

**ALEMBIC LIMITED**



**ANNUAL REPORT 2022-23**

# 24 TOWNHOUSE

3 Towers. 24 Homes. 1 Address.

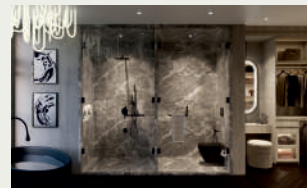
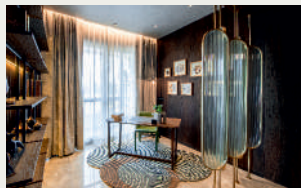
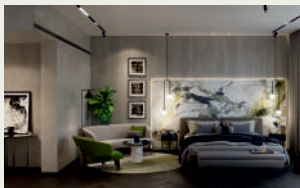


The elegant townhouses of Alembic City are carefully crafted for the crème-de-la-crème of Vadodara society. A rendezvous for the distinguished few. An exclusive enclave for like-minded communities, with strong values and great legacies.

The most prestigious design and architectural techniques meet the purest joys of nature and a refined community at Townhouse24. With a focus on luxury, privacy, beauty and security, the gorgeous townhouses are redefining connected living.



ALEMBIC CITY  
WEST



For further information, call Mr. Ujjawal Singh at +91 96876 39702 or send an e-mail to [sales@alembic.co.in](mailto:sales@alembic.co.in).  
Site address: Behind Bhailal Amin Hospital, Alembic City West, Vadodara 390 003. You can also visit [www.townhouse.alembiccity.com](http://www.townhouse.alembiccity.com)  
Follow us on Facebook and Instagram.

RERA No: PR/GJ/VADODARA/VADODARA/Others/RAAo8783/170721 Website: <https://gujrera.gujarat.gov.in>

**Board of Directors**

Mr. Chirayu Amin  
Chairman  
Mrs. Malika Amin  
Managing Director & CEO  
Mr. Udit Amin  
Director  
Mr. C. P. Buch  
Independent Director  
Mr. Sameer Khera  
Independent Director  
Mr. Mayank Amin  
Independent Director  
Mrs. Rati Desai  
Independent Director  
Mr. Abhijit Joshi  
Director

**Chief Financial Officer**

Mr. Rasesh Shah

**Company Secretary**

Mr. Drigesh Mittal

**Statutory Auditors**

CNK & Associates LLP  
The Nirat, 3rd Floor, 18-Winward Business Park,  
Behind Emerald One Complex,  
In the lane of Dr. Prashant Buch's Hospital,  
Jetalpur Road, Vadodara - 390007

**Bankers**

Bank of Baroda Limited  
Axis Bank Limited  
HDFC Bank Limited  
Yes Bank Limited  
RBL Bank Limited

**Registered Office**

Alembic Road, Vadodara – 390 003.  
CIN: L26100GJ1907PLC000033  
Tel : +91 265 6637300  
Email Id: alembic.investors@alembic.co.in  
Website: www.alembiclimited.com

**Registrar and Share Transfer Agent**

Link Intime India Pvt. Ltd.  
B-102 & 103, Shangrila Complex, First Floor,  
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020.  
Tel : +91 265 6136000  
Email Id: vadodara@linkintime.co.in

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This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial/results are forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events.

# Notice

Notice is hereby given that the 116<sup>th</sup> Annual General Meeting ("AGM") of the Members of **Alembic Limited** will be held on **Thursday, the 10<sup>th</sup> August, 2023 at 4:30 p.m.** IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2022-2023.
3. To appoint a Director in place of Mr. Abhijit Joshi (DIN: 06568584), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. **To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

### **Appointment of Dr. Girish Hirode (DIN: 10145777) as an Independent Director of the Company:**

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Act") read with Schedule IV to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Girish Hirode (DIN: 10145777), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company at this 116<sup>th</sup> Annual General Meeting ("AGM"), not liable to retire by rotation, for a term of 5 (five) consecutive years i.e. w.e.f. 10<sup>th</sup> August, 2023 upto 9<sup>th</sup> August, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

5. **To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

### **Re-appointment of Mr. Mayank Amin (DIN: 03455164) as an Independent Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Act") read with Schedule IV to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the Articles of Association of the Company and on the basis of the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mayank Amin (DIN: 03455164) as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years i.e. w.e.f. 15<sup>th</sup> May, 2024 upto 14<sup>th</sup> May, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary or expedient to give effect to the resolution."

6. **To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

### **Approval of material related party transactions with Shreno Limited:**

**"RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), as amended, the relevant provisions of the Companies Act, 2013 read with the Rules framed thereunder ("Act") and other applicable laws (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the Company's Policy on Related Party Transactions and Manner of Dealing with Related Party Transactions ("RPT Policy") and as per the approval of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to enter into and/or to continue with the existing

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contract(s)/ arrangement(s)/ agreements(s)/ transaction(s)/ renewal(s)/ extension(s)/ modification(s) thereto, whether by way of an individual transaction or transactions taken together with the previous transactions or series of transactions or otherwise undertaken / to be undertaken till the date of next Annual General Meeting with Shreno Limited, a related party under the provision of Regulation 2(1)(zb) of the SEBI Listing Regulations, 2015, for (i) buying or selling or leasing immovable property; (ii) entering into agreements for Transfer of Development Rights / Floor Space Index (FSI); (iii) entering into Agreements for joint development of projects on revenue sharing / area sharing / profit sharing basis; (iv) granting of loans, advances and guarantee in relation to activities mentioned at (ii) & (iii) above; (v) entering into Project Management Consultancy Agreements; (vi) availing of services; (vii) rendering of services; and (viii) reimbursement of expenses (hereinafter collectively referred to as “**related party transactions**”) on such terms and conditions as detailed in the explanatory statement and as may be agreed with Shreno Limited, for an aggregate value of up to ₹ 30 Crore p.a. and the said contract(s) / arrangement(s) / agreements(s) / transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board of Directors of the Company to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things necessary and expedient to give effect to the above resolution on behalf of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

## 7. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

### **Approval of material related party transactions with Alembic Pharmaceuticals Limited:**

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), as amended, the relevant provisions of the Companies Act, 2013 read with the Rules framed thereunder (“Act”) and other applicable laws (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the Company’s Policy on Related Party Transactions and Manner of Dealing with Related Party Transactions (“RPT Policy”) and as per the approval of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to enter into and/or to continue with the existing contract(s)/ arrangement(s)/ agreements(s)/ transaction(s)/ renewal(s)/ modification(s) thereto for a term of 5 years from the conclusion of the 116<sup>th</sup> Annual General Meeting (“AGM”) till the conclusion of 121<sup>st</sup> AGM with Alembic Pharmaceuticals Limited, a related party under the provision of Regulation 2(1)(zb) of the SEBI Listing Regulations, 2015, for (i) supply of various goods; (ii) purchase of various goods including active pharmaceutical ingredients (‘API’), excipients and spent solvents; (iii) providing job work and other services; (iv) framework agreement for providing various premises on Leave and License / Lease basis; (v) receipt of dividend from investment in securities of Alembic Pharmaceuticals Limited and (vi) reimbursement of expenses (hereinafter collectively referred to as “**related party transactions**”) on such terms and conditions as detailed in the explanatory statement and as may be agreed with Alembic Pharmaceuticals Limited, for an aggregate value of up to ₹ 65 Crore per annum excluding dividend receipt which is not in the control of the Company and the said contract(s)/ arrangement(s)/ agreements(s)/ transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board of Directors of the Company to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things necessary and expedient to give effect to the above resolution on behalf of the Company.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.”

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**8. To consider and if thought fit, to pass, the following Resolution as a Special Resolution:**

**Payment of commission to Mr. Udit Amin (DIN: 00244235), Non-Executive Director of the Company for the financial year 2022-23:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), the applicable provisions of the Companies Act, 2013 and rules framed thereunder (“Act”) (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), recommendation of the Nomination and Remuneration Committee and the Board of Directors and subject to the maximum remuneration approved by the members at the 115<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2022, approval of the members of the Company be and is hereby accorded for payment of commission of ₹ 170.00 Lacs amounting to 2% (two percent) of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act to Mr. Udit Amin (DIN: 00244235) for the financial year ending on 31<sup>st</sup> March, 2023, in addition to the sitting fees and reimbursement expenses being paid by the Company for participating in the Board/Committee Meetings of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.”

**9. To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

**Ratification of Remuneration to the Cost Auditors for the financial year 2023-24:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (“Act”) (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), the remuneration payable to M/s. Santosh Jejurkar & Associates, Cost & Management Accountants having Firm Registration No. 102697 appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-24 amounting to ₹ 0.50 Lacs plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

**NOTES:**

1. Pursuant to the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/21 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 02/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as the “Circulars”), companies are allowed to hold the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company will be held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held through VC/OAVM, pursuant to the Circulars, physical attendance of the members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
3. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website at [www.alembiclimited.com](http://www.alembiclimited.com), website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

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4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. An explanatory statement, pursuant to section 102(1) of the Companies Act, 2013 ("Act") relating to business set out at item no. 4 to 9 of the accompanying Notice are annexed hereto.
6. The details of the Director(s) seeking appointment / re-appointment at the AGM, pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and other applicable provisions are provided in Annexure – A to this Notice.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send a request from their registered E-mail ID mentioning their name, DP ID and Client ID / Folio No., PAN and Mobile No. to the Company at [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)
8. The Company has fixed Thursday, 3<sup>rd</sup> August, 2023 as the "record date" for determining the eligibility of members to receive the dividend for the financial year ended 31<sup>st</sup> March, 2023, if approved at the AGM.
9. The dividend when sanctioned will be made payable on or from 14<sup>th</sup> August, 2023, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be dispatched to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their bank details by following the process mentioned at point no. 10 below.
10. Process for registration / updation, pertaining to the name, postal address, E-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - i. In case shares are held in physical mode, members are requested to submit their service requests in the formats prescribed under SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021. The form(s) are available on the website of the Company at <https://alembiclimited.com/index.html#forms> and on the website of Company's Registrar & Share Transfer Agent, Link Intime India Private Limited ("LIPL") at <https://linkintime.co.in/home-KYC.html>
  - i. In case shares are held in electronic mode, members are requested to update details with their respective Depository Participants.
11. In accordance with the prevailing provisions of the Income Tax Act, 1961, the Company is required to deduct tax at source (TDS) at the prescribed rates on the dividend paid to its shareholders. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Therefore, the members are requested to update their PAN and upload applicable documents to avoid deduction of tax at higher rate by complying with the process mentioned herein under.  
  
 Members are requested to visit the website of LIPL and upload applicable documents such as Form 15G/15H, documents u/s 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax Certificate at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> in order to enable the Company to determine the appropriate TDS / withholding tax rate applicable.
12. As per the provisions of Section 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended ("IEPF Rules, 2016"), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF"), a fund constituted by the Government of India under Section 125 of the Act.  
  
 Further, in accordance with the provisions of Section 124(6) of the Act and IEPF Rules, 2016, shares on which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to IEPF Account.

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Members who have not claimed dividend for previous year(s) are requested to claim the same by approaching the Company or LIPL.

The due dates for transfer of unclaimed / unpaid dividend to IEPF are as under:

Date of Declaration of Dividend	Dividend for Financial Year	Proposed Month and Year of transfer to IEPF
10 <sup>th</sup> July, 2016	2015-16	September, 2023
28 <sup>th</sup> July, 2017	2016-17	September, 2024
3 <sup>rd</sup> August, 2018	2017-18	September, 2025
27 <sup>th</sup> September, 2019	2018-19	October, 2026
7 <sup>th</sup> August, 2020	2019-20	September, 2027
6 <sup>th</sup> August, 2021	2020-21	September, 2028
20 <sup>th</sup> September, 2022	2021-22	October, 2029

13. All the work related to share registry in terms of both physical and electronic, are being conducted by LIPL at B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara - 390 020, Tel: +91 265 6136000, E-mail ID: vadodara@linkintime.co.in. The members are requested to send their communication to the aforesaid address.
14. Additionally, the Company has designated an exclusive E-mail ID: alembic.investors@alembic.co.in for redressal of Shareholders' / Investors' complaints / grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned E-mail ID.
15. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, the Company shall issue the securities in dematerialized form only while processing the service request(s) in the form(s) prescribed therein. The form(s) are available on the website of the Company at <https://alembiclimited.com/index.html#forms> and on the website of LIPL at <https://linkintime.co.in/home-KYC.html>

It may be noted that any service request can be processed only after the folio is KYC Compliant.

**16. Voting through Electronic Means and Declaration of Results:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 in relation to e-Voting facility provided by Listed Companies, the Company is pleased to provide its members the facility of casting votes electronically viz. "remote e-Voting" (e-Voting from a place other than venue of the AGM), through the e-Voting services provided by NSDL on all the resolutions set forth in this Notice.

Mr. Chirayu Amin, Chairman of the Company and in his absence Mrs. Malika Amin, Managing Director & CEO or Mr. Abhijit Joshi, Director, will declare the e-Voting results based on the Scrutinizer's Report. The e-Voting results along with the Scrutinizer's report will be displayed on the:

- (i) Notice Board of the Company at its Registered Office;
- (ii) Company's website [www.alembiclimited.com](http://www.alembiclimited.com);
- (iii) NSDL's website and
- (iv) Stock Exchanges' website [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com)

**The instructions for casting your vote electronically are as under:**

- (i) The remote e-Voting period begins on Monday, the 7<sup>th</sup> August, 2023 (9:00 a.m. IST) and ends on Wednesday, the 9<sup>th</sup> August, 2023 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical



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form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> August, 2023 may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using remote e-Voting facility either during the aforesaid voting period or during the AGM.

- (ii) The facility for electronic voting system ("e-voting"), shall also be made available at the AGM. The members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.
- (iii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of this Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode". A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- (iv) M/s. Samdani Shah & Kabra, Practising Company Secretaries, Vadodara has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- (v) The details of the process and manner for remote e-Voting and e-Voting during the AGM are as under:

## Step I: Access to NSDL e-Voting system:


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

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat account(s) in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

# Notice

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditor' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="763 773 1034 915"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user may use their existing Myeasi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

# Notice

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-22-55-33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member/Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
5. Your User ID details are given below:

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

# Notice

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

## **Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system:**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 124510" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

# Notice

## General Guidelines for shareholders

- i. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to upload their Board Resolution/ Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter authorizing person(s) to vote, through their registered E-mail ID to the Scrutinizer at [cssamdani@gmail.com](mailto:cssamdani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), at least 48 hours before the meeting.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- iii. In case of any queries/grievances connected with e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre: Sr. Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## 17. Instructions for Members for attending the AGM through VC / OAVM:

- i. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under Join General Meeting menu against company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu.  
  
Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice.
- ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
- iii. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered E-mail ID mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in) from 2<sup>nd</sup> August, 2023 to 6<sup>th</sup> August, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. Further, Members who would like to have their questions / queries responded to during the AGM, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- iv. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 022 - 4886 7000 and 022 - 2499 7000.

## 18. Recommendation to the Members:

It is recommended to join the AGM through laptop for better experience. Members are requested to use internet with a good speed to avoid any disturbance during the meeting. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their data network. It is therefore recommended to use stable wi-fi or wired connection to mitigate any kind of aforesaid glitches.

### Registered Office:

Alembic Road, Vadodara - 390 003  
Tel: +91 265 6637300  
Web: [www.alembiclimited.com](http://www.alembiclimited.com)  
Email ID: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)  
CIN: L26100GJ1907PLC000033

Date: 12<sup>th</sup> May, 2023

Place: Vadodara

By Order of the Board,

Sd/-  
**Drigesh Mittal**  
Company Secretary

# Notice

## Explanatory Statement as required under Section 102 of the Companies Act, 2013

### Item No. 4

Pursuant to the provisions of Section 152, 149(10) and 149(11) of the Companies Act, 2013 read with rules framed thereunder ("Act") and Regulation 25(2) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations, 2015") including Statutory modification(s), amendment(s) or re-enactments thereof for the time being in force, no independent director shall hold office for more than two consecutive terms of five years.

The Board of Directors of the Company has noted that the second term of some of the existing Independent Directors will end in the next 2 years and since they cannot be re-appointed pursuant to the provisions of the Act, the Company will be required to appoint Independent Directors on the Board. In order to ensure a smoother transition and continuity, it was considered appropriate to induct new Independent Board Members gradually.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Dr. Girish Hirode (DIN: 10145777) as an Independent Director of the Company, not liable to retire by rotation, at this 116<sup>th</sup> Annual General Meeting ("AGM"), for a term of (5) five consecutive years i.e. w.e.f. 10<sup>th</sup> August, 2023 upto 9<sup>th</sup> August, 2028.

According to NRC's and Board's opinion, Dr. Girish Hirode's experience, expertise, integrity and skill sets will further strengthen the functioning of the Board and help the Company in achieving future growth and it is desirable to avail his services as an Independent Director on the Board of the Company.

Dr. Girish Hirode is a M.S. (Surgery) and renowned Laproscopic surgeon with experience of over 35 years and expertise in Laproscopic Surgeries and Anorectal Surgeries. Dr. Hirode has extensive experience of working in large hospitals and is currently working with a leading tertiary care centre of Gujarat state besides also being a Consultant General. Dr. Hirode has also undertaken various medical trainings in UK and USA. He has been instrumental in introducing new techniques in Surgery and was one of the first Surgeons in Vadodara to perform such advanced surgeries.

In accordance with the provisions of Section 149(8) and 152(2) read with Schedule IV of the Act and Regulation 17(1C) of SEBI Listing Regulations, 2015, the appointment of Independent Director(s) of the Company is required to be approved at the meeting of the shareholders.

In the opinion of the NRC and Board, Dr. Girish Hirode fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI Listing Regulations, 2015 and is independent of the management. He is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director as prescribed under Section 152(5) of the Act. The Company has also received a declaration from him under Section 149(7) of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 25(8) of the SEBI Listing Regulations, 2015 that he meets the criteria for independence.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company.

Dr. Girish Hirode shall be paid sitting fees for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act, as may be decided by the Board of Directors, from time to time.

Copy of the draft letter of appointment of Dr. Girish Hirode setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

The other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions, if any, are provided in Annexure – A to this Notice.

The Board of Directors recommends the resolution at Item No. 4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

# Notice

## Item No. 5

Mr. Mayank Amin (DIN: 03455164) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with rules framed thereunder ("Act") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"). Mr. Mayank Amin holds office as an Independent Director of the Company upto 14<sup>th</sup> May, 2024 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act.

Mr. Mayank Amin holds bachelor's Diploma in Mechanical Engineering from M S University, Vadodara Gujarat. Mr. Mayank Amin was an entrepreneur having business interest in manufacturing of woven sacks and fabrics for variety of applications. He has rich experience of over three decades in managing his business wherein he was overseeing the production and quality of the products. He also has experience in sales and marketing functions. His capability to create a process for product mix has been reflected with the growth achieved by the business.

In the opinion of the Nomination and Remuneration Committee ("NRC") and Board, Mr. Mayank Amin fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI Listing Regulations, 2015 and is independent of the management.

The Board of Directors at its meeting held on 12<sup>th</sup> May, 2023, on the recommendation of NRC and based on the performance evaluation, considered that given his background and experience and contributions made by him during his tenure, the association of Mr. Mayank Amin will be beneficial to the Company and it is desirable to re-appoint Mr. Mayank Amin as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 15<sup>th</sup> May, 2024.

Copy of the draft letter of appointment of Mr. Mayank Amin setting out the terms and conditions of appointment is available for inspection without any fee by the members at the Registered Office of the Company.

The other details as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions, if any, are provided in Annexure – A to this Notice.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof except Mr. Mayank Amin, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

## Item No. 6

Shreno Limited is a 'Related Party' within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of the Companies Act, 2013 ("Act"). Hence, the contracts, agreements, arrangements and transactions with Shreno Limited falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015 and provisions of Section 188 of the Act and rules framed thereunder.

The Company and Shreno Limited own land parcels at certain locations in Vadodara, Gujarat which are adjoining / in close vicinity to each other. Hence in order to achieve judicious mixed used development on such land parcels, it was considered expedient by both the entities to carry out development in mutual consultation / co-ordination on such land parcels. Hence, the Company and Shreno Limited have obtained joint approvals from regulatory authorities and intends to continue with the same with such modifications, as may be required from time to time. Hence, the Company has entered into and may enter into various contracts, arrangements, agreements and transactions from time to time in the ordinary course of business and on arm's length basis with Shreno Limited inter-alia for (i) buying or selling or leasing immovable property; (ii) entering into Agreements for Transfer of Development Right / Floor Space Index (FSI); (iii) entering into Agreements for joint development of projects on revenue sharing / area sharing / profit sharing basis; (iv) granting of loans, advances and guarantee in relation to activities mentioned at (ii) & (iii) above; (v) entering into Project Management Consultancy Agreements; (vi) availing of services; (vii) rendering of services; and (viii) reimbursement of expenses.

# Notice

In accordance with the provisions of Regulation 23(1) of SEBI Listing Regulations, 2015, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Ten percent of the annual consolidated turnover of the Company as per its latest audited financial statements for the financial year 2022-23 is ₹ 12.72 crores. Further, in terms of Regulation 23(4) of SEBI Listing Regulations, 2015, effective from 1<sup>st</sup> April, 2022, all Material Related Party Transaction shall require prior approval of shareholders by means of an ordinary resolution. The approval of the shareholders under Regulation 23 of the SEBI Listing Regulations, 2015 is required even if the transactions are in the ordinary course of business and at an arm's length basis.

