA Chem Pharma Limited (which has merged into CLL) had entered into SPA to acquire Manne Laboratories Private Limited in FY 2018-19 by acquisition of 100% shares in the said company from its promoters viz. Manne Satyanarayana Prasad and Manne Nagamani and other shareholders. In FY 2018-19, this acquisition was completed by purchase of shares for the consideration as per the SPA. Manne Satyanaryana Prasad and Manne Nagamani initiated arbitration proceedings against RA Chem Pharma Limited	Arbitration proceedings is on-going. Written arguments submitted. Waiting for orders.

S. No.	Forum	Case Details	Brief Summary	Status
		Arbitration case no. 16/2021.	claiming that an amount of INR 43,66,036/- (35,17,000/- towards Directors Remuneration and 8,49,036 towards reimbursement of payment of salaries, rents to head office and unsecured loan provided to RA Chem Pharma Limited) remain unpaid. This claim is disputed by the CLL and arbitration proceedings are on-going.	
3	High Court of Andhra Pradesh	Writ Petition filed by Nagul Mira before the High Court of Andhra Pradesh against: (a) Andhra Pradesh Pollution Control Board (“**APPCB**”); (b) Joint Chief Environmental Engineer, APPCB; (c) Environmental Engineer, APPCB, (d) District Collector, Vijaywada (e) Muktheswarauram Gram Panchayat; (f) State of Andhra Pradesh; and (g) CLL – WP 13412/2023.	This matter is a writ petition filed by Nagul Mira before the High Court of Andhra Pradesh against: (a) APPCB; (b) Joint Chief Environmental Engineer, APPCB; (c) Environmental Engineer, APPCB; (d) District Collector, Vijaywada (e) Muktheswarauram Gram Panchayat; (f) State of Andhra Pradesh; and (g) CLL. The allegations include: (a) expansion of production blocks by CLL without conducting a public hearing; (b) air and water pollution being caused in the village due to the bad odour being released from CLL 's production units; (c) unauthorised usage of ground water by CLL using causing depletion of ground water levels; and (d) CLL not conducting health camps in the village and not contributing funds towards development of the village as part of CLL 's CSR initiatives. The petitioner has requested the High Court of Andhra Pradesh to issue order (*in the nature of writ of Mandamus*) so that necessary action is taken against CLL to prevent any further pollution. CLL is in process of filing its counter affidavit.	Case is pending for admission.
4	Labour Court, Baruch, Gujarat	Mr. Pankaj Singh vs ZCL Chemicals Limited (which has now merged into CLL) – case no. LCB/26/2021	Mr. Pankaj Singh, an ex-employee of ZCL, filed a case against ZCL, which has now merged with CLL, alleging wrongful termination and with a prayer for reinstatement of employment along with back wages from September 2020 to present date along with interest at rate of 18% of the back wages and reimbursement of costs of litigation. The case is pending before the Labour Court, Baruch, Gujarat.	Case is pending. Next hearing date is November 18, 2024.

S. No.	Forum	Case Details	Brief Summary	Status
5	Metropolitan Magistrate, Hyderabad	Cohance Lifesciences Limited vs Keminntek Laboratories Limited – STC.NI/ 7072/2023	CLL had provided an advance of INR 26,00,000 to Keminntek Laboratories Limited for purchase of materials from them. Keminntek Laboratories failed to supply the materials and upon request to return the advance amount, Keminntek issued a cheque of INR 26,00,000. Upon depositing of the cheque issued by Keminntek, the cheque bounced. For recovery of amount, CLL initiated case against Keminntek under the Negotiable Instrument Act, 1881.	Case is pending. Next hearing date is November 18, 2024.
6	High Court of Andhra Pradesh, Amaravati.	Cohance Lifesciences Limited vs i) The State of Andhra Pradesh, ii) Eastern Power Distribution Company of Andhra Pradesh Ltd., iii) The Senior Accounts Officer, Andhra Pradesh Eastern Power Distribution Corporation Limited, Operation Circle, Vishakapatnam. – W.P. 9911 of 2024	Writ Petition was filed by CLL challenging: 1. the constitutional validity of section 3 of the Andhra Pradesh Electricity Duty (Amendment) Act, 2020, being Act No. 10 of 2021, whereby Section 3(1) of the Andhra Pradesh Electricity Duty Act, 1939, has been amended such that the rate of duty is to be notified by the State Government from time to time for different consumer categories, as being vitiated by abdication of essential legislative function and by excessive delegation without any limit or legislative policy; 2. the validity of G.O.Ms.No.7, Energy (Power-III) Department dated April 8, 2022 notifying the rate of electricity duty purportedly under section 3(1) of the Andhra Pradesh Electricity Duty Act, 1939, as amended, as being arbitrary, irrational, excessive, discriminatory, colourable exercise of power, contrary to the statutory policy notified by the Central Government and otherwise contrary to law; and 3. the validity of G.O. Ms. No. 22 Energy (Power.III) Department dated October 23, 2023 as being vitiated by imposition of conditions in excess of power and jurisdiction of the State Government.	Case is Pending. Interim Order dated April 30, 2024 passed by Hon'ble High Court of Andhra Pradesh, Amaravati in favour of CLL and CLL is claiming the refund of excess amount charged accordingly.
7	High Court of Andhra Pradesh, Amaravati.	Avra Laboratories Private Limited (which has merged into CLL)	Same as above.	Same as above.

S. No.	Forum	Case Details	Brief Summary	Status
		vs i) The State of Andhra Pradesh, ii) Eastern Power Distribution Company of Andhra Pradesh Ltd., iii) The Senior Accounts Officer, Andhra Pradesh Eastern Power Distribution Corporation Limited, Operation Circle, Vishakapatnam. – W.P. 9918 of 2024		
8	High Court of Andhra Pradesh, Amaravati.	Cohance Lifesciences Limited vs i) The State of Andhra Pradesh, ii) Eastern Power Distribution Company of Andhra Pradesh Ltd., iii) The Senior Accounts Officer, Andhra Pradesh Eastern Power Distribution Corporation Limited, Operation Circle, Vishakapatnam. – W.P. 9928 of 2024	Same as above.	Same as above.
Statutory Authorities				
9	Ministry of Corporate Affairs, Cost Audit Branch	Show Cause notice issued by Ministry of Corporate Affairs, Cost Audit Branch	Show-cause notices dated June 14, 2024 have been issued by the Ministry of Corporate Affairs to RA Chem (now merged into CLL) and certain directors of CLL, calling upon its addressees to show cause as to why no penal action as contemplated under Section 148	Reply has been filed by the CLL, directors and KMP to whom show cause notices were issued.

S. No.	Forum	Case Details	Brief Summary	Status
			(8)(a) read with Section 147(1) of the Companies Act 2013 ("**Act**") be initiated for contravention of Section 148(6) of the Act read with Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 ("**CCRA Rules**") and Section 403 of the Act by the RA Chem and its officers. The Company has filed response to the Ministry of Corporate Affairs inter alia informing that pursuant to the merger of RA Chem into and with CLL, RA Chem was dissolved without winding up with effect from November 1, 2022 and therefore, the audit of cost records of RA Chem and filing of Form CRA – 4 by RA Chem for the FY 2022-23 is not applicable.	
10	Ministry of Corporate Affairs, Cost Audit Branch	Show Cause notice issued by Ministry of Corporate Affairs, Cost Audit Branch	Show-cause notices dated August 12, 2024 have been issued by the Ministry of Corporate Affairs to CLL and its directors calling upon its addressees to show cause as to why no penal action as contemplated under Section 148 (8)(a) read with Section 147(1) of the Act be initiated for contravention of Section 148(2) and Section 148(3) of the Act read with CCRA Rules. The Company has filed response to the Ministry of Corporate Affairs inter alia informing that i) pursuant to Rule 4(3)(i) of the CCRA Rules, a company is not required to conduct a cost audit in the event that its revenue from exports, in foreign exchange, exceeds 75% of its total revenue, ii) appointing cost auditor and conducting a cost audit is not applicable to the Company for FY 2022-23, since the total export revenue of the Company exceeded 75% of the Company's total revenue for FY 2021-22.	Reply has been filed by the CLL, directors and KMP to whom show cause notices were issued.
11	The Hon'ble Appellate Tribunal under SAFEMA, New Delhi.	RA Chem Pharma Limited (which has merged into CLL), and J. Rajender Rao vs The Special Director, Directorate of Enforcement, Hyderabad	Enforcement Directorate wide its order dated has October 27, 2020 held that RA Chem (which has since merged with and into CLL) has: (a) contravened the provisions of section 7(2) and 8 of the Foreign Exchange management Act, 1999 read with relevant regulations to realise the export proceeds within one (1) year; and (b) received export advances but failed to export the goods within 1 year from the date of receipt of advance.	Appeal is pending before the Hon'ble Appellate Tribunal. The next hearing date is December 17, 2024.
12	Reserve Bank of India	Compounding with Reserve Bank of India	Filing of compounding applications with the Reserve Bank of India ("**RBI**") pursuant to the conditions stipulated in the post	Application for compounding has been filed by CLL with RBI

S. No.	Forum	Case Details	Brief Summary	Status
		of contravention of not obtaining a prior approval of the Government for contravention of para 3.1.1(a) of the applicable Foreign Direct Investment Policy, 2020 read with Rule 6(a) of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.	facto approvals granted by the Department of Pharmaceuticals ("**DOP**") vide their letter(s) dated May 2, 2022 and July 26, 2022, respectively, for: (a) 100% investment made by Jusmiral Holdings Limited ("**Jusmiral**") in CLL; (b) acquisition of 74% shares of RA Chem (which has merged into *CLL*) by CLL; and (c) transfer of 73.93% shares of ZCL Chemicals Limited (which has been merged into CLL) to Jusmiral, from their existing shareholders (collectively, the "**Approvals**"). The compounding application is for the period from the date of the abovementioned investments to the date of the respective Approvals, for not obtaining a prior approval of the Government for contravention of para 3.1.1(a) of the applicable Foreign Direct Investment Policy, 2020 read with Rule 6(a) of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019.	in respect of point (a), (b) and (c).