In order to comply with SEBI Listing Regulations, 2015, the Act and rules made thereunder and RPT Policy of the Company, the Company had at its 115<sup>th</sup> Annual General Meeting ("AGM") held on 20<sup>th</sup> September, 2022, obtained approval of members for material related party transactions with Shreno Limited for validity till the conclusion of the next AGM.

Since the transactions entered into together with those proposed to be entered into with Shreno Limited may exceed the threshold of 10% of the annual consolidated turnover of the Company as per the last Audited Financial Statements of the Company, it will be classified as a material related party transaction and hence fresh approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations, 2015.

The details of transactions entered into by the Company with Shreno Limited during the previous two financial years i.e. FY. 2022-23 and FY. 2021-22, is given below:

(₹ in Lacs)

Sr. No.	Nature of transactions	F.Y. 2022-23	F.Y. 2021-22
1.	Rendering of Services #	573.09	519.48
2.	Purchase of Goods	-	1.08
3.	Advances given*	672.31	-
	<b>TOTAL</b>	<b>1,245.40</b>	<b>520.56</b>

# Includes ₹ 555.37 lacs in FY 2022-23 and ₹ 499.48 Lacs in FY 2021-22 which are in the nature of reimbursement of expenses.

\* For approval charges paid to regulatory authorities in furtherance of joint approvals obtained on a land parcel on behalf of Shreno Limited.

**Details of the proposed transactions (including information required to be provided in terms of the SEBI circular dated 22<sup>nd</sup> November, 2021) are as follows:**

Sr. No.	Description	Details
<b>I.</b>	<b>Details of Summary of information provided by the management to the Audit Committee and the Board</b>	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Shreno Limited is a Public Limited Company in which Mr. Chirayu Amin is the Chairman and he along with his relatives (including Directors on the Board of the Company) hold more than two percent of its paid up share capital.



# Notice

Sr. No.	Description	Details
b.	Type of transaction	Type: i. buying or selling or leasing of immovable property; ii. entering into agreements for Transfer of Development Right/ Floor Space Index (FSI); iii. entering into Agreements for joint development of projects on revenue sharing / area sharing / profit sharing basis; iv. granting of loans, advances and providing guarantee for (ii) & (iii) mentioned above; v. entering into Project Management Consultancy Agreement; vi. availing of services; vii. rendering of services; and viii. reimbursement of expenses.
c.	Material terms and particulars of the proposed transaction	The Company has entered / proposes to enter into contracts / arrangements / agreements / transactions with Shreno Limited for the above mentioned purpose on arm's length basis and in the ordinary course of business, for a cumulative value not exceeding ₹ 30 Crore p.a.
d.	Tenure of the proposed transaction	Approval is sought for material RPTs undertaken / proposed to be undertaken by the Company till the date of next Annual General Meeting.
e.	Value of the proposed transaction	The cumulative value of all transactions with Shreno Limited shall not exceed ₹ 30 Crore p.a.
f.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	23.58%
2.	<b>Justification as to why the RPT is in the interest of the Company</b>	<p>In the ordinary course of business, the Company has / may enter into RPTs pertaining to buying / selling / leasing properties / management services / reimbursement of overheads etc. to have the optimum utilization of available resources within the group. These transactions are / will be carried out on arm's length basis or cost plus mark-up as applicable to third party.</p> <p>The Company and Shreno Limited own land parcels at certain locations in Vadodara, Gujarat which are adjoining / in close vicinity to each other. Hence in order to achieve judicious mixed used development on such land parcels, it was considered expedient by both the entities to carry out development in mutual consultation / co-ordination on such land parcels. Hence, the Company and Shreno Limited have obtained joint approvals from regulatory authorities and intends to continue with the same with such modifications, as may be required from time to time.</p> <p>These transactions are normal business operations and are envisaged commercially prudent and in the best interest of the parties. The said transactions are necessitated because of the nature of business of the Company.</p>
3.	<b>If the transaction relates to any loans, intercorporate deposits (ICDs), advances or investments made or given by the listed entity or its subsidiary</b>	
a.	Details of the source of funds in connection with the proposed transaction	Internal accrual / Debt

# Notice

Sr. No.	Description	Details
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, a. nature of indebtedness; b. cost of funds; and c. tenure	Currently there is no financial indebtedness that is incurred to make and give loans, ICDs, advances and investments. However, the Company may incur indebtedness if the same is commercially prudent for the Company to incur considering the commercial objectives of the Company as may be thought appropriate by the Board of Directors.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The loan / advances shall be in the nature of unsecured loan and repayable on demand. Interest rate will depend on the prevailing market rates ranging from 8% to 12% p.a. as may be commercially agreed between the parties.
d.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For the purpose of transactions as mentioned at Point No. 1 (b) (ii) & (iii) mentioned above.
4.	<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;</b>	25.85%
5.	<b>Any other information that may be relevant</b>	<p>The proposed material RPTs are envisaged as an enabling approval.</p> <p>Since the above transactions are futuristic in nature and cannot be foreseeable for any particular term, it may not be possible for the Company to ascribe an explicit monetary value to each of such transactions at this juncture. However, the maximum value of the aforesaid RPTs will not exceed the amount specified in this table.</p> <p>Further, specific approval of the Audit Committee and/ or Board, wherever required, is / shall be obtained in terms of the provisions of the Act and SEBI Listing Regulations, 2015 (including compliance with independent valuation requirements where consider appropriate by the Board) before undertaking the RPT.</p>

The Audit Committee and the Board of Directors of the Company in their respective meetings held on 12<sup>th</sup> May, 2023, accorded their approval for seeking and enabling approval of the members to the proposed material related party transactions as set out in the Item No. 6 of this Notice.

The Board of Directors recommends the resolution at Item No. 6 of this Notice for your approval.

None of the Directors and Key Managerial Personnel or their relatives other than Mr. Chirayu Amin, Mrs. Malika Amin and Mr. Udit Amin are in any way concerned or interested in the resolution. However, in accordance with the provisions of Regulation 23(4) of the SEBI Listing Regulations, 2015, the resolution above, being a resolution for approval of material related party transaction, all related parties (including the above) shall not vote to approve such resolution.

## Item No. 7

Alembic Pharmaceuticals Limited ('APL') is a listed company and an associate company of Alembic Limited and a related party within the meaning of Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and Section 2(76) of Companies Act, 2013 ("Act"). Hence, the contracts, arrangements, agreements and transactions with APL falls under the category of Related Party Transactions ("RPT") in terms of the Regulation 23 of SEBI Listing Regulations, 2015 and provisions of Section 188 of the Act and rules framed thereunder.

# Notice

The Company had entered into various contracts, arrangements, agreements and transactions from time to time in the ordinary course of business and on arm's length basis with APL as per the Act and Regulation 23 of SEBI Listing Regulations, 2015 and in compliance with the Company's Policy on Related Party Transactions and Manner of Dealing with Related Party Transactions ("RPT Policy") inter-alia for supply / job work / purchase of goods including active pharmaceutical ingredients ('API'), excipients and spent solvents, providing various premises on leave and license / lease basis, receipt of dividend from investment in securities of APL and reimbursement of expenses.

In accordance with the provisions of Regulation 23(1) of SEBI Listing Regulations, 2015, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Ten percent of the annual consolidated turnover of the Company as per its latest audited financial statements for the financial year 2022-23 is ₹ 12.72 crores. Further, in terms of Regulation 23(4) of SEBI Listing Regulations, 2015, effective from 1<sup>st</sup> April, 2022, all Material Related Party Transaction shall require prior approval of shareholders by means of an ordinary resolution. The approval of the shareholders under Regulation 23 of the SEBI Listing Regulations, 2015 is required even if the transactions are in the ordinary course of business and at an arm's length basis.

The Company had earlier obtained approval of the Members by way of Postal Ballot on 21<sup>st</sup> March, 2019 for a duration of 5 years. However, the Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 8<sup>th</sup> April, 2022 ('SEBI Circular'), provided that in case of omnibus approval for material related party transactions obtained from shareholders in general meeting other than Annual General Meeting ('AGM'), the validity of such approval shall not exceed one year. In order to comply with SEBI Listing Regulations, 2015, SEBI Circular, the Act, rules made thereunder and RPT policy of the Company, the Company had at its 115<sup>th</sup> AGM held on 20<sup>th</sup> September, 2022, obtained approval of members for material related party transactions with APL for validity till the conclusion of the next AGM.

Now, the company proposes to enter into specific contracts / agreements for related party transactions with APL for a term of 5 years which will be valid from the conclusion of the 116<sup>th</sup> AGM till the conclusion of 121<sup>st</sup> AGM. The value of such specific related party transactions proposed to be entered / renewed with Alembic Pharmaceuticals Limited and the annual transactions emanating from them may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per last audited Financial Statements of the Company and hence may be classified as a material related party transaction requiring fresh approval of the shareholders through a resolution.

The details of transactions entered into by the Company with APL during the previous two financial years i.e. F.Y. 2022-23 and F.Y. 2021-22, is given below:

(₹ in Lacs)

Sr. No.	Nature of transactions	F.Y. 2022-23	F.Y. 2021-22
1.	Supply of various goods	470.97	595.96
2.	Purchase of various goods including active pharmaceutical ingredients ('API'), excipients and spent solvents	22.12	42.98
3.	(a) Providing job work services	1,023.91	1,408.00
	(b) Sharing of power generated from windmills	305.57	236.16
	(c) Effluent Treatment Plant services	104.26	110.56
	(d) Other services	4.06	0.44
4.	Providing various premises on leave and license/lease basis	990.52	990.23
5.	Reimbursement of expenses	427.12	89.91
	<b>Sub-total (a)</b>	<b>3,348.53</b>	<b>3474.24</b>
1.	Receipt of dividend from investment in securities of APL	5,609.75	7,817.11
	<b>Sub-total (b)</b>	<b>5,609.75</b>	<b>7,817.11</b>
	<b>Total (a + b)</b>	<b>8,958.28</b>	<b>11,291.35</b>

# Notice

Details of the proposed transactions (including information required to be provided in terms of the SEBI circular dated 22<sup>nd</sup> November, 2021) are as follows:

Sr. No.	Description	Details
I.	<b>Details of Summary of information provided by the management to the Audit Committee and the Board</b>	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Alembic Pharmaceuticals Limited is an associate of the Company in which Mr. Chirayu Amin is Chairman & CEO and he along with his relatives (including Directors on the Board of the Company) hold more than two percent of its paid up share capital.
b.	Type of transaction	<p>Type:</p> <ul style="list-style-type: none"> <li>i. supply of various goods;</li> <li>ii. purchase of various goods including active pharmaceutical ingredients ('API'), excipients and spent solvents;</li> <li>iii. providing job work and other services;</li> <li>iv. framework agreement for providing various premises on Leave and License / Lease basis;</li> <li>v. receipt of dividend* from investment in securities of APL (As may be decided by the Board and Members of APL); and</li> <li>vi. reimbursement of expenses.</li> </ul> <p>* Receipt of dividend from investments held in APL, is a non-discretionary transaction for the Company. Dividend is recommended and declared by APL for all its shareholders, including the Company and the Company and its Board has no role in the matter. However, since the definition of RPT includes transfer of resources, the same has been put up for member's approval.</p>
c.	Material terms and particulars of the proposed transaction	The Company has entered / proposes to enter into contracts / arrangements / agreements / transactions with APL for the above mentioned purpose for a cumulative value not exceeding ₹ 65 Crore p.a. excluding dividend receipt which is not in the control of the Company. The value / consideration for each transaction shall be determined mutually between the parties depending upon the process / product involved / location of premises and shall be on arm's length basis considering the prevailing market conditions and in the ordinary course of business.
d.	Tenure of the proposed transaction	Duration: 5 years from the conclusion of the 116 <sup>th</sup> AGM till the conclusion of 121 <sup>st</sup> AGM.
e.	Value of the proposed transaction	The cumulative value of all transactions with APL shall not exceed ₹ 65 Crore p.a. excluding dividend receipt which is not in the control of the Company.
f.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	51.08%

# Notice

Sr. No.	Description	Details
2.	<b>Justification as to why the RPT is in the interest of the Company</b>	<p>The Company and APL have legacy transactions and inter dependencies as APL was formed as result of the demerger from the Company.</p> <p>The Company has entered into various related party transactions with APL on regular basis and all such transactions are on arm's length basis and in the ordinary course of business.</p> <p>Transactions like receipt of dividend are non-discretionary transactions as dividend is declared by APL for all its shareholders, including the Company.</p> <p>The Company had taken approval of the members of the Company by way of Postal Ballot on 21<sup>st</sup> March, 2019 for a duration of 5 years. However, considering the amendments from SEBI which provided that in case of omnibus approval for material related party transactions obtained from shareholders in general meeting other than Annual General Meeting ('AGM'), the validity of such approval shall not exceed one year, the Company had taken fresh approval from the members in the 115<sup>th</sup> AGM held on 20<sup>th</sup> September, 2022 and the term of same is valid till ensuing AGM. Now, the Company proposes to enter into specific contracts/ agreements for related party transactions with APL for a term of 5 years from the conclusion of the 116<sup>th</sup> AGM till the conclusion of 121<sup>st</sup> AGM.</p> <p>Therefore, the said related party transactions are in the interest of the Company.</p>
3.	<b>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary</b>	Not Applicable
4.	<b>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;</b>	1.15%
5.	<b>Any other information that may be relevant</b>	Not Applicable

**Details of various Agreements / Arrangements proposed to be entered into / to be renewed are as under:**

Sr. No.	Particulars of Transaction	Maximum Amount of Transactions (p.a.)	Terms & Conditions
1.	Sale of goods	₹ 9 Crore	Supply of products manufactured or otherwise sold by the Company including APIs and excipients. <b>Credit Period:</b> 30-45 days
2.	Purchase of goods	₹ 2 Crore	Purchase of products manufactured or otherwise sold by APL including APIs and spent solvents. <b>Credit Period:</b> 30-45 days

# Notice

Sr. No.	Particulars of Transaction	Maximum Amount of Transactions (p.a.)	Terms & Conditions
3.	(a) Providing Job Work services	₹ 22 Crore	Job work of products like Erythromycin Estolate, Venlafaxine, Biphenyl Valine Oxalate, Fluoxetine, etc. <b>Credit Period:</b> 30-45 days <b>Pricing formula:</b> @ Actual Cost of inputs + either (i) fixed mark-up of a pre-agreed conversion cost or (ii) variable mark-up not exceeding 20% of the total consideration.
	(b) Sharing of power generation from windmills	₹ 5 Crore	The Company has entered into an arrangement with APL for sharing of power generated from its windmills in accordance with applicable regulatory provisions. <b>Credit Period:</b> 30-45 days <b>Pricing formula:</b> @ Actual rate of power credited by the power distribution company in its invoice raised on the Company.
	(c) Effluent Treatment Plant ('ETP') services	₹ 2 Crore	Treatment and disposal of effluent generated at APL's facilities located at Vadodara at the ETP of the Company. <b>Credit Period:</b> 30-45 days <b>Pricing formula:</b> @ Actual Cost of inputs + variable mark-up not exceeding 10% of the total consideration.
	(d) other services	₹ 3 Crore	Analysis of samples provided by APL at the Company's laboratory and other operational services. <b>Credit Period:</b> 30-45 days <b>Pricing formula:</b> @ Actual Cost of inputs + variable mark-up not exceeding 10% of the total consideration.
4.	Reimbursement of Expenses	₹ 7 Crore	Towards various expenses incurred by the Company on behalf of APL on principal-to-principal basis. <b>Credit Period:</b> 7-14 days
5.	Framework agreement for providing various premises on Leave and License / Lease basis	₹ 15 Crore	As per the details given below

**Details of various Premises taken on Leave and License/Lease basis and requiring renewals during the validity of the resolution is as under:**

Sr. No.	Name/Location of Premises	Area (Sq. Ft.)	Existing Monthly Rent (₹ per sq.ft)
(a)	Office Premises across various buildings at Alembic Campus, Vadodara	1,10,562	30
(b)	Various floors of Administration Building, Vadodara used as Registered Office of the Company	66,630	48
(c)	Office Premises at Andheri (East), Mumbai	12,024	105

# Notice

<b>Other Terms &amp; Conditions:</b>	<ul style="list-style-type: none"> <li>a) Security Deposit equivalent to rent for 4 (four) months.</li> <li>b) Escalation: Maximum 5% every year or 15% after completion of every 3 (three) years.</li> <li>c) Option to add another 50,000 sq.ft. premises on lease / leave &amp; license basis at market rates.</li> <li>d) Fit-outs / Improvements to be carried out by the Lessee.</li> <li>e) Option to surrender any of the above premises on 3 (three) month's notice.</li> <li>f) Property tax to be borne by the Lessor.</li> <li>g) Minor repairs to be borne by the Lessee.</li> </ul>
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The Audit Committee and the Board of Directors of the Company in their respective meetings held on 12<sup>th</sup> May, 2023, accorded their approval for seeking an enabling approval of the members to the proposed material related party transactions as set out in the resolution at Item No. 7 of this Notice.

The Board of Directors recommends the resolution at Item No. 7 of this Notice for your approval.

None of the Directors and Key Managerial Personnel or their relatives other than Mr. Chirayu Amin, Mrs. Malika Amin and Mr. Udit Amin are in any way concerned or interested in the resolution. However, in accordance with the provisions of Regulation 23(4) of the SEBI Listing Regulations, 2015, the resolution above, being a resolution for approval of material related party transaction, all related parties (including the above) shall not vote to approve such resolution.

## Item No. 8

The Company had obtained approval from its members by way of a Special Resolution passed at the 115<sup>th</sup> AGM held on 20<sup>th</sup> September, 2022 enabling the Board of Directors to pay commission of upto 3% (three percent) of the net profits of the Company, computed in accordance with the mechanism provided under Section 198 of the Act to Mr. Udit Amin, (DIN: 00244235), Non-Executive Director for a period of 5 years w.e.f. financial year ending 31<sup>st</sup> March 2023 and upto and including the financial year ending 31<sup>st</sup> March, 2027.

Pursuant to Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), the Company is also required to obtain approval of shareholders by way of a special resolution, for approving the payment of Commission to Mr. Udit Amin for the financial year 2022-23 as the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Mr. Udit Amin's substantial involvement, expertise and experience across a wide spectrum of functional areas has contributed significantly to the growth of the Company. In order to remunerate Mr. Udit Amin for the responsibilities entrusted upon him, upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have recommended the payment of commission for the financial year 2022-23 in the manner stated in the resolution.

Section 197 of the Act provides that a Non-Executive Director may be paid remuneration in excess of the limits of 1% (one percent) of the net profits, if the Company by special resolution, authorizes such remuneration. The overall total remuneration payable to the Executive and Non-Executive Directors cumulatively does not exceed the overall ceiling of 11% (eleven percent) of the net profits of the Company stipulated under Section 197 and 198 of the Act.

The Board of Directors recommends the resolution at Item No. 8 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof, other than Mr. Chirayu Amin, Mrs. Malika Amin, Mr. Udit Amin and their relatives have any concern or interest, financially or otherwise in the resolution at Item No. 8 of this Notice.

## Item No. 9

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its cost records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on 12<sup>th</sup> May, 2023, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Santosh Jejurkar & Associates, Cost & Management Accountants, to conduct the audit of the cost records of the Company for the financial year 2023-24.

# Notice

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors of the Company for the financial year 2023-24 as set out in the resolution for aforesaid services to be rendered by them.

The Board of Directors recommends the resolution at Item No. 9 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financially or otherwise in the resolution at Item No. 9 of this Notice.

**Registered Office:**

Alembic Road, Vadodara - 390 003

Tel: +91 265 6637300

Web: [www.alembiclimited.com](http://www.alembiclimited.com)

Email ID: [alembic.investors@alembic.co.in](mailto:alembic.investors@alembic.co.in)

CIN: L26100GJ1907PLC000033

Date: 12<sup>th</sup> May, 2023

Place: Vadodara

By Order of the Board,

Sd/-

**Drigesh Mittal**  
Company Secretary



# Notice

**Annexure – A**

Details of the Directors seeking re-appointment at the ensuing AGM pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015, para 1.2.5 of SS-2 and other applicable provisions are as under:

<b>Name of the Director</b>	<b>Dr. Girish Hirode</b>	<b>Mr. Mayank Amin</b>
Age	62 Years	67 Years
Qualifications	M.S. (Surgery)	Diploma in Mechanical Engineering
Brief Resume	Dr. Girish Hirode is a M.S. (Surgery) and renowned Laproscopic surgeon with experience of over 35 years and expertise in Laproscopic Surgeries and Anorectal Surgeries. Dr. Hirode has extensive experience of working in large hospitals and is currently working with a leading tertiary care centre of Gujarat state besides also being a Consultant General. Dr. Hirode has also undertaken various medical trainings in UK and USA. He has been instrumental in introducing new techniques in Surgery and was one of the first Surgeons in Vadodara to perform such advanced surgeries.	Mr. Mayank Amin holds bachelor's Diploma in Mechanical Engineering from M S University, Vadodara Gujarat. Mr. Mayank Amin was an entrepreneur having business interest in manufacturing of woven sacks and fabrics for variety of applications. He has rich experience of over three decades in managing his business wherein he was overseeing the production and quality of the products. He also has experience in sales and marketing functions. His capability to create a process for product mix has been reflected with the growth achieved by the business.
Experience	35 Years	29 Years
Terms and Conditions of appointment or re-appointment	The details are provided in the resolution at Item No. 4 of this Notice.	The details are provided in the resolution at Item No. 5 of this Notice.
Remuneration last drawn (2022-23)	N.A.	₹ 3.20 Lacs as Sitting Fees
Nature of expertise in specific functional areas	Medical sciences & Management	Manufacturing & Marketing
Date of first appointment on to the Board	N.A.	15/05/2019
No. of Shares held in the Company as on 31 <sup>st</sup> March, 2023	Nil	18,000 Equity Shares

<b>Name of the Director</b>	<b>Dr. Girish Hirode</b>	<b>Mr. Mayank Amin</b>
Relationship with other Directors, Manager and other Key Managerial Personnel	No relationship	No relationship
No. of Meetings of the Board attended during the year (FY. 2022-23)	N.A.	4
Directorship in unlisted companies as on 31 <sup>st</sup> March, 2023	Nil	I. Nirayu Limited
Name of the listed Entities from which he resigned in the past three years	Nil	Nil
Chairmanship / Membership of Committees of other Board	Nil	<b>Nirayu Limited</b> <ul style="list-style-type: none"> <li>• Member of Audit Committee</li> <li>• Chairman of Nomination and Remuneration Committee</li> <li>• Chairman of Stakeholders Relationship Committee</li> <li>• Member of Corporate Social Responsibility Committee</li> </ul>

## BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 116<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2023.

### 1 Operations and State of Affairs of the Company:

(₹ In lakhs)

Particulars	For the Year ended	
	2023	2022
Profit for the year before Interest, Depreciation and Tax	9,151	10,201
<b>Adjusting therefrom:</b>		
Interest (net)	16	23
Depreciation	636	450
Provision for deferred tax liabilities	248	21
Provision for current tax	325	1,135
<b>Profit for the year</b>	<b>7,927</b>	<b>8,571</b>
Add:		
<b>Balance brought forward from previous year</b>	<b>24,593</b>	<b>18,555</b>
Total amount available for Appropriations	<b>35,520</b>	<b>27,126</b>
Other Appropriations	5	20
Less:		
Dividend paid on Equity Shares during the year	4622	514
Transfer to General Reserve	-	2,000
<b>Balance carried forward to next year's accounts</b>	<b>27,893</b>	<b>24,593</b>

The Company has prepared the Standalone and Consolidated Financial Statements in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under Section 133 of the Companies Act, 2013 ("Act").

### 2 Transfer to Reserve:

During the year, no amount was transferred to any of the reserves of the Company.

### 3 Dividend:

The Board of Directors at their meeting held on 12<sup>th</sup> May, 2023 has recommended Dividend of ₹ 2.20/- (i.e. 110%) per equity share having face value ₹ 2/- each for the financial year ended 31<sup>st</sup> March, 2023 as against ₹ 1.80/- (i.e. 90%) per equity share having face value ₹ 2/- each for the financial year ended 31<sup>st</sup> March, 2022.

### 4 Management Discussion and Analysis Report:

The Management Discussion and Analysis Report as required under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed herewith as Annexure A. Certain Statements in the said report may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

### 5 Subsidiaries, Associates and Joint Ventures:

A statement containing the salient features of the financial statements of subsidiary and associate companies, as per Section 129(3) of the Act, is part of the consolidated financial statements.

In accordance with third proviso of Section 136(1) of the Act, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, [www.alembiclimited.com](http://www.alembiclimited.com). Further, as per fourth proviso of the said section, audited annual accounts of the subsidiary company has also been placed on the website of the Company. Shareholders interested in obtaining a physical copy of the audited annual accounts of the subsidiary company may write to the Company Secretary requesting for the same.

### 6 Directors:

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Act and the Articles of Association of the Company, Mr. Abhijit Joshi (DIN: 06568584), Non-Executive Director of the Company, will retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment.

## BOARD'S REPORT

The first term of Mr. Mayank Amin (DIN: 03455164) as an Independent Director, will end on 14<sup>th</sup> May, 2024. Based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on 12<sup>th</sup> May, 2023 has approved his re-appointment as an Independent Director of the Company for a second term of 5 (five) consecutive years w.e.f. 15<sup>th</sup> May, 2024, subject to the approval of the members by way of special resolution at the ensuing AGM.

The Board of Directors of the Company based on the recommendation of NRC has considered the appointment of Dr. Girish Hirode (DIN: 10145777), as an Independent Director of the Company for a term of (5) five consecutive years w.e.f. approval of his appointment at the ensuing AGM.

### 7 Key Managerial Personnel:

Mrs. Malika Amin, Managing Director and CEO, Mr. Rasesh Shah, CFO and Mr. Drigesh Mittal, Company Secretary are Key Managerial Personnel of the Company.

### 8 Meetings of the Board:

Four (4) Board Meetings were held during the financial year ended 31<sup>st</sup> March, 2023. The details of the Board Meetings with regard to their dates and attendance of each of the Directors thereat have been provided in the Corporate Governance Report.

### 9 Independent Directors:

The Company has received declarations / confirmations from all the Independent Directors of the Company as required under Section 149(7) of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 25(8) of the SEBI Listing Regulations, 2015.

### 10 Performance Evaluation:

Pursuant to the provisions of the Act, SEBI Listing Regulations, 2015 and Nomination and Remuneration Policy of the Company, the NRC and the Board has carried out the annual performance evaluation of the Board, its Committees and individual Directors by way of individual and collective feedback from Directors. The Independent Directors have also carried out annual performance evaluation of the Chairperson, the non-independent directors and the Board as a whole. Structured questionnaires covering the evaluation criteria laid down by the NRC, prepared after taking into consideration inputs received from Directors, were used for carrying out the evaluation process.

The Directors expressed their satisfaction with the evaluation process.

### 11 Audit Committee:

The Audit Committee consists of Independent Directors with Mr. C. P. Buch as Chairman and Mr. Sameer Khera and Mr. Mayank Amin as members. The Committee inter alia reviews the Internal Control System, Reports of Internal Auditors, Key Audit Matters presented by the Statutory Auditors and compliance of various regulations. The Committee also reviews the financial results and financial statements before they are placed before the Board of Directors.

### 12 Vigil Mechanism/Whistle Blower Policy:

Pursuant to the provisions of Section 177(9) & (10) of the Act and the applicable provisions of SEBI Listing Regulations, 2015, a Vigil Mechanism or Whistle Blower Policy for directors and employees to report genuine concerns has been established. The same is also uploaded on the website of the Company and the web-link as required under SEBI Listing Regulations, 2015 is as under:

<https://www.alembiclimited.com/policy/AL-Whistle%20Blower%20Policy.pdf>

### 13 Internal Control Systems:

The Company's internal control procedures which includes internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. The internal auditors' team carries out extensive audits throughout the year across all locations and across all functional areas and submits its reports to the Audit Committee.

### 14 Corporate Social Responsibility:

Alembic Group has been proactively carrying out CSR activities since more than fifty years. Alembic Group has established, nurtured and promoted various Non-Profit Organisations focusing on three major areas – Education, Healthcare and Rural Development.

In compliance with requirements of Section 135 of the Act, the Company has laid down a CSR Policy. The composition of the Committee, contents of CSR Policy and report on CSR activities carried out during the financial year ended 31<sup>st</sup> March, 2023 in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as Annexure B.

### 15 Policy on Nomination and Remuneration:

In compliance with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, 2015, the Company has laid down a Nomination and Remuneration Policy which has been uploaded on the Company's website. The web-link as required under the Act is as under:

<https://www.alembiclimited.com/policy/AL-NRC%20Policy.pdf>

## BOARD'S REPORT

The salient features of the NRC Policy are as under:

- 1) Setting out the objectives of the Policy.
- 2) Definitions for the purposes of the Policy.
- 3) Policy for appointment and removal of Director, KMP and Senior Management.
- 4) Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees.
- 5) Remuneration to Non-Executive / Independent Director.

### 16 Dividend Distribution Policy:

In compliance with the requirements of Regulation 43A of the SEBI Listing Regulations, 2015, the Company has laid down a Dividend Distribution Policy, which has been uploaded on the Company's website. The web-link as required under SEBI Listing Regulations, 2015 is as under:

<https://www.alembiclimited.com/policy/AL-Dividend%20Distribution%20Policy.pdf>

### 17 Related Party Transactions:

Related party transactions entered into during the financial year were on arm's length basis and were in ordinary course of business. In accordance with the requisite approval obtained the Company has entered into transactions with the related party as mentioned in Note No. 34(D) of Standalone Financial Statements. However, there are no related party transactions made by the Company which may have potential conflict with the interest of the Company.

Necessary disclosure in form AOC-2 with respect to the applicable transactions, is given in Annexure C of the Board's Report. Save and except the above, the Company has not entered into any other arrangement/ transaction with related parties which could be considered material in accordance with the Company's Policy on Related Party Transactions, read with the SEBI Listing Regulations, 2015, during the year under review.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under SEBI Listing Regulations, 2015 is as under:

<https://www.alembiclimited.com/policy/AL-RPT%20Policy.pdf>

### 18 Corporate Governance Report:

The Report on Corporate Governance as stipulated under Regulation 34 read with Schedule V of the SEBI Listing Regulations, 2015 forms part of this Annual Report.

The certificate from M/s. Samdani Shah & Kabra, Practicing Company Secretaries required as per the aforesaid Schedule V, confirming compliance with the conditions of Corporate Governance as stipulated under the SEBI Listing Regulations, 2015 is annexed to the Report on Corporate Governance.

### 19 Business Responsibility & Sustainability Report:

The Business Responsibility & Sustainability Report as required under Regulation 34 of the SEBI Listing Regulations, 2015, forms part of this Annual Report.

### 20 Listing of shares:

The equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with security ID/symbol of ALEMBICLTD. The ISIN for equity shares is INE426A01027. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2023-24 have been paid.

### 21 Loans, Guarantee or Investments:

During the year under review, the Company has granted Loans, given Guarantees and made investments in compliance with the provisions of Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014. The details of the same are provided in the Standalone Financial Statements as follows: loans and advances - Note No. 13 & 14; Corporate Guarantee – Para III (a) of Annexure "A" to the Independent Auditor's Report; and Investments - Note No. 6 & 9.

### 22 Auditors:

#### (a) Statutory Auditors:

In compliance with the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. CNK & Associates LLP, Chartered Accountants, having Firm Registration No. 101961W/W-100036 were appointed as Statutory Auditors of the Company by the Members at their 115<sup>th</sup> Annual General Meeting (AGM) held on 22<sup>nd</sup> September, 2022 to hold office for a second term of five (5) years i.e. till the conclusion of 120<sup>th</sup> AGM for the financial year ended 2026-27.

The Auditor's Report on the Standalone Financial Statements for financial year 2022-23 does not contain any qualification, reservation or adverse remark.

Due to an audit qualification in the Auditor's Report of the Company's associate entity, the Auditor's Report on the Consolidated Financial Statements for financial year 2022-23

## BOARD'S REPORT

has been issued with qualified opinion as mentioned under 'Basis for Qualified Opinion' of their Report. The Company has provided the Statement on Impact of Audit Qualifications on Consolidated Financial Statements as Annexure D to this Report which shall be treated as Board's response.

The Auditor's Report is enclosed with the financial statements in this Annual Report.

**(b) Secretarial Auditors:**

The Board of Directors appointed M/s. Samdani Shah & Kabra, Practising Company Secretaries, to conduct Secretarial Audit for the financial year 2023-24.

The Secretarial Audit Report of M/s. Samdani Shah & Kabra, Practising Company Secretaries for the financial year ended 2022-23, is annexed as Annexure E.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Company has complied with all the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India.

**(c) Cost Auditors:**

The provisions of Section 148(1) of the Act with regard to maintenance of cost records are applicable to the Company and the Company has made and maintained the cost records as specified therein.

Pursuant to Rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the Company will be required to get its Cost records audited by a Cost Auditor for the financial year 2023-24.

The Board of Directors appointed M/s. Santosh Jejurkar & Associates, Cost & Management Accountants as Cost Auditors for conducting audit of the cost accounts maintained by the Company relating to Bulk Drugs and Real Estate Division for the financial year 2023-24.

**(d) Internal Auditors:**

The Board of Directors appointed M/s. Sharp & Tannan Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2023-24.

**(23) Risk Management:**

The Company has constituted a Risk Management Committee and formulated Risk Management Policy which functions as a guiding tool in fulfilling the management's responsibility towards risk management. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Risk Management Committee, Audit Committee and the Board of Directors of the Company.

**(24) Material Changes:**

There have been no material changes and commitments affecting the financial position of the Company since the close of financial year ended 31<sup>st</sup> March, 2023. Further, it is hereby confirmed that there has been no change in the nature of business of the Company.

**(25) Annual Return:**

A copy of Annual Return as required under Section 92(3) of the Act has been placed on the website of the Company. The web-link as required under the Section 134(3)(a) of the Act is as under:

<https://www.alembiclimited.com/#services>

**(26) Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:**

The information required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure F.

**(27) Particulars of employees and related disclosures:**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as Annexure G.

A statement showing the names and particulars of the employees falling within the purview of Rules 5(2) and 5(3) of the aforesaid Rules are provided in the Annual Report. The Annual Report is being sent to the members of the Company excluding the aforesaid information. The said information is available for inspection at the Registered Office of the Company during working hours and the same will be furnished on request in writing to the members.

**(28) Other Disclosures:**

- (a) The Company has not invited/accepted any deposits from public during the period under review. Further, there has been no default in repayment of deposits or interest thereon on unclaimed deposits.
- (b) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- (c) The Managing Director of the Company has not received any remuneration or commission from its subsidiary.
- (d) No fraud has been reported by the Auditors to the Audit Committee or the Board.
- (e) No application was made nor is any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

## BOARD'S REPORT

- (f) No settlements have been done with banks or financial institutions.
- (g) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (h) The Company has in place a policy on prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has constituted the Internal Complaints Committee to redress complaints received regarding sexual harassment. During the year, no complaint was received by the Company.

### 29 Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of its knowledge and ability, confirm that:

- (a) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

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

For and on behalf of the Board of Directors,

Sd/-

**Chirayu Amin**  
 Chairman  
 (DIN: 00242549)

### Registered Office:

Alembic Road, Vadodara - 390 003  
 CIN: L26100GJ1907PLC000033  
 Tel: +91 265 6637300  
 Web: www.alembiclimited.com  
 Email ID: alembic.investors@alembic.co.in  
 Date: 12<sup>th</sup> May, 2023  
 Place: London

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Industry Perspective vis-à-vis Company

The Company operates primarily in the manufacture of Bulk Drugs and Real Estate Business.

#### (A) Segment-wise Performance, Industry structure and Developments, Outlook and Opportunities & Concerns, Risk and Threat:

##### a) Bulk Drugs Business:

The Company continues to do production of bulk drugs, mainly of generic APIs & their intermediates on job work basis.

The manufacturing business continues to remain under pressure due to its limited scale coupled with its low-margin job work business model. The business also faces stiff competition from small set-up players and cheaper imported alternatives. Despite the business necessitating a substantial capital investment for asset modernization, its prime city location and low profit margins render the capital commitment practically unviable. This business is barely sustainable & faces an uncertain future, despite our best efforts.

##### b) Real Estate Business:

At the macro level, there was notable growth in the real estate sector for the year, encompassing both residential and commercial development, as the demand for properties remained strong for most part of the year, albeit some sluggishness towards the last quarter. However, despite this overall success, the demand remained comparatively lower in Tier II & III towns as compared to the large metros.

During the year, the industry encountered several challenges that limited growth to some extent. The frequent upward rate revisions by the Reserve Bank of India, though necessarily to control inflation, created a challenging environment for the industry. While the interest rate for home-buyers on housing finance spiraled up very rapidly to the pre-COVID levels, the liquidity to the industry and the borrowing costs for developers both became unfavourable, making the sector less attractive. Another perennial issue that the industry faces is the heavy dependence on labour, a high proportion of which is migrant, leading to a mismatch in demand and constant supply.

With the impact of COVID gradually receding and a majority of employees returning to the office, the commercial real estate sector experienced a significant upswing, primarily

driven by the heightened demand for office spaces. The commercial real estate sector also boomed due to increase in the demand of warehouses and the fast growing concept of flexible offices.

Despite these and various other challenges, the Company has made significant progress on its projects. VEDA-II, one of the Company's ongoing residential projects, which is also having the tallest residential tower in Vadodara, is expected to begin deliveries by the end of this financial year. The Company has also seen reasonable demand for its luxurious premium residential projects such as Townhouse24 and The Villas, with deliveries for these projects expected to start this financial year, as well. Moreover, the Company has plans to launch another niche premium housing project with duplex flats called The Gardens, which is expected to add to the Company's success. The Company continues to focus on leasing commercial spaces and strengthening its rental leasing portfolio gradually.

Alembic City campus and Alembic Art District's city centre destination remain popular with visitors and continue to impress their target audience, highlighting the Company's success in creating attractive and innovative spaces. The Art District's city centre is positioned perfectly as a central landmark of Vadodara, with the city rising all around it. Within our campus, everything has been built on a human scale, making it connected and convenient to reach all places with commercial spaces, retail and living come together to produce a balanced existence.

The Company's ability to adapt to changing market conditions and focus on delivering high-quality projects has helped it to adapt to challenges faced by the industry and maintain its position as a niche real estate developer.

#### (B) Finance:

The gross revenue of the Company was ₹ 12,315.76 Lakhs for the year under review as compared to ₹ 7,597.28 Lakhs for the previous year ended 31<sup>st</sup> March, 2022. The Company registered a net profit of ₹ 7,927.03 Lakhs as compared to net profit of ₹ 8,571.47 Lakhs for the previous year ended 31<sup>st</sup> March, 2022.

#### (C) Key Financial Ratios:

Key financial ratios are provided in the Notes to Financial Statements at Note no. 33(U), with the reasons for major variations, if any.



## ANNEXURE A

### (D) Internal Control Systems and Adequacy:

The Company maintains a system of well-established policies and procedures for internal control of operations and activities.

The Company has appointed Internal Auditors for the Bulk Drugs division and Real Estate Division to ensure proper system of Internal Control and its adequacy. Further, the real estate business has concurrent auditors for joint measurement verifications and quality audit.

The reports of Internal Auditors are presented on regular basis before the Audit Committee and their recommendations are implemented.

### (E) Human Resource Intervention

The Company has effectively streamlined its workforce to an optimal size. It has also devised a strategic plan for leadership development, collaborating with reputable agencies and implementing developmental programs in alignment with the plan. The annual internal employee comfort survey consistently yields reassuring results, reflecting the management's dedicated efforts towards enhancing employee engagement. Moreover, the Company has extended the option of remote work to those who can effectively carry out their responsibilities from home, striking a favorable balance between safety and productivity. As a result, teams are operating with elevated motivation and optimal efficiency.

### (F) Health, Safety, Security and Environment

Health, Safety, Security and Environment is always looked at with its due seriousness along with our business activities and all employees are adequately trained for taking up their individual job accountability. Alembic's operations are well-resourced & they comply with the stringent & new norms of Health, Safety, Security and Environment.

Safety audits are carried out regularly by independent government approved consultants for the regular operations and the newly introduced plastic, e-waste, bio wastes categories as well. Environmental audits and hazop-studies were also carried out and the statutory reports of our compliances are submitted to regulators periodically for their review and inputs. Efforts are made at all levels to conserve energy and resources.

For and on behalf of the Board of Directors,

Sd/-

**Chirayu Amin**

Chairman

(DIN: 00242549)

Date: 12<sup>th</sup> May, 2023

Place: London

## ANNEXURE B

### Annual Report on CSR Activities for the financial year ended 31<sup>st</sup> March, 2023

**1. Brief outline on CSR Policy of the Company:**

The Company's CSR Policy is in adherence to the provisions of Section 135 of the Act read with rules framed thereunder and provides for carrying out CSR activities in the area of Education, Healthcare including preventive healthcare, Rural Development, Sanitation, etc. either directly by the Company or through 'Non-Profit Organisations', viz. Alembic CSR Foundation, Bhailal Amin General Hospital, Rural Development Society, Uday Education Society and others or by way of contribution to Central / State Government Relief Funds.

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Malika Amin	Chairperson	4	4
2.	Mr. C. P. Buch	Member	4	4
3.	Mr. Sameer Khera	Member	4	4

**3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:**

<https://www.alembiclimited.com/#CSR>

**4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable):**

Not Applicable

**5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹ 968.87 Lacs**

**(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 19.38 Lacs**

**(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil**

**(d) Amount required to be set off for the financial year, if any: Nil**

**(e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 19.38 Lacs**

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project		Amount spent for the project Amount in (₹ Lacs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration No.
1.	Covid Relief / Prevention activities (Across India)	Healthcare including Preventive Healthcare	No	N.A	N.A	19.38	No	Alembic CSR Foundation	CSR00002984
<b>Total</b>						<b>19.38</b>			

**(b) Amount spent in Administrative Overheads: Nil**

**(c) Amount spent on Impact Assessment, if applicable: Not Applicable**

**(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 19.38 Lacs**

## ANNEXURE B

**(e) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (₹ in Lacs)	Amount Unspent (₹ in Lacs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
19.38 Lacs	Nil	-	-	Nil	-

**(f) Excess amount for set off, if any: Nil**

Sl. No.	Particular	Amount (₹ in Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	19.38
(ii)	Total amount spent for the Financial Year	19.38
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

**7. Details of Unspent CSR amount for the preceding three financial years:**

Not Applicable

**8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: No.**

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable**

For and on behalf of the Committee and the Board of Directors,

Sd/-

**Malika Amin**

Managing Director & CEO  
Chairperson – CSR Committee  
(DIN: 00242613)

Sd/-

**Chirayu Amin**

Chairman  
(DIN: 00242549)

Date: 12<sup>th</sup> May, 2023  
Place: London

# ANNEXURE C

## FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

- Details of contracts or arrangements or transactions not at Arm's length basis: **Not Applicable**
- Details of material contracts or arrangements or transactions at Arm's length basis.

Name of Related Party and nature of relationship	Nature of contract / arrangement / transaction	Amount Paid as Advance, If any	Duration of contract / arrangement / transaction	Salient terms of the contracts or arrangements Or transactions including the value, if any	Date (s) of Approval by the Board, If any			
Alembic Pharmaceuticals Limited (APL) – Associate Company	(a) Supply / job work / purchase of goods including active pharmaceutical ingredients ('API'), excipients and spent solvents	Nil	Ongoing and as per approval	Transactions to be carried out on arms-length basis.  Maximum aggregate value of the transactions: ₹ 63 Cr. p.a.  Details of the transactions carried out during the year are provided at note no. 33 D to the Standalone Financial Statements	Audit Committee and Board of Directors: 10 <sup>th</sup> August, 2022.  Members' approval: 20 <sup>th</sup> September, 2022			
	(b) Providing various premises on leave and license / lease basis							
	(c) Reimbursement of expenses							
	(d) Receipt of dividend from investment in securities of APL	Not Applicable	Not Applicable					
Shreno Limited – Other Related Parties	(a) Buying or selling or leasing immovable property	Nil	Ongoing and as per approval	Transactions to be carried out on arms-length basis.  Maximum aggregate value of the transactions: ₹ 30 Cr. p.a.  Details of the transactions carried out during the year are provided at note no. 33 D to the Standalone Financial Statements	Audit Committee and Board of Directors: 10 <sup>th</sup> August, 2022.  Members' approval: 20 <sup>th</sup> September, 2022			
	(b) Entering into agreements for Transfer of Development Rights / Floor Space Index (FSI)							
	(c) Entering into Agreements for joint development of projects on revenue sharing / area sharing / profit sharing basis	₹ 6.72 Cr.						
	(d) Granting of loans, advances and providing guarantee in relation to the above (b) & (c)	Nil						
	(e) Entering into Project Management Consultancy Agreements							
	(f) Availing or rendering of services							
	(g) Reimbursement of expenses							

For and on behalf of the Board of Directors,

Date: 12<sup>th</sup> May, 2023  
Place: London

**Chirayu Amin**  
Chairman  
(DIN: 00242549)

## ANNEXURE D

### Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results - Consolidated.

#### Statement on Impact of Audit Qualifications for the Financial Year ended 31<sup>st</sup> March, 2023

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

Rs. in Lakhs

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Total income	19,151	19,151
	2	Total Expenditure	9,410	9,410
	3	Profit Before Exceptional Item and Tax	9,741	9,741
	4	Exceptional Item	1,061	1,061
	5	Net Profit after tax for the Period	8,062	8,062
	6	Share of Associate's Profit/(Loss)	11,003	(18,269)
	7	Net Profit/(Loss) after tax and Share of Associate's Profit/(Loss)	19,065	(10,207)
	8	Earnings Per Share (in Rs)	7.42	(3.97)
	9	Total Assets	2,20,458	2,20,458
	10	Total Liabilities	12,655	12,655
	11	Net Worth	2,07,803	2,07,803
	12	Any other financial item(s) (as felt appropriate by the management)	No	No

#### II. Audit Qualification (each audit qualification separately):

##### a. Details of Audit Qualification:

The Statutory Auditors of Alembic Pharmaceuticals Limited (hereinafter referred to as 'APL'), an Associate of the Holding Company, have mentioned the following Audit Qualification in their Audit Report dated 05<sup>th</sup> May, 2023:

"We refer to Note No. 3b to the consolidated financial statements/results regarding Draft Scheme of Arrangement ("Scheme") approved by the Board of Directors of Holding Company in its meeting held on March 2, 2023, involving reorganization / utilisation of General Reserve, between the Holding Company and its shareholders with effect from the appointed date i.e. January 1, 2023 which is pending before regulatory authorities. Further, the Holding Company has withdrawn INR 1,025.66 crores from General Reserve and transferred the same to the Statement of Profit and Loss for the year ended March 31, 2023 under the head "Exceptional Items". We are of the opinion that the said treatment does not meet the criteria of "Income" under Indian Accounting Standards ("Ind AS") and therefore, the same should not be recognised in the Statement of Profit and Loss for the year. Had this transfer not been effected, Profit after tax for the year and Retained Earnings as at March 31, 2023 would have been reduced by INR 1,025.66 crores each, General Reserve as at March 31, 2023 would have been increased by INR 1,025.66 crores and Basic and Diluted Earnings per Share for the year ended March 31, 2023 would have been lower by INR 52.18 on consolidated basis."

The figures stated above, are adjusted for the above referred qualification, in proportion to the Company's holding in APL.

##### b. Type of Audit Qualification: Qualified Opinion

##### c. Frequency of qualification: Appeared first time

##### d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

The response filed by the management of APL, in its submission with the Stock Exchanges, is re-produced as under:

The Board of the Company has approved Draft Scheme of Arrangement between the Company and its shareholders ("Scheme"), which provides for reorganization / utilization of General Reserve of the Company, pursuant to the provisions of Section 230 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder ('the Act'), with the Appointed Date of 1<sup>st</sup> January, 2023

## ANNEXURE D

With reference to Note No. 3b, an amount equivalent to the amount of write-off and impairment of assets / Identified CWIP (net of deferred tax amount) has been transferred from General Reserve to the Statement of Profit and Loss for the financial year ended on 31<sup>st</sup> March, 2023 in order to maintain the accumulated unconditional distributable profits that existed before giving effect of write-off / impairment of Identified CWIP, in a manner permitted under the Act, and in alignment with intention specified in the Scheme.

It is pertinent to note that the transfer of General Reserve to the Statement of Profit and Loss, as aforesaid, does not have any impact on the networth of Company and it is a mode of utilization of the General Reserve of the Company.

The management has considered it appropriate to give the above accounting treatment together with giving effect to the provisions of the Scheme in the financial results for the financial year ended on 31<sup>st</sup> March, 2023, pending approval from Hon'ble NCLT, given that appointed date (January 1, 2023 ) falls within the FY 2022-23 and that there is high probability of effectiveness of the Scheme and to avoid reopening / restating the financial statements post receipt of all requisite approvals.

Said treatment gives an appropriate presentation of financial results given that Identified CWIP was built-up over the years and its debit to P&L in the current year does not reflect true financial result for the current year and as such also, said treatment provides better / true reflection of the financial results of the current financial year.

- e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not Applicable

### III. Signatories:

**Malika Amin, Managing Director & CEO**

(Place: London)

**Rasesh Shah, CFO**

(Place: Vadodara)

**C.P. Buch, Chairman of Audit Committee**

(Place: Vadodara)

**Himanshu Kishnadwala, Partner -Statutory Auditors**

(Place: Mumbai)

Date: 12<sup>th</sup> May, 2023

## ANNEXURE E

### Secretarial Audit Report

For the Financial Year ended March 31, 2023  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and  
Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Members,

**Alembic Limited**

Alembic Road,  
Vadodara - 390 003,  
Gujarat, India.

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

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that, in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023 ("review period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the review period, according to the provisions of:

- i. The Companies Act, 2013 ("Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India ("SEBI") Act, 1992: -
  - (a) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; However, there were no actions / events pursuant to these regulations, hence not applicable.
  - (b) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) SEBI (Buy-back of Securities) Regulations, 2018; However, there were no actions / events pursuant to these regulations, hence not applicable.
  - (d) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable.
  - (e) SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client;
  - (g) SEBI (Delisting of Equity Shares) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable;
  - (h) SEBI (Depositories and Participants) Regulations, 2018;
  - (i) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; However, there were no actions / events pursuant to these regulations, hence not applicable;
  - (j) SEBI (Debenture Trustees) Regulations, 1993; However, there were no actions / events pursuant to these regulations, hence not applicable.

vi. Other sector specific laws as follows:

- a. National Pharmaceuticals Pricing Policy, 2012;
- b. The Drugs and Cosmetics Act, 1940;
- c. The Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
- d. The Drugs (Prices Control) Order, 2013;
- e. The Food Safety and Standards Act, 2006;
- f. The Narcotic Drugs and Psychotropic Substances Act, 1985;
- g. The Pharmacy Act, 1948;
- h. The Building and other construction workers (RE & COS) Act, 1996;
- i. The Real Estate (Regulation and Development) Act, 2016.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the review period, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

## We further report that;

- A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the review period;
- B. Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting;
- C. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded;
- D. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all the applicable Laws, Rules, Regulations and Guidelines;
- E. During the review period, there were no specific instances / actions in the Company in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards etc. having major bearing on the Company's affairs.

## S. Samdani

Partner

## Samdani Shah & Kabra

Company Secretaries

FCS No. 3677 | CP No. 2863

ICSI Peer Review # 1079/2021

ICSI UDIN: F003677E000301480

Place: Vadodara

Date: May 12, 2023

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



## ANNEXURE E

### Appendix A

The Members,

**Alembic Limited**

Alembic Road,  
Vadodara - 390 003,  
Gujarat, India.

Our Secretarial Audit Report of even date is to be read along with this letter, that:

- i. Maintenance of secretarial records and compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the management of the Company. Our examination was limited to the verification and audit of procedures and records on test basis. Our responsibility is to express an opinion on these secretarial records and compliances based on such verification and audit.
- ii. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records and we believe that the processes and practices we followed provide a reasonable basis for our opinion.
- iii. Wherever required, we have obtained the management representation about the Compliance of Laws, Rules and Regulations, happening of events, etc.
- iv. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the Company's affairs.

**S. Samdani**

Partner

**Samdani Shah & Kabra**

Company Secretaries  
FCS No. 3677 | CP No. 2863

**ICSI Peer Review # 1079/2021**

**ICSI UDIN: F003677E000301480**

Place: Vadodara

Date: May 12, 2023

## ANNEXURE F

Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

**(A) Conservation of Energy:**

**1) Steps taken for energy-savings:**

- (i) Performed a thorough descaling of fine bubble tube diffuser membranes at effluent treatment plant by using right chemicals / rectifying old defective assemblies in aeration tank and thereafter by a close process power monitoring at aeration tank.
- (ii) Replacement of high tension capacitor with low tension capacitor and removal of 5 MVA Transformer.
- (iii) Replacement of old and poorly performing Reverse Osmosis membranes in existing plant by new ones, thereby saving big water volume of water consumption.
- (iv) Use of motion sensors at various places where frequency of visit is limited.
- (v) Use of good quality wires, cables, switches and low self-power loss breakers, wherever possible.
- (vi) Use of separate energy meters for major common area loads so that power consumption can be monitored and efforts can be made to minimize the same.

**2) Steps taken for utilizing alternate source of energy /resources:**

- (i) Replacement of existing conventional lights with LED fixtures.
- (ii) Replacement of Cogen's control room air handling unit power with available split air conditioner.
- (iii) Use of solar powered street lights at certain locations in the campus.

**3) Capital investment on energy conservation equipments:**

The Company continues to make project level investments for reduction in energy consumption. The capital investment on energy conservation is embedded in project cost and is not separately quantified.

**(B) Technology Absorption:**

**1) Efforts made towards technology absorption:**

The bulk drugs business operates at the same level and there is no significant matter which is to be reported. The real estate business keeps on evaluating and implementing new technologies on an going-concern basis.

- 2) **Benefits derived like product improvement, cost reduction, product development or import substitution:** Not Applicable
- 3) **Information regarding technology imported, during the last 3 years:** Nil
- 4) **Expenditure incurred on Research and Development:**

During the year under review, the Company has incurred expenses of ₹ 66.45 Lakhs as compared to ₹ 102.61 Lakhs for the previous year on Research and Development (R&D) in the API division. The R&D initiatives of the real estate division forms part of project implementation and cannot be quantified.

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

Foreign exchange earned in term of actual inflows during the financial year 2022-23 was ₹ 156.82 Lakhs.

Foreign exchange outgo in term of actual outflows during the financial year 2022-23 was ₹ 299.03 Lakhs.

For and on behalf of the Board of Directors,

Sd/-

**Chirayu Amin**

Chairman

(DIN: 00242549)

Date: 12<sup>th</sup> May, 2023

Place: London

## ANNEXURE G

As per the provisions of Section 197 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to disclose following information in the Board's Report.

Ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary, in the financial year.

Name	Ratio to median remuneration Employees	% increase in remuneration in the financial year
Mrs. Malika Amin – Managing Director & CEO	1:0.02713	0.00
Mr. Udit Amin – Non – Executive Non – Independent Director	1:0.02298	(10.53)
Mr. Rasesh Shah – CFO	-	34.49
Mr. Drigesh Mittal – Company Secretary	-	9.27
None of the other Directors have received any remuneration other than sitting fees.		
Percentage increase in the median remuneration of employees in the financial year		8.53%
Number of permanent employees on the rolls of company		271
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration		7.23% (Non- Managerial Personnel) Nil (Managerial Personnel)

We affirm that the remuneration paid to the Managerial and Non-Managerial Personnel is as per the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors,

Sd/-  
**Chirayu Amin**  
Chairman  
DIN: 00242549

Date: 12<sup>th</sup> May, 2023  
Place: London

# Report on Corporate Governance

## 1 Company's Philosophy

Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of corporate governance. This improves the understanding of the structure, activities and policies of the organization and enhances the trust and confidence of the stakeholders.

The Company has always been committed to the principles of good corporate governance.

## 2 Board of Directors

### • Composition of the Board

The Board of Directors consist of 1 Executive Promoter Director, 2 Non-Executive Promoter Directors, 1 Non-Executive Non-Independent Director and 4 Independent Directors including 1 Woman Independent Director. The Chairman of the Board is a Non-Executive Promoter Director.

As on 31<sup>st</sup> March, 2023 and on the date of this report, the Board meets the requirement of having at least one Woman Independent Director and not less than 50% of the Board strength comprising of Non-Executive Directors as 7 out of 8 Directors are Non-Executive Directors. Further, 4 out of 8 Directors are Independent Directors and accordingly the Board also meets requirement of having at least one half of the Board strength consisting of Independent Directors.

### • Number of Board Meetings held and the dates of the Board Meetings

Four (4) Meetings of Board of Directors were held during the year ended 31<sup>st</sup> March, 2023 on 5<sup>th</sup> May, 2022, 10<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 9<sup>th</sup> February, 2023. The time gap between any two meetings was not exceeding one hundred and twenty days.

### • Details of composition and category of Directors, attendance at the Board Meetings, Annual General Meeting and shareholding of each Director:

Name of the Director	Category	No. of Board Meetings held & attended during the Financial Year	Attendance at the last AGM	No. of Equity shares held in the Company <sup>#</sup>
Mr. Chirayu Amin Chairman	Promoter Non-Executive	4 out of 4	Yes	83,17,644 <sup>^</sup> &
Mrs. Malika Amin Managing Director and CEO	Promoter Executive	4 out of 4	Yes	76,78,954 <sup>&amp;</sup>
Mr. Udit Amin	Promoter Non-Executive	4 out of 4	Yes	Nil
Mr. C. P. Buch	NED (I) <sup>*</sup>	4 out of 4	Yes	Nil
Mr. Sameer Kherra	NED (I) <sup>*</sup>	4 out of 4	Yes	5,000
Mr. Mayank Amin	NED (I) <sup>*</sup>	4 out of 4	Yes	18,000 <sup>&amp;</sup>
Mrs. Rati Desai	NED (I) <sup>*</sup>	4 out of 4	Yes	Nil
Mr. Abhijit Joshi	Professional Non Executive	4 out of 4	Yes	Nil

<sup>^</sup> 20,53,833 Equity Shares held in the name of Chirayu Amin in representative capacity of Karta of Chirayu Ramanbhai Amin HUF.

<sup>&</sup> Shares held as First holder.

<sup>\*</sup> NED (I) means Non-Executive Director (Independent).

<sup>#</sup> The Company has not issued any convertible instruments.

# Report on Corporate Governance

- **Number of other board of directors or committees in which a Director is a director / member / chairperson<sup>1</sup>:**

Name of the Director	No. of Directorships	No. of Committee Memberships		No. of Committee Chairmanships	
		All committees	Only Audit & Stakeholders Relationship Committee	All Committees	Only Audit & Stakeholders Relationship Committee
Mr. Chirayu Amin	4	5	1	4	1
Mrs. Malika Amin	Nil	Nil	Nil	Nil	Nil
Mr. Udit Amin	2	1	Nil	Nil	Nil
Mr. C. P. Buch	1	3	2	1	1
Mr. Sameer Khera	Nil	Nil	Nil	Nil	Nil
Mr. Mayank Amin	1	4	2	2	1
Mrs. Rati Desai	1	Nil	Nil	Nil	Nil
Mr. Abhijit Joshi	1	2	1	Nil	Nil

<sup>1</sup> Public Limited Companies

- **Names of the listed entities where the person is a director and the category of directorship:**

Name of the Director	Name of the listed entities and category of directorship
Mr. Chirayu Amin	1. Alembic Pharmaceuticals Limited, Chairman & CEO 2. Paushak Limited, Non-Executive Chairman
Mrs. Malika Amin	-
Mr. Udit Amin	1. Paushak Limited, Non-Executive Director
Mr. C. P. Buch	-
Mr. Sameer Khera	-
Mr. Mayank Amin	-
Mrs. Rati Desai	-
Mr. Abhijit Joshi	1. Paushak Limited, Whole-time Director & CEO

Pursuant to the provisions of Section 165(1) of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), none of the Directors holds Directorships in more than 20 companies (Public or Private), 10 public companies, 7 listed companies; Membership of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 10 and Chairmanship of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 5. None of the Directors serve as Independent Director in more than 7 listed companies. None of the Director who serves as Whole Time Director/Managing Director in any listed company serves as Independent Director in more than 3 listed companies.

- **Disclosure of relationships between directors inter-se**

Mr. Chirayu Amin, Chairman is the spouse of Mrs. Malika Amin, Managing Director & CEO of the Company and they are the parents of Mr. Udit Amin, Non-Executive Director of the Company. None of the other Directors are related to each other.

- **Familiarisation Programs for Independent Directors**

The Company has conducted familiarisation programs for Independent Directors during the year. The details for the same have been disclosed on the website of the Company at the following web-link:

<https://www.alembiclimited.com/Familiarization%20Programs.pdf>

# Report on Corporate Governance

- Confirmation on the independence of the Independent Directors**

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfil the conditions specified in the SEBI Listing Regulations, 2015 and are Independent of the Management.

- Matrix setting out the skills/expertise/competence of the Board of Directors**

The board skill matrix provides a guide as to the core skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate by the Board of the Company in the context of its business and sector(s) for it to function effectively and those actually available with the Board. The skill sets will keep on changing as the organization evolves and hence the board may review the matrix from time to time to ensure that the composition of the skill sets remains aligned to the Company's strategic direction.

The skill sets identified by the board along with its availability assessment collectively for the Board and individually for each Director are as under:

Core skills/ Experience/ Competence	Actual Availability with current Board	Mr. Chirayu Amin	Mrs. Malika Amin	Mr. Udit Amin	Mr. C. P. Buch	Mr. Sameer Kherra	Mr. Mayank Amin	Mrs. Rati Desai	Mr. Abhijit Joshi
<b>Industry Skills</b>									
(a) API Intermediates or Real Estate or General Industry	Available	√	√	√	-	-	√	-	√
(b) Domestic Operations	Available	-	√	√	-	√	√	√	√
(c) Previous Board Experience	Available	√	√	√	√	√	√	-	√
<b>Technical skills/experience</b>									
(a) Strategic planning	Available	√	√	√	√	√	√	√	√
(b) Risk and compliance oversight	Available	-	-	√	√	-	-	√	√
(c) Marketing	Available	√	√	√	-	√	√	√	√
(d) Policy Development	Available	√	√	√	√	√	-	√	-
(e) Accounting, Tax, Audit and Finance	Available	√	-	-	√	√	√	-	-
(f) Sales/ Customer Engagement	Available	√	√	√	-	√	√	√	√
(g) Public Relations and Liaisoning	Available	√	√	√	-	√	√	√	√
<b>Behavioural Competencies</b>									
(a) Integrity & Ethical Standards	Available	√	√	√	√	√	√	√	√
(b) Mentoring abilities	Available	√	√	√	√	√	-	√	√
(c) Interpersonal relations	Available	√	√	√	√	√	√	√	√

# Report on Corporate Governance

## 3 Audit Committee

- Composition, Name of Chairman and Members & Terms of Reference**

The Audit Committee comprises of 3 Independent Non-Executive Directors with Mr. C. P. Buch as Chairman, Mr. Sameer Khera and Mr. Mayank Amin as members. The terms of reference of the Committee cover the matters specified for Audit Committee under the SEBI Listing Regulations, 2015 and the Act.

The Statutory Auditors, Internal Auditors and other relevant Senior Management Persons of the Company are invited to attend the meetings of the Audit Committee. The Company Secretary of the Company acts as Secretary to the Committee. Mr. C. P. Buch, Chairman of the Audit Committee was present at the last Annual General Meeting held on 20<sup>th</sup> September, 2022.

- Meetings and the attendance during the year**

There were Four (4) meetings of the Audit Committee held during the year ended 31<sup>st</sup> March, 2023 on 5<sup>th</sup> May, 2022, 10<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 9<sup>th</sup> February, 2023.

The attendance of each member of the Audit Committee is given below:

Name of Director	No. of meetings held	No. of meetings attended
Mr. C. P. Buch	4	4
Mr. Sameer Khera	4	4
Mr. Mayank Amin	4	4

## 4 Nomination and Remuneration Committee

- Composition, Name of Chairman and Members & Terms of Reference**

The Nomination and Remuneration Committee comprises of 4 Directors with Mr. Sameer Khera as Chairman, Mr. C. P. Buch, Mr. Mayank Amin and Mrs. Rati Desai as members. The terms of reference of the Committee cover the matters specified for Nomination and Remuneration Committee under the SEBI Listing Regulations, 2015 and the Act. Mr. Sameer Khera, Chairman of Nomination and Remuneration Committee was present at the last Annual General Meeting held on 20<sup>th</sup> September, 2022.

- Meetings and the attendance during the year**

One (1) meeting of the Nomination and Remuneration Committee was held during the year ended 31<sup>st</sup> March, 2023, on 5<sup>th</sup> May, 2022.

The attendance of each member of the Nomination and Remuneration Committee is given below:

Name of Director	No. of meetings held	No. of meetings attended
Mr. Sameer Khera	1	1
Mr. Chirayu Amin*	1	1
Mr. C. P. Buch	1	1
Mr. Mayank Amin	1	1
Mrs. Rati Desai <sup>#</sup>	-	-

\* Ceased to be a member w.e.f 14<sup>th</sup> November, 2022

<sup>#</sup> Appointed as a member w.e.f 14<sup>th</sup> November, 2022

- Performance Evaluation Criteria for Independent Directors**

The Nomination and Remuneration Committee has laid down criteria for evaluation of the performance of Independent Directors which includes parameters like knowledge and skills, professional conduct, duties, role and functions, independence, etc.

# Report on Corporate Governance

## 5 Stakeholders' Relationship Committee

- Composition, Name of Chairman and Members & Terms of Reference**

The Stakeholders' Relationship Committee comprises of 3 Directors with Mr. C. P. Buch as Chairman, Mr. Mayank Amin and Mr. Udit Amin as members. The terms of reference of the Committee cover the matters specified for Stakeholders' Relationship Committee under the SEBI Listing Regulations, 2015 and the Act. Mr. C. P. Buch was present at the last Annual General Meeting held on 20<sup>th</sup> September, 2022.

Mr. Drigesh Mittal, Company Secretary is the Compliance Officer of the Company.

No. of shareholders' complaints received during the financial year: 11

No. of complaints not solved to the satisfaction of shareholders: Nil

No. of pending complaints: Nil

- Meetings and attendance during the financial year**

Four (4) meetings of Stakeholders' Relationship Committee were held during the year ended 31<sup>st</sup> March, 2023 on 5<sup>th</sup> May, 2022, 10<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 9<sup>th</sup> February, 2023.

The attendance of each member of the Stakeholders Relationship Committee is given below:

Name of Director	No. of meetings held	No. of meetings attended
Mr. C. P. Buch	4	4
Mr. Mayank Amin	4	4
Mr. Udit Amin	4	4

## 6 Risk Management Committee

- Composition, Name of Chairman and Members & Terms of Reference**

The Risk Management Committee comprises of 2 Directors and 1 Senior Management Personnel with Mr. C. P. Buch as Chairman, Mr. Abhijit Joshi and Mr. Avaneeshnath Sharma as members. The terms of reference of the Committee cover the matters specified for Risk Management Committee under the SEBI Listing Regulations, 2015.

- Meetings and the attendance during the year**

Two (2) meetings of the Risk Management Committee were held during the year ended 31<sup>st</sup> March, 2023 on 10<sup>th</sup> August, 2022 and 14<sup>th</sup> November 2022.

The attendance of each member of the Risk Management Committee is given below:

Name of the Director / senior management personnel	No. of meetings held	No. of meetings attended
Mr. C. P. Buch	2	2
Mr. Abhijit Joshi	2	2
Mr. Avaneeshnath Sharma	2	2



# Report on Corporate Governance

## 7 Details of Remuneration paid to Directors

### Executive Directors

The details of remuneration paid to the Executive Director for the financial year 2022-23 is given below:

(₹ in Lakhs)

Name & Designation of the Executive Director	Fixed Salary & Perquisites
Mrs. Malika Amin Managing Director & CEO	144

#### Notes:

- Mrs. Malika Amin, Managing Director & CEO was re-appointed for a period of 5 years w.e.f. 1<sup>st</sup> February, 2022.
- There are no other elements of remuneration package, other than fixed salary and perquisites.
- The Executive Director and the Company are entitled to terminate the service contracts by giving not less than three months' notice in writing to the other party. There is no provision for payment of severance fees. The Company does not have any Stock Options Scheme.

### Non-Executive Directors

The Non-Executive Directors are paid ₹ 40,000/- as sitting fees for attending Board Meeting, ₹ 25,000/- for Audit Committee Meeting and ₹ 10,000/- for other Committee Meeting.

The details of payment made to Non-Executive Directors during the financial year 2022-23 are as under:

(₹ in Lakhs)

Name of Director	Sitting Fees for Board Meetings	Sitting Fees for Committee Meetings	Total Fees Paid
Mr. Chirayu Amin	1.60	0.10	1.70
Mr. Udit Amin	1.60	0.40	2.00
Mr. C. P. Buch	1.60	2.20	3.80
Mr. Sameer Khera	1.60	1.60	3.20
Mr. Mayank Amin	1.60	1.60	3.20
Mrs. Rati Desai	1.60	0.10	1.70
Mr. Abhijit Joshi	1.60	0.20	1.80

Mr. Udit Amin, Non-Executive Director, will be paid commission of ₹ 170.00 Lacs for the financial year 2022-23 which is within the limit approved by the members of the Company at the 115<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September, 2022. Further, the same is subject to approval of the members at the Annual General Meeting for the financial year 2022-23.

The criteria for making payment to Non-Executive Directors is as under:

- Remuneration:** The remuneration shall be in accordance with the provisions of the Companies Act, 2013 ("Act").
- Sitting Fees:** The Non- Executive / Independent Director may receive fees for attending meetings of the Company. Provided that the amount of such fees shall not exceed ₹ 1 Lac per meeting of the Board or Committee or such amount as may be prescribed under the Act. Additionally the Non-Executive Directors shall be reimbursed traveling and incidental expenses incurred for attending the meeting.

# Report on Corporate Governance

- c) **Commission:** Commission may be paid in accordance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to sitting fees and reimbursement of expenses for participating in the Board/Committee Meetings of the Company.
- d) **Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

Note: The above are derived from the Nomination and Remuneration Policy of the Company.

None of the Non-Executive Directors has any other pecuniary relationship or transactions with the Company.

## 8 General Body Meetings

The details of the location and time where the last three Annual General Meetings (AGMs) were held are as under:

Year	Location	Date	Time	No. of Special Resolutions passed
2021-22	N.A. <sup>1</sup>	20 <sup>th</sup> September, 2022	04.00 p.m.	3
2020-21	N.A. <sup>1</sup>	6 <sup>th</sup> August, 2021	04.00 p.m.	1
2019-20	N.A. <sup>1</sup>	7 <sup>th</sup> August, 2020	12.30 p.m.	1

<sup>1</sup> AGM held through Conferencing ('VC') / Other Audio Visual Means ('OAVM').

- \* **Whether any special resolution passed last year through postal ballot:** The Company had sought approval of the members by way of a Special Resolution for re-appointment of Mrs. Malika Amin (DIN: 00242613) as a Managing Director and Chief Executive Officer of the Company through postal ballot vide notice dated 12<sup>th</sup> April, 2022. The same was approved by the members with requisite majority and the voting results were announced on 20<sup>th</sup> May, 2022. M/s. Samdani Shah & Kabra, Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner. The details of voting pattern are as under:

Voting Description	No. of Members who voted	No. of valid votes cast by them	% of votes to total no. of valid votes cast
Voted in <b>Favour</b>	423	20,04,50,650	99.99
Voted <b>Against</b>	61	26,063	0.01
<b>Total</b>	<b>484</b>	<b>20,04,76,713</b>	<b>100.00</b>
Invalid Votes	0	0	N.A.

**Procedure for postal ballot:** The postal ballot was conducted through electronic means ("remote e-voting") as per the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021 issued by the Ministry of Corporate Affairs, Regulation 44 of the SEBI Listing Regulations, 2015, Secretarial Standard on General Meetings and other applicable laws, rules and regulations. The Company had availed the e-voting facility offered by the National Securities Depository Limited (NSDL) for providing remote e-voting facility to the Members of the Company.

- \* **Whether any special resolution is proposed to be conducted through postal ballot:** No

# Report on Corporate Governance

## 9 Means of Communication

Quarterly Results	The Company's financial results are sent to the Stock Exchanges and then they are being published in the newspapers having wide coverage.
Which Newspapers wherein results normally published	Are being published normally in –  The Indian Express (English)  The Financial Express (Gujarati) or any other leading newspapers
Any website, where displayed	www.alembiclimited.com
Whether it also displays official news releases; and	Yes
The presentations made to institutional investors or to the analysts	No

## 10 General Shareholder Information

a	Annual General Meeting Date, Time and Venue	Thursday, 10 <sup>th</sup> August, 2023 at 4:30 p.m. IST The meeting will be held through VC / OAVM.
b	Financial Year	2022-23
c	Dividend Payment Date	On or from 14 <sup>th</sup> August, 2023
d	Listing on Stock Exchanges	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.  National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051.  The Company confirms that the annual listing fees to both the stock exchanges for the FY. 2023-24 have been paid.
e	Stock Code	The equity shares of the Company are listed on the BSE and NSE with security ID / symbol of 506235 and ALEMBICLTD respectively.  ISIN: INE426A01027
f	Market price data—high, low during each month in last financial year	Please see Annexure A
g	Share Performance of the Company in comparison to BSE Sensex	Please see Annexure B
h	In case the securities are suspended from trading, the Board's Report shall explain the reason thereof	Not applicable
i	Registrar to an issue and Share Transfer Agents	Link Intime India Pvt. Limited B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020 Tel: +91 265 6136000 Email ID: vadodara@linkintime.co.in

# Report on Corporate Governance

j	Share Transfer System	SEBI has mandated that w.e.f. 1 <sup>st</sup> April, 2019, shares shall be transferred only in demat form. The request for share transfer in physical form received upto 31 <sup>st</sup> March, 2019 were processed and transferred by Registrar and Share Transfer Agents in accordance with SEBI circulars in this regard and the share certificates were returned within the stipulated period, if the documents were accurate in all respects. No fresh requests for transfer of shares in physical form can be lodged by the shareholders.  Stakeholders' Relationship Committee has delegated powers to Registrar and Share Transfer Agents to effect requests for transmission, name deletion, duplicate share certificates, etc.
k	Distribution of Shareholding/Shareholding Pattern as on 31 <sup>st</sup> March, 2023	Please see Annexure C
l	Dematerialization of Shares and Liquidity	As on 31 <sup>st</sup> March, 2023, 25,39,25,419 shares (98.89%) are held in dematerialized form by the shareholders.
m	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not applicable
n	Commodity price risk or foreign exchange risk and hedging activities	No major risk envisaged
o	Plant Locations / Construction Projects	1. API manufacturing: Alembic Road, Vadodara - 390 003, Gujarat. 2. Windmills at village Ukharla/Trambak, Taluka-Ghoga, Dist. Bhavnagar, Gujarat. 3. Construction projects: Chhani, Vadodara and Gorwa, Vadodara.
p	Address for Correspondence / Investor Correspondence	1. Company Secretary & Compliance Officer Alembic Limited Alembic Road, Vadodara-390 003. Tel: +91 265 6637300 Email Id: alembic.investors@alembic.co.in  2. Link Intime India Private Limited B-102 & 103, Shangrila Complex, 1 <sup>st</sup> Floor, Opp. HDFC Bank, Radha Krishna Char Rasta, Akota, Vadodara – 390020 Tel: +91 265 6136000 Email Id: vadodara@linkintime.co.in
q	List of credit rating obtained by the entity	The credit rating details are given hereunder:

Instrument	Amount ₹ Cr.	Rating Agency	Rating & Outlook	Remarks
Long-term, Fund-based Facilities	3.00	ICRA	ICRA AA- / Stable	Rating assigned on 24 <sup>th</sup> November, 2022
Long-term Fund-based / Non-Fund based Facilities	12.00	ICRA	ICRA AA- / Stable	
Long-term Fund-based / Non-Fund based Facilities	6.00	ICRA	ICRA AA- / Stable	
Long-term Fund-based / Non-Fund based Facilities	7.50	ICRA	ICRA AA- / Stable	
Short-term, Fund-based sub-limits*	10.00	ICRA	ICRA A1 +	

\* Overall long-term/ short-term, fund-based/ non-fund based limits: ₹ 38.5 crore.

# Report on Corporate Governance

## II Other Disclosures

### a) **Related Party Transactions:**

The details pertaining to related party transactions and web link for the policy on dealing with related party transactions are provided at point no. 17 of the Board's Report.

### b) **Compliance:**

There was no instances of non-compliance by the Company and no penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

### c) **Vigil Mechanism / Whistle Blower Policy:**

The details pertaining to vigil mechanism and whistle blower policy established by the Company are provided at point no. 12 of the Board's Report.

The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.

### d) **Details of compliance with mandatory requirements and adoption of non-mandatory requirements:**

#### **Mandatory requirements:**

The Company complies with all the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance.

#### **Non-Mandatory requirements:**

- a) Office for non-executive Chairman at company's expense: Not complied.
- b) Half-yearly declaration of financial performance to each household of shareholders: Not complied
- c) Modified opinion(s) in Audit Report: The Statutory Auditor's in their Report to the members on Consolidated Financial Statements have issued their Audit Report with Qualified opinion as mentioned under 'Basis for Qualified Opinion' of their Reports.

The Company has provided the Statement on Impact of Audit Qualifications on Consolidated Financial Statements as Annexure D to the Board's Report which shall be treated as Board's response.

- d) Separate posts of Chairperson and the Managing Director or the Chief Executive Officer: Complied
- e) Reporting of Internal Auditors directly to Audit Committee: Complied

### e) **Policy for determining 'material subsidiaries':**

The Company has formed the policy for determining 'material subsidiaries'. The same has been placed on the website of the Company and web-link to the same is as under:

<https://www.alembiclimited.com/policy/AL%20-%20Policy%20on%20Material%20Subsidiaries.pdf>

### f) **Disclosure of commodity price risks and commodity hedging activities:**

As stated at Point No. 10(n) of this report.

### g) **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

Not Applicable

# Report on Corporate Governance

**h) Certificate from a Company Secretary in practice:**

The Company has received a certificate from M/s. Samdani Shah & Kabra, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

**i) Instances of not accepting any recommendation of the Committee by the Board:**

There is no such instance where Board had not accepted any recommendation of any committee of the Board whether mandatorily required or not, in the relevant financial year.

**j) Fees to the Statutory Auditors of the Company:**

The total fees for all services paid to the Statutory Auditors of the Company is mentioned at Note 33(F) of the Notes to Financial Statements. The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

**k) Disclosure of the compliance with corporate governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations, 2015:**

The Company has complied with the requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of SEBI Regulation, 2015.

**l) Independent Directors' Meeting:**

The Independent Directors met on 12<sup>th</sup> May, 2023 to carry out the evaluation for the financial year 2022-23 and inter alia, discussed the following:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonable perform its duties.

During the financial year 2022-23, the Independent Directors meeting was held on 5<sup>th</sup> May, 2022.

All Independent Directors were present at the aforesaid meetings.

**m) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The details are provided at point no. 28(h) of the Board's Report.

**n) Disclosure by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':**

The disclosure relating to loans and advances as on 31<sup>st</sup> March, 2023 made by the Company to firms/companies in which directors are interested, are set out in the financial statements for F.Y. 2022-23.

**o) Details of material subsidiaries of the Company; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

The Company does not have any material subsidiary as per the SEBI Listing Regulations, 2015.

# Report on Corporate Governance

**p) Details of Unclaimed Suspense Account:**

Disclosure pertaining to Unclaimed Suspense Account as required under Schedule V of the SEBI Listing Regulations, 2015, is annexed herewith as Annexure D. The voting rights on the equity shares which are transferred to Unclaimed Suspense Account shall remain frozen till the rightful owner of such equity shares claims the shares.

**Annexure – A**

**Market price data of the Company's shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) during the financial year 2022-23:**

**(Amount in ₹)**

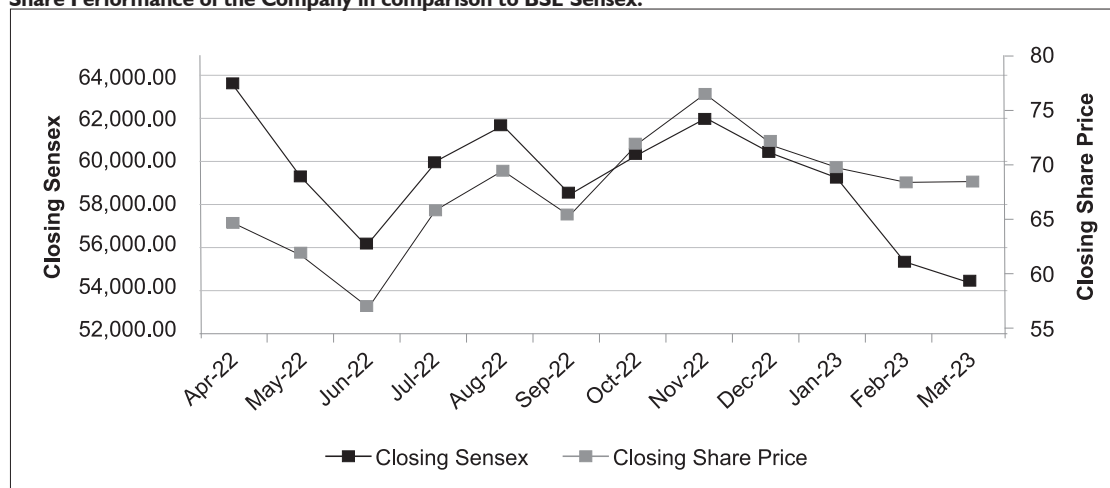
Month - Year	BSE		NSE	
	High Price	Low Price	High Price	Low Price
April – 2022	87.00	72.30	87.40	72.55
May – 2022	79.55	65.60	79.85	65.50
June – 2022	70.30	56.50	70.40	56.50
July – 2022	78.30	61.70	78.45	61.75
August – 2022	78.60	68.75	78.75	69.25
September – 2022	78.25	61.00	78.40	60.75
October – 2022	71.90	65.35	72.00	65.35
November – 2022	78.45	69.00	78.45	70.00
December – 2022	80.90	69.05	80.95	69.05
January – 2023	73.05	65.05	73.05	67.00
February – 2023	71.90	60.75	71.95	60.85
March – 2023	66.11	55.52	66.15	55.20

On 31<sup>st</sup> March, 2023 the closing price of the shares of the Company on BSE was ₹ 59.29 and on NSE was ₹ 59.05.

# Report on Corporate Governance

## Annexure – B

Share Performance of the Company in comparison to BSE Sensex:



## Annexure - C

The distribution of shareholding as on 31<sup>st</sup> March, 2023 is as under:

Number of Shares	Number of Shareholders	% of total Shareholders	Number of Shares	% of total Shares
1-500	68,723	81.61	90,50,798	3.52
501-1000	7,423	8.81	58,64,831	2.28
1001-2000	4,075	4.84	62,50,888	2.43
2001-3000	1,311	1.56	33,62,686	1.31
3001-4000	701	0.82	25,47,569	0.99
4001-5000	504	0.60	23,58,018	0.91
5001-10000	849	1.01	61,01,038	2.38
10001 and above	624	0.74	22,12,46,000	86.16
<b>TOTAL</b>	<b>84,210</b>	<b>100.00</b>	<b>25,67,81,828</b>	<b>100.00</b>

Shareholding pattern as on 31<sup>st</sup> March, 2023:

Sr. No.	Category	No. of Shares Held	% of (A+B+C)
<b>(A)</b>	<b>Shareholding of Promoter &amp; Promoter Group</b>		
(1)	Indian	18,20,11,077	70.88
(2)	Foreign	-	-
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>18,20,11,077</b>	<b>70.88</b>
<b>(B)</b>	<b>Public Shareholding</b>		
(1)	Institutions	1,19,54,207	4.66
(2)	Non-institutions	6,28,16,544	24.46
	<b>Total Public Shareholding</b>	<b>7,47,70,751</b>	<b>29.12</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>		
(1)	Promoter and Promoter Group	-	-
(2)	Public	-	-
	<b>Total (A) + (B) + (C)</b>	<b>25,67,81,828</b>	<b>100.00</b>



# Report on Corporate Governance

## Annexure D

### Details of Unclaimed Suspense Account as per the provisions of Schedule V of the SEBI Listing Regulations, 2015:

Particulars	No. of shareholders	No. of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	820	3,66,255
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	-	-
Number of shareholders to whom shares were transferred from suspense account during the year	-	-
Number of shareholders whose shares were transferred to the Investor Education and Protection Fund	135	59,660
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	685	3,06,595

For and on behalf of the Board of Directors,

Sd/-

**Chirayu Amin**

Chairman

(DIN: 00242549)

Date: 12<sup>th</sup> May, 2023

Place: London

## CODE OF CONDUCT

The Board has adopted code of conduct for all Board Members and Senior Management Personnel of the Company and the said code of conduct is placed on the website of the Company at [www.alembiclimited.com](http://www.alembiclimited.com). A declaration signed by the Chief Executive Officer on behalf of the Board of Directors is given below:

"I hereby confirm that:

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the Company for the year ended 31<sup>st</sup> March, 2023 and the copy of the code of conduct is placed on the website of the Company at [www.alembiclimited.com](http://www.alembiclimited.com)

For and on behalf of the Board of Directors,

Sd/-

**Malika Amin**

Managing Director & CEO

(DIN: 00242613)

Date: 12<sup>th</sup> May, 2023

Place: London

# Report on Corporate Governance

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

*[For the Financial Year ended March 31, 2023 pursuant to Schedule V – Part E of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

The Members

### **Alembic Limited**

We have examined the compliance of the conditions of Corporate Governance by Alembic Limited (“Company”) for the Financial Year ended March 31, 2023 (“review period”), as per the relevant provisions of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Compliance of conditions of Corporate Governance is the responsibility of the Company’s Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

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

We state that in respect of investor grievances received during the review period, no such grievance is pending against the Company, as per the records maintained by the Company and presented to the Stakeholders’ Relationship Committee.

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

### **S. Samdani**

Partner

### **Samdani Shah & Kabra**

Company Secretaries

FCS No. 3677 | CP No. 2863

**ICSI Peer Review # 1079/2021**

**UDIN: F003677E000301502**

Place: Vadodara

Date: May 12, 2023

# Business Responsibility & Sustainability Report

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity: L26100GJ1907PLC000033
2. Name of the Listed Entity: Alembic Limited
3. Year of incorporation: 1907
4. Registered office address: Alembic Road, Vadodara – 390 003
5. Corporate address: As above
6. E-mail: alembic.investors@alembic.co.in
7. Telephone: 0265 6637300
8. Website: www.alembiclimited.com
9. Financial year for which reporting is being done: 2022-23
10. Name of the Stock Exchange(s) where shares are listed: NSE & BSE
11. Paid-up Capital: ₹ 5135.64 Lacs.
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:  
DIN: 00242613  
Mrs. Malika Amin  
Managing Director & CEO  
+91 265 6637300  
alembic.investor@alembic.co.in
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together): Standalone basis Reporting

### II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Real Estate	Residential & Commercial real estate and leasing	78.49%
2	API Manufacturing	Manufacturing of pharmaceutical intermediates and generic APIs (bulk drug)	21.51%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Residential real estate development	681	55.75%
2	Leasing of commercial properties	681	22.48%
3	API intermediates	210	15.71%

Note: Other operating income excluded for above %.

# Business Responsibility & Sustainability Report

## III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1	1	2
International	Nil	Nil	Nil

17. Markets served by the entity:

- a. Number of locations

Locations	Number
National (No. of States)	1
International (No. of Countries)	Nil

- b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports was 1.39% of the total turnover of the Company for the financial year ended 31<sup>st</sup> March, 2023.

- c. A brief on types of customers

- Real Estate:** In our 'for-sale' residential business, our customers are generally individuals who are salaried/business class individuals or HNI & NRIs. In our 'rental' commercial business, our customers are corporates, financial institutions, business houses, high net worth individuals, etc. The major sectors are IT, KPO, BPO, Engineering, Chemical, Retails, Banking, Financial Services and Insurance (BFSI), food and beverage.
- API:** The products manufactured by the API division are purchased by various pharmaceutical companies. Our customer for job work production/sales are mainly domestic customers of pharmaceutical industry.

## IV. Employees

18. Details as at the end of Financial Year:

- a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	170	151	89%	19	11%
2.	Other than Permanent (E)	19	17	89%	2	11%
3.	Total employees (D + E)	189	168	89%	21	11%
WORKERS						
4.	Permanent (F)	101	101	100%	-	-
5.	Other than Permanent (G)	74	72	97%	2	3%
6.	Total workers (F + G)	175	173	97%	2	3%

# Business Responsibility & Sustainability Report

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	-	-	-	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	-	-	-	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	1	1	100%	-	-
6.	Total differently abled workers (F + G)	1	1	100%	-	-

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8 *	2	25.00%
Key Management Personnel	3 *	1	33.33%

\* Mrs. Malika Amin, Managing Director & CEO is considered in both the categories.

20. Turnover rate for permanent employees and workers

(Disclose trends for the past 3 years)

	FY 2022-23 (Turnover rate in current FY)			FY 2021-22 (Turnover rate in previous FY)			FY 2020-21 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	15%	48%	19%	8%	5%	7%	14%	-	13%
Permanent Workers	8%	-	8%	9%	-	9%	9%	-	9%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / Subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary/ Associate/ Joint Venture	% of equity shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Nirayu Limited	Holding	Nil	No
2	Alembic City Limited	Subsidiary	100.00%	No
3	Alembic Pharmaceuticals Limited	Associate	28.54%	No *

\* Is a listed entity and has its own Business Responsibility initiatives

# Business Responsibility & Sustainability Report

## VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: **(Yes/No):** Yes  
 (ii) Turnover 2022-23: ₹ 123.15 Cr.  
 (iii) Net worth 2022-23: ₹ 497.30 Cr.

## VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	(If Yes, then provide web-link for grievance redress policy)	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	No	-	-	NA	-	-	NA
Investors (other than shareholders)	No	-	-	NA	-	-	NA
Shareholders	Yes <sup>#</sup>	11	-	NA	17	-	NA
Employees and workers	Yes <sup>@</sup>	-	-	NA	-	-	NA
Customers	Yes <sup>&amp;\$</sup>	58	-	NA	52	-	NA
Value Chain Partners	Yes <sup>\$</sup>	-	-	NA	-	-	NA
Other (please specify)	NA	-	-	NA	-	-	NA

<sup>#</sup> The policies guiding Alembic's conduct with all its stakeholders including grievance mechanism are available on the Company's website. Please refer link: <https://www.alembiclimited.com/#team>. Further, the shareholders can raise their complaints through the grievance redressal mechanism provided by SEBI under its SCORES Portal. Please refer link: <https://scores.gov.in/scores/Welcome.html>

<sup>@</sup> For employees we have grievance redressal mechanism called "Bol Bindaas" which is available on Company's intranet.

<sup>&</sup> For commercial leasing business, we have provided access for complaint management through mobile application.

<sup>\$</sup> No web-link available.

# Business Responsibility & Sustainability Report

## 24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	<b>Real Estate Business:</b> Environmental well being	Opportunity	<ul style="list-style-type: none"> <li>- Use of low carbon emitted raw material</li> <li>- Promoting use of electrical vehicles</li> <li>- Recharge ground water table</li> </ul>	<ul style="list-style-type: none"> <li>- Use of fly-ash in concrete. Secondary steel and fly-ash blocks.</li> <li>- Installation of multiple EV charging stations in premises</li> <li>- Installing harvesting pit and recharge well in projects.</li> </ul>	Positive
		Risk	<ul style="list-style-type: none"> <li>- Use of non-renewable source of energy</li> <li>- Non-adherence of environmental norms</li> </ul>	<ul style="list-style-type: none"> <li>- Installing solar systems wherever feasible.</li> <li>- Following all applicable environmental norms.</li> </ul>	Positive
2	<b>Real Estate Business:</b> Employee well being	Opportunity	<ul style="list-style-type: none"> <li>- Build human capital through trainings and skill upgradation</li> </ul>	<ul style="list-style-type: none"> <li>- Safety, health and well-being programme for work force.</li> </ul>	Positive
3	<b>Real Estate Business:</b> Sustainable procurement	Opportunity	<ul style="list-style-type: none"> <li>- Encouraging material procurement locally</li> </ul>	<ul style="list-style-type: none"> <li>- Material sourced locally. Further, the products are cut bend and fabricated at site to avoid dependences.</li> </ul>	Positive
4	<b>API Business:</b> Resources	Risk: Utilities from outside sources like water/power etc.	Adequacy & timely availability of water/ power	Bore wells to ensure adequate water supply. Own power generation is operational by Diesel Generators/Wind-Mills / Gas Engines, in addition to GEB power supply.	Negative
		Risk: Availability of Critical Raw-material / engineering supplies	Supplier' inability to supply	All vendors are assessed from business continuity perspective. Moreover, for each critical Raw material vendor, we have a multiple vendors.	

# Business Responsibility & Sustainability Report

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	<b>API Business:</b> Business / economy	Opportunity: Business sustainability	Indian government's make-in-India, policy	We are manufacturing intermediates largely for API manufacturing companies, which have strong demand.	Positive
		Risk: Sustainability of products in market	Products becoming obsolete.	To be competitive in market, we are constantly working on cost reduction at our in-house R & D	Negative
6	<b>API Business:</b> Environmental compliances	Risk: Chemical hazards	Handling of hazardous/ flammable chemicals	We have approved in-house ETP-plant for disposing off the liquid effluents and scrubbing systems to nullify air-pollution and other safety systems in-place.	Positive
			Safety of facility /staff-personnel	Periodic mock drills are carried out to face any emergency. Increasing awareness on Health & Safety	
7	<b>API Business:</b> Data integrity	Risk: Secrecy of ongoing / any new in-house technology	All relevant data needs are recorded & are retrievable to in-house team. Any employee movement or data leak may adversely impact the organization.	Confidentiality agreement for all employees is done. Strict monitoring for compliance of documentation & data control is governed through our independent quality-assurance department & only a select few employees have access to our systems	Negative



# Business Responsibility & Sustainability Report

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/ No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.alembiclimited.com/policy/AL-Business%20Responsibility%20Policies.pdf								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes. The policies have been translated into procedures wherever required.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No								
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<b>Real Estate:</b> i. ISO 9001 – Quality Management System <b>API:</b> i. FDA/WHO approvals ii. GPCB and other manufacturing approvals iii. Peso license iv. CGWA registration								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	<b>Real Estate: Goals and Target</b> i. Use of recycle content and regionally manufactured materials for construction. <b>API: Goals and Target</b> i. Water conservation in manufacturing process. ii. Reducing power consumption in manufacturing process.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The goals and targets are monitored internally.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements ( <i>listed entity has flexibility regarding the placement of this disclosure</i> ).  The Company is committed to integrating environmental, social and governance (ESG) principles into its businesses which is central to improving the quality of life of the communities it serves. It adheres to the principles of product stewardship by enhancing health, safety and environmental impacts of products and services across their lifecycles.  We are developing sustainable projects keeping all ESG aspects into consideration be in use of glass for better internal natural light and lower requirement of electricity, water conservation, water re-harvesting, etc. During planning our projects, we take special care to ensure that we are not required to cut existing and old trees. Hence, our campuses are lush green as against the concrete jungles, encouraging the work-to-walk concept.  The Company is committed to conducting beneficial and fair business practices to the labour, human capital and to the community. It provides employees and business associates with working conditions that are clean, safe, healthy and fair.  It strives to be neighbor of choice in the communities in which it operates and contributes to their equitable and inclusive development. To deliver these commitments, the Company has separate CSR Policy, and also has well defined governance practices in line with the “Alembic’s Code of Conduct”.									

# Business Responsibility & Sustainability Report

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mrs. Malika Amin, Managing Director & CEO is responsible for implementation and oversight of the Business Responsibility Policies.
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Managing Director & CEO of the Company is responsible for decision making on sustainability relates issues. Additionally, the Company has a Board-level committee of risk management which is also responsible to oversee all aspects of Sustainability and ESG.

10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Event / Need based								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9									
	No																	

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated: Not applicable.

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/ No)									
Any other reason (please specify)									

# Business Responsibility & Sustainability Report

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

### Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/Principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Organizational structure of company, COC, Corporate governance.	100%
Key Managerial Personnel	2	Cyber security, Code of Conduct & POSH.	100%
Employees other than BoD and KMPs,	738	Health & Safety trainings, PoSH Awareness sessions, Technical trainings & workshops, CoC, Soft Skills, Leadership trainings.	73%
Workers		Environment, Health and Safety and well-being.	54%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format: During F.Y. 2022-23, there were no such reported cases on the Company.

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding fee	Nil	Nil	Nil	Nil	Nil
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil		Nil	Nil
Punishment	Nil	Nil		Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Nil	Nil

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link

# Business Responsibility & Sustainability Report

to the policy.

Yes, the Company has an Anti-Corruption and Anti-Bribery Policy, which provides safeguards to prevent the Company in the event of any activity related to bribery, corruption, facilitation payments or kickbacks. The policy is not available in public-domain, however, it is circulated internally through the Company's intranet portal. Additionally, Anti-corruption aspects are also covered in our BRR policy which can be accessed on <https://www.alembiclimited.com/#team>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	<b>FY 2022-23</b> <b>(Current Financial Year)</b>	<b>FY 2021-22</b> <b>(Previous Financial Year)</b>
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

	<b>FY 2022-23</b> <b>(Current Financial Year)</b>		<b>FY 2021-22</b> <b>(Previous Financial Year)</b>	
	<b>Number</b>	<b>Remarks</b>	<b>Number</b>	<b>Remarks</b>
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

#### Real Estate Business:

We make significant use of sustainable products in our developments, thereby ensuring considerations of circularity by use of recycled materials and operational efficiency in the form of system renewable energy, recycled steel, fly ash, AAC blocks, star rated air conditioners, sewage treatment plants, performance facade systems, electrical vehicle charging station, solar lighting system, retention of trees, promoting cycling in campus etc.

#### API Business:

	<b>Current Financial Year</b> <b>(₹ In Lac.)</b>	<b>Previous Financial Year</b> <b>(₹ In Lac.)</b>	<b>Details of improvements in</b> <b>environmental and social impacts</b>
R&D	0.59	13.95	To improve the environment and safety.
Capex	65.85	88.66	
<b>Total</b>	<b>66.45</b>	<b>102.61</b>	

# Business Responsibility & Sustainability Report

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

**Real Estate Business:** Yes, The real estate business is certified for ISO 9001 – Quality Management Systems in which, we follow all systems and processes for complying and making our supply chain more responsible and sustainable.

**API Business:** Yes, We have procedure for sustainable sourcing. We need for some of our key starting raw material from imported sources only due to their non-availability indigenously. We do periodic review and vendor visit of these vendors. We have at least one backup vendor for every key raw material.

- b. If yes, what percentage of inputs were sourced sustainably?

**Real Estate Business:** We procure 55% of our key material within 200 km radius.

**API Business:** We do prefer domestic suppliers for critical and essential raw material, consumable and engineering items that are needed at manufacturing.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

**Real Estate Business:**

While this is not applicable to our residential business, our commercial leasing business follows applicable guidelines for handling such products / waste.

**API Business:**

**(a) Plastics (including packaging):** We have registration certificate as a BRAND OWNER under Rule 13(2) of the Plastic waste management (PWM) Rules, 2016.

**(b) Hazardous waste:** We are sending every process-generated Hazardous waste generated in manufacturing to authorized vendor by GPCB with related manifest and transportation done by vehicle having GPS system registered at GPCB approved site for land fill.

**(c) Other waste:** Bio wastes are disposed as per government guideline. Expired/discarded drug, off specification products are incinerated at GPCB Approved site.

**Common to both businesses:**

**(a) E-waste:** We are sending E-waste to authorized vendor of GPCB with manifest.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is not applicable to the Company's real estate activities. The API business works in compliance with India's Plastic Waste Management Rules, 2016 and the EPR guidelines.

# Business Responsibility & Sustainability Report

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

## Essential Indicators

I. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	151	151	100%	151	100%	NA	NA	NA	0	151	100%
Female	19	19	100%	19	100%	19	100%	NA	0	19	100%
Total	170	170	100%	170	100%	19	100%	-	-	170	100%
Other than Permanent employees											
Male	17	17	100%	17	100%	NA	NA	NA	0	17	100%
Female	2	2	100%	2	100%	2	100%	NA	0	2	100%
Total	19	19	100%	19	100%	2	100%	-	-	19	100%

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	101	101	100%	101	100%	NA	-	NA	-	101	100%
Female	0	-	-	-	-	-	-	NA	-	-	-
Total	101	101	100%	101	100%	-	-	-	-	101	100%
Other than Permanent workers											
Male	72	Workers other than Permanent are covered under ESIC / WC scheme from their respective contractors. WC copy / ESIC monthly contribution is verified from the principal employer.									
Female	2										
Total	74										

**Note:** The Company also provided employee benefits like death compensation, employee assistance program for mental and physical wellbeing, Covid assistance to its employees and permanent workers.

# Business Responsibility & Sustainability Report

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	Note I	Yes	100%	Note I	Yes
Gratuity	100%		No	100%		No
ESI	7%		Yes	8%		Yes
Others – please specify	-	-	-	-	-	-

**Note I:** Requisite confirmations that PF, ESIC registration certificates continues to remain valid and subsisting are taken from contractors at the time of onboarding and also on an ongoing basis.

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises/ offices of the company, including the registered and corporate offices have ramps to enable easy movement. Most offices are located either on the ground floor or have elevators and infrastructure for differently abled individuals. Wheelchair accessible restrooms are also available at certain premises. Lifts control panel includes braille script for visually impaired people.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company has an equal opportunity policy in place as a part of its Code of conduct as well as Policy on Business Responsibility which highlights on providing equal opportunities to every competent applicant in jobs/promotions, skill upgradation and does not discriminate based on one's race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, and nationality. The referred code / policy is available at <https://www.alembiclimited.com/#team>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	N.A.	N.A.	N.A.	N.A.
Female	I	100%	Nil	Nil
<b>Total</b>	I	100%	Nil	Nil

# Business Responsibility & Sustainability Report

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	(If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes	Employees and workers may raise their grievances through the channels specified in Whistle-blower policy ( <a href="https://www.alembiclimited.com/policy/AL-Whistle%20Blower%20Policy.pdf">https://www.alembiclimited.com/policy/AL-Whistle%20Blower%20Policy.pdf</a> ) and PoSH policy on concerns on actual or suspected violations of the code. We have Bol Bindaas system at company's intranet for receiving employee feedback/ suggestions.
Other than Permanent Workers	Yes	
Permanent Employees	Yes	
Other than Permanent Employees	Yes	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total employees / workers in respective category (A)	No. of employees / Workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of Employees / Workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Employees</b>						
- Male	3	3	100%	3	3	100%
- Female	Nil	Nil	N.A.	Nil	Nil	N.A.
<b>Total Permanent Workers</b>						
- Male	79	79	100%	89	89	100%
- Female	Nil	Nil	Nil	Nil	Nil	Nil

8. Details of training given to employees and workers:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	168	98	58%	103	61%	181	102	56%	83	46%
Female	21	10	48%	17	81%	25	5	20%	8	32%
Total	189	108	57%	120	63%	206	107	52%	91	44%
Workers										
Male	175	98	56%	93	53%	174	98	59%	81	49%
Female	Nil	Nil	N.A.	Nil	N.A.	Nil	Nil	N.A.	Nil	N.A.
Total	175	98	56%	93	53%	174	98	59%	81	49%



# Business Responsibility & Sustainability Report

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
<b>Employees</b>						
Male	168	168	100%	181	181	100%
Female	21	21	100%	25	25	100%
<b>Total</b>	<b>189</b>	<b>189</b>	<b>100%</b>	<b>206</b>	<b>206</b>	<b>100%</b>
<b>Workers</b>						
Male	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Female	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? **(Yes/ No)**. If yes, the coverage such system?

Yes, both the business divisions of the Company have well-defined Occupational Health and Safety Management system which includes OHS Manual, Operational Control Procedures (OCP) and supporting documents (Check-lists) to ensure the safety and well-being of its employees and workers.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Both the business divisions of the Company have documented procedure to carry out assessment work related hazards and risks by conducting hazard and risk assessment, operational control measures, daily site inspections, safety committee joint walk downs etc. for all routine and non-routine activities carried out in our projects. Hazard and risk assessment also carried out by execution team in consultation with safety experts.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

Yes. All workers are suitably trained for their daily functions. The company has an OHS observations (unsafe condition and unsafe act) and incident (accidents, near misses) reporting system. A management process carried out to ensure that all observations are closed. The work related incidents are investigated and corrective & preventive actions are implemented. The Company has a stop work policy and empowered all employees & workers to act immediately to remove themselves and co-workers from OHS risks. All workers are provided with Personal Protective Equipment (PPE). The manufacturing sites also have an Occupational Health Center (OHC) and ambulance within the premises.

- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? **(Yes/ No)**

Eligible workmen and employees are covered under ESIC for medical treatment. We also have arrangements with external well-resourced hospitals. Health Checkup of employees is conducted on regular basis.

# Business Responsibility & Sustainability Report

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	0.000844	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	1	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Every worker is inducted on safety related aspects to be looked into before entering the project site premises or construction works or manufacturing sites. Safety tool-box talk is being conducted on regular interval. Annual Checkup is done for all workers to ensure their physical health condition. Regular Mock-drills, safety checks and audits are done to ensure safety of the employees.

13. Number of Complaints on the following made by employees and workers:

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	Nil	Nil	Nil	Nil
Health & Safety	2	Nil	All complains are addressed and resolved	1	Nil	All complains are addressed and resolved

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

Note: The assessment has been carried out by internal team.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

- No major and reportable safety related incidents have occurred in past financial year.
- The minor safety related incidents were assessed, investigated and closed with necessary corrective and preventive actions.

# Business Responsibility & Sustainability Report

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### Essential Indicators

- Describe the processes for identifying key stakeholder groups of the entity.  
Internal and external group of stakeholders are identified through need-assessment, business impact-assessment and engagement with local communities around the Company's operating sites / business locations.
- List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of Engagement (Annually/ Half yearly/ Quarterly/ Others – please specify)	Purpose and scope of engagement Including key topics and concerns raised during such engagement
Shareholder	No	Annual reports, Quarterly Results, Company's Website, Information to Stock Exchange.	As per statutory requirement or as and when required	Long term value creation, Transparency.
Employees	No	Email, Employee engagement survey, Town hall meeting, Friday talk, Intranet portal of organization, Notice Board, Meetings, Half yearly & annual reviews.	As & When required	Diversity, Quality of Work & Life, Fair wages & Remuneration benefits, Training & Development, Career Growth, Health & Safety.
Customer	No	Face to Face meetings, Telephonic, Email	Need basis	To build strong relationship, To check on any future requirement, To check on any issues they are facing or any suggestion/feedback they want to provide.
Supplier / Contractor	No	Work / Purchase order, Meetings, E-Mails, Site Visit (where as require)	Need basis	Timely work completion Health & Safety, Technical evaluation, Cost & Quality
Government	No	E-Mail & Personal Meetings	Need basis	Information & Statutory Approvals.
Community	No	Meetings & Visits	Need basis	Education, Empowerment etc.

# Business Responsibility & Sustainability Report

## PRINCIPLE 5: Businesses should respect and promote human rights

### Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	170	81	48%	185	113	61%
Other than permanent	19	1	0%	20	9	45%
<b>Total Employees</b>	<b>189</b>	<b>82</b>	<b>43%</b>	<b>205</b>	<b>122</b>	<b>59%</b>
<b>Workers</b>						
Permanent	101	0	0%	111	0	0%
Other than permanent	74	0	0%	62	0	0%
<b>Total Workers</b>	<b>175</b>	<b>0</b>	<b>0%</b>	<b>173</b>	<b>0</b>	<b>0%</b>

**Note:** There are human rights related training imparted on partial topics.

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-23					FY 2021-22				
	Current Financial Year					Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
No. (B)		% (B/A)	No. (C)	% (C/A)	No. (E)		% (E/D)	No. (F)	% (F/D)	
Employees										
Permanent										
Male	151	Nil	Nil	151	100%	164	Nil	Nil	164	100%
Female	19	Nil	Nil	19	100%	22	Nil	Nil	22	100%
Other than Permanent										
Male	17	Nil	Nil	17	100%	17	Nil	Nil	17	100%
Female	2	Nil	Nil	2	100%	3	Nil	Nil	3	100%
Workers										
Permanent										
Male	101	Nil	Nil	101	100%	112	Nil	Nil	112	100%
Female	0	Nil	Nil	0	N.A.	0	Nil	Nil	0	N.A.
Other than Permanent										
Male	72	72	100%	Nil	Nil	60	60	100%	Nil	Nil
Female	2	2	100%	Nil	Nil	2	2	100%	Nil	Nil

# Business Responsibility & Sustainability Report

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	0	N.A.	1	144.00
Key Managerial Personnel	2	139.29	0	N.A.
Employees other than BoD and KMP	159	1,592.02	18	101.11
Workers	101	242.52	0	NA

**Note:** Commission and sitting fees of non-executive directors is not included in the above figures.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? – Yes
5. Describe the internal mechanisms in place to redress grievances related to human rights issues.
- Grievance mechanism in place wherein one can approach the concerned department as per process and procedure prescribed and if he/she is not satisfied with the resolution then the person can use the online grievance submission through intranet.
- The Company works with agility by continuously reviewing their practices, policies and programs to build a robust system of redressal of grievances related to human rights by keeping the details of concerned individuals confidential.
6. Number of Complaints on the following made by employees and workers:

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	NA	-	Nil	NA	-
Discrimination at workplace	Nil	NA	-	Nil	NA	-
Child Labour	Nil	NA	-	Nil	NA	-
Forced Labour/ Involuntary Labour	Nil	NA	-	Nil	NA	-
Wages	Nil	NA	-	Nil	NA	-
Other human rights related issues	Nil	NA	-	Nil	NA	-

7. Mechanisms to prevent adverse consequences to the complaint in discrimination and harassment cases.
- We have a policy in place which prevents adverse consequences to the complainant in discrimination and harassment cases.
8. Do human rights requirements form part of your business agreements and contracts?
- Yes, adherence to human rights forms a part of major business agreements and contracts.

# Business Responsibility & Sustainability Report

## 9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% of our offices and project sites were assessed during FY 2022-23
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

## 10. Provide details of any corrective actions taken or underway to address significant risks /concerns arising from the assessments at Question 9 above.

There are no significant risks / concerns arising from the assessment carried out, as referred above.

## PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

### Essential Indicators

## 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-23 (Current Financial Year) (In Mega Joules)	FY 2021-22 (Previous Financial Year) (In Mega Joules)
Total electricity consumption (A)	1,44,86,722	1,95,10,279
Total fuel consumption (B) Through natural gas by gas engine	10,85,26,869	11,04,40,343
Energy consumption through other sources (c) Through Diesel at DG Set	59,538	83,393
<b>Total energy consumption (A+B+C)</b>	12,30,73,129	13,00,34,015
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.099 MJ/rupee	0.171 MJ/rupee

The details mentioned in the above table are summation of the energy consumption of both the businesses of the Company. The details also include the energy consumption for staff quarters, colony, group entities and tenants, based on business arrangements.

## 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not Applicable

# Business Responsibility & Sustainability Report

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	0	0
(ii) Groundwater	1,09,005	1,17,704
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	1,877.04	2,007.75
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>1,10,882.04</b>	<b>1,19,711.75</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>1,10,882.04</b>	<b>1,19,711.75</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	<b>0.090 KL/rupee</b>	<b>0.157 KL/rupee</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

The details mentioned in the above table are summation of the water consumption of both the businesses of the Company. The details also include the water consumption for staff quarters, colony, group entities and tenants, based on business arrangements.

4. Has the entity implemented a mechanism for Zero Liquid Discharge?

If yes, provide details of its coverage and implementation.

No. However, the Company through its efficient processes and operations endeavors to reduce the demand for freshwater. Most of our real estate projects are equipped with sewage treatment plants that treat sewage water which can be reused in flushing and gardening and rainwater harvesting system to store and reuse or recharging the groundwater levels through recharge pits.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

**Real Estate business:**

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	µg/m <sup>3</sup>	16.52	16.98
SOx	µg/m <sup>3</sup>	15.38	15.28
Particulate matter (PM 10)	µg/m <sup>3</sup>	95.60	98.82
PM 2.5		54.57	59.31
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others – please specify	NA	NA	NA

# Business Responsibility & Sustainability Report

## API business:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
NOx	ppm	43.5	39
Sox	ppm	8	5
Particulate matter (PM)	mg/Nm3	17	Nil
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	mg/Nm3	NA	NA
Hazardous air pollutants (HAP)	NA	SO2- 11.5 NOX- 11.5 CL2-3.5 HCL-1.5 NH3-6.37	SO2- 1.84 NOX- 0.52 CL2-0 HCL-5.6 NH3-0
Others – please specify	NA	NA	NA

BDL = Below Detection Limit

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. The Real Estate division's air emission data were evaluated by Prakruti Environmental Engineers (NABL accredited lab). Whereas, the API division's air emission data were evaluated by Dharmsinh Desai Institute of Technology (DDIT), Nadiad and Sophisticate Instrument Center For Applied Research & Testing (SICART), Vallabh Vidhya Nagar.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of CO<sub>2</sub> equivalent</i>	3.22 MT Co <sub>2</sub>	4.52 MT Co <sub>2</sub>
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	<i>Metric tonnes of CO<sub>2</sub> equivalent</i>	NA	NA
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>		0.0000000261 MT CO <sub>2</sub> /rupee	0.0000000595 MT CO <sub>2</sub> /rupee

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

The above table reflects details of the API business. The real estate division has not carried out any study for the referred parameters for the current year.

7. Does the entity have any project related to reducing Green House Gas emission?

If Yes, then provide details.

No.



# Business Responsibility & Sustainability Report

8. Provide details related to waste management by the entity, in the following format:

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	13.31	10.525
E-waste (B)	1.955	0
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	269	439
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	221.93	191.27
<b>Total (A + B + C + D + E + F + G + H)</b>	<b>506.195</b>	<b>640.795</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	114	329
(ii) Re-used	0	0
(iii) Other recovery operations	55.93	78.79
<b>Total</b>	<b>169.93</b>	<b>407.79</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	14	17
(ii) Landfilling	9	22
(iii) Other disposal operations	312	194
<b>Total</b>	<b>335</b>	<b>233</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

The details mentioned in the above table are summation of the waste generation of both the businesses of the Company.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The type and quantity of waste generated by the real estate division is segregated and kept in designated yards according to waste classes. Prior to disposal, consideration for reuse or recycling is considered, depending on the quality of the waste.

The generated air emissions, liquid and solids are tested in-house for their character with respect to hazards and stored at appropriate reservoirs before taking up at ETP plant for their respective treatment. Generated waste stream and solids from manufacturing process are treated at our GPCB-approved Effluent Treatment Plant (ETP). Any undesired emissions are subjected to scrubbing systems and the generated solid and liquid are disposed of within the complying parameters at government approved sites.

# Business Responsibility & Sustainability Report

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

None of the Company's operations / offices is falling in or around ecologically sensitive areas.

11. Details of Environmental Impact Assessments (EIA) of projects undertaken by the entity based on applicable laws, in the current financial year:

Nil as none of the projects were falling within the purview of EIA.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, we are compliant with the applicable environmental law/ regulations/ guidelines in India.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

## Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.  
Currently, we are associated with 9 trade and industry chambers / associations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Indian Green Building Council (IGBC)	National
2	Confederation of Real Estate Developers Association of India	National
3	Central Ground Water Authority (CGWA)	National
4	CPCB: Plastics waste management	National
5	Securities and Exchange Board of India (SEBI)	National
6	Indian Chemical Council	National
7	Federation of Indian Export Organizations	National
8	Federation of Gujarat Industry	State
9	Geo Gujarat Employee Organization	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Not applicable. As there was no anti-competitive conduct by the Company, no adverse orders were passed by regulatory authorities against the Company.

# Business Responsibility & Sustainability Report

## PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year. Not Applicable
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement(R&R) is being undertaken by your entity, in the following format: Not Applicable
3. Describe the mechanisms to receive and redress grievances of the community.  
Local communities can raise their grievances via dedicated email id / phone lines. We also facilitate easy accessibility by providing alternative modes to reach out to our local site offices.
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

#### Real Estate:

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	36%	26%
Sourced directly from within the district and neighboring districts	87%	72%

#### API Business:

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Directly sourced from MSMEs/ small producers	4%	2%
Sourced directly from within the district and neighboring districts	78%	49%

## PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

### Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.  
The real estate business has a robust grievance mechanism system to address customer complaints and concerns. Customer feedback is essential to determine what the customer feels about our product and services being offered, improvements needed in our product/ services and analysing their satisfaction. Besides, the regulatory modes, the customers for residential projects are provided will multiple options to raise their grievances by email / phone calls or at any of our offices. Our tenants for commercial spaces are provided access for complaint management application for ease of placing their grievance and prompter action by the Company. The API business also has a well-defined SOP handling of complaints.
2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:  
Not applicable to the real estate business. However, information pertaining to the API business is as under:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	100%

# Business Responsibility & Sustainability Report

## 3. Number of consumer complaints in respect of the following:

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	NA	-	-	NA
Advertising	-	-	NA	-	-	NA
Cyber-security	-	-	NA	-	-	NA
Delivery of essential services	-	-	NA	-	-	NA
Restrictive Trade Practices	-	-	NA	-	-	NA
Unfair Trade Practices	-	-	NA	-	-	NA
Other	-	-	NA	-	-	NA

## 4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	-	NA
Forced recalls	-	NA

## 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has an "Information Security Policy" in place which includes provisions for cyber security and data privacy. The same is placed on the intranet of the Company.

## 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

There were no issues relating to advertising, delivery of essential services, cyber security and data privacy of customers. There was no instance of product recall. No penalty was levied or action was taken by any regulatory authority on account of any deficiency relating to safety of products / services in the financial year.

On behalf of the Board of Directors,

Sd/-

**Malika Amin**

Managing Director & CEO

and BR Head

(DIN: 00242613)

Date: 12<sup>th</sup> May, 2023

Place: London

# Independent Auditor's Report

## TO THE MEMBERS OF ALEMBIC LIMITED

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone Financial Statements of **Alembic Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2023, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the Standalone 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 opinion on the Standalone Financial Statements.

#### Emphasis of Matter

We draw attention to note no 33 (B)(d)(ii) to the standalone financial statement regarding status of liability related to pending electricity duty matter as at 31<sup>st</sup> March, 2023. The said note describes that Appeal filed by the Company in relation to the above matter before the Hon'ble High Court of Gujarat against the State of Gujarat, Collector of Electricity Duty, Chief Auditor, Industries Commission has been dismissed. Based on legal advice, the Company has proceeded to file an application before the Hon'ble Supreme Court of India challenging the referred Order. The management has represented that the Company has adequately made an aggregate provision of Rs. 2,052.13 lakhs (Rs. 991.26 lakhs was already provided in previous periods) towards principal amount against such liability and disclosed contingent liability for interest, the amount of which is not ascertainable.

Our opinion is not modified in respect of above matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr no	Key Audit Matter	Auditor's Response
I.	<p><b>Litigations, Provisions and contingent liabilities</b></p> <p>The Company has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities.</p> <p>Refer Note 24 and 33(B) to the Standalone Financial Statements.</p>	<p><b><u>Principal Audit Procedures</u></b></p> <p>As part of the audit process, we obtained from the management details of matters under disputes including ongoing and completed tax assessments, demands and other litigations.</p> <p>Our audit approach for the above consists of the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Evaluation and testing of the design of internal controls followed by the Company relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities;</li> <li>• Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company.</li> <li>• We involved our internal expert to evaluate the management's underlying judgements in making their estimates with regard to such matters.</li> </ul>

# Independent Auditor's Report

## Information other than the Standalone Financial Statement and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Board's Report including Annexures to that Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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

# Independent Auditor's Report

report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 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 Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (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 Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
  - (d) In our opinion, the aforesaid Standalone 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 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**";
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 financial statements – Refer Note 33(B) to the Standalone Financial Statements;

# Independent Auditor's Report

- ii. The Company did not have any long-term contracts including derivatives 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. i. 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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- ii. The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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
- iii. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement;
- v. The final dividend paid by the company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.  
As stated in note 33 (x) to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act, to the extent it applies to declaration of dividend.
- vi. As the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable for the year under audit.

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

**Himanshu Kishnadwala**

Partner

Membership No.037391

Place: Mumbai

Date: 12<sup>th</sup> May, 2023

UDIN:23037391BGULVR5336



# Annexure “A” to the Independent Auditor’s Report

**Referred to in Para I ‘Report on Other Legal and Regulatory Requirements’ in our Independent Auditor’s Report to the members of the Company on the Standalone Financial Statements for the year ended 31<sup>st</sup> March, 2023.**

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

- I. a) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
  - (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
  - (B) The Company does not hold any intangible assets and accordingly, the requirements under paragraph 3(i)(a)(B) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) are not applicable to the Company;
- b) The Company has formulated a phased programme for physical verification of fixed assets, designed to cover all items over a period of three years. According to the programme, the company has during the year, physically verified the relevant assets. In our opinion, the frequency of the verification is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
- c) On the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements, are held in the name of the Company as at the Balance Sheet date;
- d) The company has not revalued its Property, Plant and Equipment during the year;
- e) The Company does not have any proceedings initiated or pending for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Hence the requirements under paragraph 3(i)(e) of the Companies (Auditor’s Report) Order, 2020 (“the Order”) are not applicable to the Company;
- II. (a) The inventory has been physically verified by the Management at reasonable intervals. Considering the size of the Company, the frequency of verification is reasonable and the procedures are adequate. No discrepancies have been noticed on such verification;
- (b) The Company has working capital limits sanctioned from banks or financial institutions exceeding Rs. 5 crores during the year and the quarterly returns / statements filed by the Company are generally in agreement with the books of accounts and no material discrepancy was observed;
- III. The Company has made investments in, companies, firms, Limited Liability Partnerships and granted unsecured loans to other parties, during the year, in respect of which:
  - (a) The company has provided Corporate Guarantee for its wholly owned subsidiary with aggregate amount granted/provided during the year Rs. 45.67 lakhs during the year and where balance outstanding as at Balance Sheet date is Rs. 45.67 lakhs.  
Further, as informed to us, the company has given advance in the nature of loan to one of its related party with aggregate amount granted/provided during the year Rs. Rs. 670.83 lakhs during the year and where balance outstanding as at Balance Sheet date is Rs. 670.83 lakhs;
  - (b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company’s interest;
  - (c) The repayment of principal and payment of interest is as stipulated and the same are regular;
  - (d) In respect of the aforesaid loan, there is no amount which is overdue for more than ninety days;
  - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties;
  - (f) The company has given advance in the nature of loan to one of its related party which is repayable on demand aggregate amount of Rs. 670.83 lakhs and Percentage of advances in nature of loans to the total loans is 100%.
- IV. The Company has complied with the provisions of sections 185 and 186 of the Companies Act 2013 in respect of loans granted, investment made, and guarantee and securities provided, as applicable;
- V. The Company has not accepted any deposits or amounts which are deemed to be deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, therefore, the provisions of paragraph 3(v) of the Order are not applicable to the Company;

## Annexure “A” to the Independent Auditor’s Report

VI. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for the maintenance of cost records under Section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;

VII. In respect of statutory dues:

- a) In our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other material statutory dues applicable to it;

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding, as on 31st March 2023, for a period of more than six months from the date they became payable;

- b) Details of statutory dues referred to above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of the statute	Nature of dues	Amounts (Rs.)	Period to which the amounts relates	Forum where dispute is pending
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	80,16,782	2000-01	Joint commissioner Appeals
Central Sales Tax Act	Central Sales Tax( Including interest and penalty thereon)	14,42,264	2011-12	Joint commissioner Appeals
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	17,30,797	2012-13	Joint commissioner Appeals
Finance Act, 1994	Service Tax (Including interest and penalty thereon)	6,37,39,636	2014-2016	Supreme court

VIII. The Company has no transactions which were not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;

- IX. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;  
 (b) The Company is not declared wilful defaulter by any bank or financial institution or other lender;  
 (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable;  
 (d) We report that no funds raised on short-term basis have been used for long-term purposes by the Company;  
 (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;  
 (f) We report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- X. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year hence reporting under this clause is not applicable;  
 (b) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of paragraph 3(x)(b) of the Order are not applicable;
- XI. (a) No fraud by the Company and no material fraud on the company has been noticed or reported during the year;  
 (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report;  
 (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year;

XII. The Company is not a nidhi company and hence the reporting under clause 3(xii) of the order is not applicable to the Company;

XIII. The Company is in compliance with Section 177 and 188 of the Companies Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards;

## Annexure “A” to the Independent Auditor’s Report

- XIV. (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business;
- (b) We have considered report of the internal auditors for the period under audit; issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures;
- XV. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Therefore, the provisions of paragraph 3(xv) of the Order are not applicable;
- XVI. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and therefore, the provisions of paragraph 3(xvi) (a), (b) and (c) of the Order are not applicable;
- (b) In our opinion and as represented by the management, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable;
- XVII. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- XVIII. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable;
- XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the 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 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) The company is not required to transfer unspent amount to a fund specified in Schedule VII to the Companies Act for other than ongoing projects. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year;
- (b) The company has not spent amount towards Corporate Social Responsibility (CSR) on ongoing project. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

**Himanshu Kishnadwala**

Partner

Membership No.037391

Place: Mumbai

Date: 12<sup>th</sup> May, 2023

UDIN: 23037391BGULVR5336

# Annexure “B” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of **ALEMBIC LIMITED** (“the Company”) as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to financial statements of the Company that were operating effectively for ensuring the orderly and efficient conduct of its business, 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 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 with reference to financial statements of the company were established and maintained and if such controls operated effectively in all material respects;

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements of the company 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 Financial Statements, whether due to fraud or error;

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 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;

## Annexure “B” to the Independent Auditor’s Report

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

**Himanshu Kishnadwala**

Partner

Membership No.037391

Place: Mumbai

Date: 12<sup>th</sup> May, 2023

UDIN: 23037391BGULVR5336

# Balance Sheet

₹ In Lakhs

Particulars	Notes No	As at 31st March, 2023	As at 31st March, 2022
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	4	13,182.76	13,349.98
(b) Capital Work-in-Progress	4	13.37	19.26
(c) Investment Property	5	18,632.33	16,022.83
(d) Financial Assets			
(i) Investments	6	46,106.81	70,238.48
(ii) Others	7	163.58	267.20
(e) Other non-current assets-Capital Advances		-	498.34
<b>(2) Current Assets</b>			
(a) Inventories	8	8,861.26	8,687.04
(b) Financial Assets			
(i) Investments	9	4,159.64	2,359.25
(ii) Trade Receivables	10	2,268.40	1,490.06
(iii) Cash and cash equivalents	11	82.69	91.81
(iv) Bank balances other than Cash and cash equivalents	12	96.69	67.38
(v) Loans	13	-	504.44
(vi) Others	14	789.78	277.08
(c) Other Current Assets	15	405.56	545.97
(d) Current Tax Assets (Net)		51.40	-
<b>TOTAL ASSETS</b>		<b>94,814.26</b>	<b>1,14,419.11</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	16	5,135.64	5,135.64
(b) Other Equity	17	77,762.96	96,249.48
<b>Liabilities</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	18	212.11	192.86
(b) Provisions	19	120.55	109.92
(c) Deferred Tax Liability (Net)	20	3,479.28	6,042.66
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	21		
a) total outstanding dues of Micro and Small Enterprises		304.59	275.24
b) total outstanding dues of Others		1,415.38	1,636.33
(ii) Other Financial Liabilities	22	384.95	336.04
(b) Other Current Liabilities	23	3,860.90	3,081.80
(c) Provisions	24	2,137.89	1,092.47
(d) Current Tax Liabilities (Net)		-	266.67
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>94,814.26</b>	<b>1,14,419.11</b>
<b>Significant Accounting Policies and Other Explanatory Notes and Informations</b>	<b>1,2,3 and 33</b>		

Note: The accompanying notes referred to above which form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**C. P. Burch**  
Director  
DIN: 05352912

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**Rasesh Shah**  
Chief Financial Officer

**Drigesh Mittal**  
Company Secretary

\*London /Vadodra: 12th May, 2023

# Statement of Profit and Loss

₹ In Lakhs

Particulars	Notes No	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>I. Revenue from Operations</b>	<b>25</b>	<b>12,315.76</b>	7,597.28
<b>II. Other Income</b>	<b>26</b>	<b>6,411.32</b>	8,909.14
<b>III. Total Income (I+II)</b>		<b>18,727.08</b>	16,506.42
<b>IV. Expenses</b>			
Cost of Materials Consumed	<b>27</b>	<b>691.85</b>	852.59
Cost of Construction	<b>28</b>	<b>3,479.67</b>	1,163.60
Changes in Inventories of Finished Goods and Work-in-Progress	<b>29</b>	<b>(60.18)</b>	245.64
Employee Benefit Expenses	<b>30</b>	<b>2,404.28</b>	2,147.40
Finance Costs		<b>15.60</b>	23.02
Depreciation and Amortisation expense	<b>4, 5</b>	<b>635.80</b>	449.95
Other Expenses	<b>31</b>	<b>1,999.64</b>	1,896.48
<b>Total Expenses (IV)</b>		<b>9,166.65</b>	6,778.69
<b>V. Profit Before Exceptional Items and Tax (III-IV)</b>		<b>9,560.43</b>	9,727.73
<b>VI. Exceptional Items -Refer Note 33(B)(d)(ii)</b>		<b>1,060.86</b>	-
<b>VII. Profit Before Tax (V-VI)</b>		<b>8,499.56</b>	9,727.73
<b>VIII. Tax Expense</b>			
Current Tax		<b>325.00</b>	1,150.00
Deferred Tax		<b>247.53</b>	20.76
Short / (Excess) provision of tax in respect of earlier years		-	(14.51)
<b>IX. Profit for the year (VII-VIII)</b>		<b>7,927.03</b>	8,571.47
<b>X. Other Comprehensive Income</b>	<b>32</b>		
(A) (i) Items that will not be reclassified to profit or loss		<b>(24,602.40)</b>	12,008.99
(ii) Income tax relating to items that will not be reclassified to profit or loss		<b>2,810.91</b>	(1,363.78)
<b>XI. Total Comprehensive Income for the period (IX + X)</b>		<b>(13,864.45)</b>	19,216.68
<b>XII. Earning per equity share (FV ₹ 2/- per share) (Refer Note 33(G))</b>			
Basic & Diluted (In ₹)		<b>3.09</b>	3.34
<b>Significant Accounting Policies and Other Explanatory Notes and Information</b>	<b>1,2,3 and 33</b>		

Note: The accompanying notes referred to above which form an integral part of the financial statements.

As per our report of even date

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**Rasesh Shah**  
Chief Financial Officer

For and on behalf of the Board

**C. P. Buch**  
Director  
DIN: 05352912

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12th May, 2023

# Statement of Changes in Equity

## A. Equity Share Capital

Current reporting period

₹ in Lakhs

Balance at the beginning of current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the current period	Balance at the end of current reporting period
5,135.64	-	5,135.64	-	5,135.64

Previous reporting period

Balance at the beginning of current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the current period	Balance at the end of current reporting period
5,135.64	-	5,135.64	-	5,135.64

## B. Other Equity - Attributable to Owners

Particulars	Reserves and Surplus			Equity instruments held at FVOCI	Total
	Capital Redemption Reserve	General Reserve	Retained Earnings		
<b>Balance as at 1st April, 2021 (I)</b>	<b>205.00</b>	<b>14,496.62</b>	<b>18,554.66</b>	<b>44,290.10</b>	<b>77,546.39</b>
Profit for the year	-	-	8,571.47	-	8,571.47
Re-measurement of post employment benefit obligation (net of tax)	-	-	(19.89)	-	(19.89)
Transfer during the year	-	2,000.00	(2,000.00)	-	-
Other Comprehensive Income	-	-	-	10,665.09	10,665.09
<b>Total Comprehensive Income for the year (II)</b>	<b>-</b>	<b>2,000.00</b>	<b>6,551.59</b>	<b>10,665.09</b>	<b>19,216.68</b>
Equity Dividend (including tax thereon)	-	-	(513.56)	-	(513.56)
<b>Transaction for the year (III)</b>	<b>-</b>	<b>-</b>	<b>(513.56)</b>	<b>-</b>	<b>(513.56)</b>
<b>Balance as at 31st March, 2022 (I+II+III)</b>	<b>205.00</b>	<b>16,496.62</b>	<b>24,592.68</b>	<b>54,955.19</b>	<b>96,249.48</b>
<b>Balance as at 1st April, 2022 (I)</b>	<b>205.00</b>	<b>16,496.62</b>	<b>24,592.68</b>	<b>54,955.19</b>	<b>96,249.48</b>
Profit for the year	-	-	7,927.03	-	7,927.03
Re-measurement of post employment benefit obligation (net of tax)	-	-	(4.83)	-	(4.83)
Other Comprehensive Income	-	-	-	(21,786.66)	(21,786.66)
<b>Total Comprehensive Income for the year (II)</b>	<b>-</b>	<b>-</b>	<b>7,922.20</b>	<b>(21,786.66)</b>	<b>(13,864.45)</b>
Equity Dividend (including tax thereon)	-	-	(4,622.07)	-	(4,622.07)
<b>Transaction for the year (III)</b>	<b>-</b>	<b>-</b>	<b>(4,622.07)</b>	<b>-</b>	<b>(4,622.07)</b>
<b>Balance as at 31st March, 2023 (I+II+III)</b>	<b>205.00</b>	<b>16,496.62</b>	<b>27,892.82</b>	<b>33,168.53</b>	<b>77,762.96</b>

As per our report of even date

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**Rasesh Shah**  
Chief Financial Officer

For and on behalf of the Board

**C. P. Buch**  
Director  
DIN: 05352912

**Drigesh Mittal**  
Company Secretary

\*London /Vadodra: 12th May, 2023



# Cash Flow Statement

₹ In Lakhs

Particulars		For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit before tax	8,499.56	9,727.73
	Add:		
	Depreciation	635.80	449.95
	Interest charged	15.60	23.02
	(Gain) / Loss on sale of Property, Plant and Equipments	(102.61)	(195.76)
	Sundry balances written back (Net)	-	(120.14)
	Other Non cash items	(101.61)	(101.57)
	Less:		
	Interest Income	(106.98)	(112.99)
	Dividend Income	(5,685.76)	(7,858.21)
	Operating Profit before change in working capital	3,154.00	1,812.03
	Working capital changes:		
	Add / (Less) :		
	(Increase) / Decrease in Inventories	(174.22)	(3,258.84)
	(Increase) / Decrease in Trade Receivables	(778.34)	(179.98)
	(Increase) / Decrease in Other Asset	140.42	378.83
	(Increase) / Decrease in Financial Asset	95.36	(616.64)
	Increase / (Decrease) in Trade Payables	(191.60)	297.60
	Increase / (Decrease) in Financial Liabilities	38.38	(198.88)
	Increase / (Decrease) in Other Liabilities	779.09	416.34
	Increase / (Decrease) in Provisions	1,049.60	27.02
	Cash generated from operations	4,112.70	(1,322.53)
	Add / (Less) :		
	Direct taxes paid (Net of refunds)	(643.06)	(863.98)
	Net cash inflow from operating activities (A)	3,469.64	(2,186.51)
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Add:		
	Proceeds from sale of Property, Plant and Equipments	107.57	218.71
	Proceeds from sale / redemption of Investments	10,956.31	10,209.43
	Interest received	106.98	112.99
	Dividend received	5,685.76	7,858.21
	Less:	16,856.63	18,399.34
	Purchase of PPE and Investment Property/increase in CWIP and Capital Advances	2,578.81	3,581.32
	Purchase of Investments	13,119.38	12,552.87
	Increase in Restricted Bank Balances other than Cash & Cash Equivalents	29.31	(1.28)
		15,727.50	16,132.91
	Net cash inflow from Investing activities (B)	1,129.13	2,266.43

# Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
<b>Add:</b>		
Net increase/(decrease) in working capital demand loans	-	(27.66)
<b>Less:</b>		
Dividends paid	4,592.28	515.08
Interest and other finance costs	15.60	23.02
	4,607.88	538.09
<b>Net cash inflow from Financing activities (C)</b>	<b>(4,607.88)</b>	<b>(565.76)</b>
<b>I. Net (decrease) / Increase in cash and cash equivalents (A+B+C)</b>	<b>(9.12)</b>	<b>(485.83)</b>
<b>II. Add: Cash and cash equivalents at the beginning of the period</b>	<b>91.81</b>	<b>577.64</b>
<b>(I+II)</b>	<b>82.69</b>	<b>91.81</b>
<b>III. Cash and cash equivalents at the end of the period</b>		
<b>Balances with Bank</b>	<b>81.53</b>	<b>89.78</b>
<b>Cash on Hand</b>	<b>1.17</b>	<b>2.03</b>
<b>Cash and cash equivalents (Refer Note I I)</b>	<b>82.69</b>	<b>91.81</b>

Note: The accompanying notes referred to above which form an integral part of the financial statements.

As per our report of even date

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**Rasesh Shah**  
Chief Financial Officer

For and on behalf of the Board

**C. P. Buch**  
Director  
DIN: 05352912

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12th May, 2023

## I Company Overview and Significant Accounting Policies:

### I.1 Description of Business

The Company is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at Alembic Road, Vadodara 390003, Gujarat. The Company is dealing in Active Pharmaceutical Ingredient (API) Business and Real Estate Business.

### I.2 Basis of Preparation

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

### I.3 Composition of Financial Statements

The financial statements are drawn up in Indian Rupees, the functional currency of the Company, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in Equity
- Statement of Cash Flow
- Notes to Financial Statements

### I.4 Key Accounting Judgments, Estimates and Assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

## 2 Significant Accounting Policies and Other Explanatory Notes:

### I Significant Accounting Policies

#### a) Revenue Recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

On the basis of the contractual terms with customers for real estate projects, Revenue from project is recognised at a point in time or over time, based on satisfaction of performance obligation/s upon transfer of control of promised products or services to customers.

Revenue is recognisable to the extent of the amount that reflects the consideration (i.e. the transaction price) to which the Company is expected to be entitled in exchange for those goods or services excluding any amount received on behalf of third party (such as indirect taxes). The transaction price is determined on the basis of agreement or letter of allotment entered into with the customer.

The Company satisfies the performance obligation and recognises revenue over time, if one of the criteria prescribed under Ind AS 115 - "Revenue from Contracts with Customers" is satisfied. If a performance obligation is not satisfied over time, then revenue is recognised at a point in time at which the performance obligation is satisfied.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

The Company recognises revenue for performance obligation satisfied over time only if it can reasonably measure its progress towards complete satisfaction of the performance obligation. The Company would not be able to reasonably measure its progress towards complete satisfaction of a performance obligation if it lacks reliable information that would be required to apply an appropriate method of measuring progress. In those circumstances, the Company recognises revenue only to the extent of cost incurred until it can reasonably measure outcome of the performance obligation.

The Company uses cost based input method for measuring progress for performance obligation satisfied over time. Under this method, the Company recognises revenue in proportion to the actual project cost incurred (excluding land cost) as against the total estimated project cost (excluding land cost).

The management reviews and revises its measure of progress periodically and revisions, if any, are considered based on threshold limit decided by management for each project, depending upon its nature and size, and change in estimates and accordingly, the effect of such changes in estimates is recognised prospectively in the period in which such changes are determined.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component and consideration payable to the customer like return and trade discounts.

Sales are disclosed excluding net of sales returns and Goods and Service Tax (GST).

## Contract Balances

### Contract Assets

The Company is entitled to invoice customers for construction of residential and commercial properties based on achieving a series of construction-linked milestones. A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the company performs by transferring goods or services to a customer before the payment is due, a contract asset is recognized for the earned consideration that is conditional. Any receivable which represents the Company's right to the consideration that is unconditional is treated as a trade receivable.

### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration 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. Contract liabilities are recognised as revenue when the Company performs under the contract.

Income from operations includes revenue earned on account of job work income which is accounted as per the terms agreed with the customers. Export benefits available under prevalent schemes are accounted to the extent considered receivable.

Revenue from Project Management and Consultancy services is recognized based on the terms and conditions set out in the agreement executed with the service receiver. The revenue is based on one or both of the following components; i.e., at a fixed percentage of total invoicing done by the service receiver and a fixed percentage of the total direct and indirect expenses incurred by the service receiver.

Income from Sale of Wind Operated Power is accounted on accrual basis on confirmation of units generated and supplied to the State Electricity Board as per the agreement.

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain/loss on foreign currency transactions. Interest income is recognized using the effective interest method. Dividend income is recognized (gross of tax deducted at source, if any) when the right to receive payment is established.

## b) Foreign Currency Transactions

Transactions in foreign currencies are initially recorded by the Company at the rate of exchange prevailing on the date of the transaction.

Monetary assets and monetary liabilities denominated in foreign currencies remaining unsettled at the end of the year are converted at the exchange rate prevailing on the reporting date.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

Differences arising on settlement or conversion of monetary items are recognised in Statement of Profit or Loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of Profit and Loss on a net basis within other gains/(losses).

**c) Employee Benefits**

**(i) Defined Benefit Obligation Plans:**

**Gratuity**

The Company operates a defined benefit gratuity plan which requires contributions to be made to a separately administered fund by the Life Insurance Corporation of India (LIC) and HDFC Life Insurance Company Limited.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

The service cost and the net interest cost are charged to the Statement of Profit and Loss. Actuarial gains and losses arise due to remeasurement as result of the actual experience and the assumed parameters and changes in the assumptions used for valuation are recognised in the Other Comprehensive Income (OCI).

**Provident Fund**

The Company's contribution to provident fund, administered through a Company managed trust, is recognised as an expense in the Statement of Profit and Loss.

**Compensated absences**

The Company has a policy to allow accumulation of leave by employees up to certain days. The excess leave will be encashed. Remaining accumulated leave liability as at the year end is provided as per actuarial valuation.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Actuarial gains and losses arise due to difference in the actual experience and the assumed parameters and also due to changes in the assumptions used for valuation. The Company recognizes these actuarial gains and losses in the Statement of Profit and Loss, as income or expense.

**(ii) Defined Contribution Plan:**

Superannuation fund is administered by the HDFC Life Insurance Company Limited. The contribution to Superannuation fund, Contribution to pension fund, ESIC and Labour Welfare Fund are recognised as an expense in the Statement of Profit and Loss.

**d) Inventories**

All Inventories are valued at the lower of cost and net realisable value.

Raw materials, Stores and Spares and Packing Materials are valued at lower of cost determined on weighted average basis and net realisable value.

Work in process is valued at cost plus appropriate share of labour and manufacturing overheads.

Finished Goods are valued at cost plus appropriate share of labour and manufacturing overheads.

Construction work in progress is valued at cost and net realisable value whichever is lower. The cost is determined considering proportionate, cost of value of land, direct construction cost, development expenses and attributable indirect expenses.

**e) Property, Plant and Equipments (PPE)**

PPE are recorded at cost of acquisition / construction less accumulated depreciation and impairment losses, if any. Cost comprises of the purchase price net of indirect taxes, if any, and any attributable cost of bringing the assets to its working condition for its intended use.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Subsequent measurement

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Spare parts are treated as capital assets when they meet the definition of PPE. Otherwise, such items are classified as inventory.

## Derecognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The consequential gain or loss is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognized in the statement of profit and loss.

### f) Assets held for sale

Assets held for sale are measured at the lower of carrying amount or fair value less costs to sell. The determination of fair value less costs to sell includes use of management estimates and assumptions. The fair value of the assets held for sale has been estimated using valuation techniques which includes unobservable inputs.

### g) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties are depreciated using the straight-line method over their estimated useful lives. Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. The Company has used government registration rates for the purpose of determining fair value of Land and Buildings.

### h) Depreciation / Amortisation on PPE and Investment Properties

Depreciation on PPE and investment properties is provided on Straight Line Basis as per the useful life prescribed in schedule II of the Companies Act 2013 except for Building where the life of 30-60 years is considered based on internal technical estimates. Depreciation on these assets have been provided on the net restated book value prospectively over the remaining useful life as per Schedule II of Companies Act 2013. Freehold land is not depreciated.

### i) Capital Work-in-Progress (CWIP)

Projects under construction wherein assets are not ready for use in the manner as intended by the management are shown as Capital Work-In-Progress.

### j) Leases

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.

#### Company as a lessee

##### i) Initial recognition and measurement:

###### (a) Lease Liability

At the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using incremental borrowing rate.

###### (b) Right-of-use assets

Initially recognised 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.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## ii) Subsequent measurement

### (a) Lease Liability

Company measure the lease liability by (a) increasing the carrying amount to reflect interest on the lease liability; (b) reducing the carrying amount to reflect the lease payments made; and (c) remeasuring the carrying amount to reflect any reassessment or lease modifications.

### (b) Right-of-use assets

Subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight line basis over the shorter of the lease term and useful life of the under lying asset.

## iii) Impairment

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

## iv) Short term Lease:

Short term lease is that, at the commencement date, has a lease term of 12 months or less. A lease that contains a purchase option is not a short-term lease. If the company elected to apply short term lease, the lessee shall recognise the lease payments associated with those leases as an expense on either a straight-line basis over the lease term or another systematic basis. The lessee shall apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit.

### Company as a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever, the terms of the lease transfers substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Lease income is recognised in the statement of profit and loss on straight line basis over the lease term.

## k) Fair Value Measurement

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.

## l) Impairment of Non-Current Assets

Non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## m) Trade Receivables

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

## n) Cash and Cash equivalents

Cash and cash equivalents include cash at bank and cash in hand and highly liquid interest-bearing securities with maturities of three months or less from the date of inception/acquisition.

### Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from the operating, investing and financing activities of the Company are segregated.

In the cash-flow statement, cash and cash equivalents are shown net of bank overdrafts, which are included as current borrowings in liabilities on the balance sheet.

## o) Borrowing Costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

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

## p) Taxation

### i) Current Income Tax

Income tax expense comprises of current tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent that it relates to items recognized directly in equity/OCI, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted on the reporting date.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

### ii) Deferred Tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income 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 unused tax losses can be utilised.

The carrying amount of deferred income 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 income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.



## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**q) Financial Instruments**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

**(i) Financial Assets****(a) Initial recognition and measurement**

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

**(b) Subsequent measurement**

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

- **Financials Assets at Amortised Cost:**

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

After initial measurement, debt instruments at amortised cost are subsequently measured at amortised cost using the effective interest rate method, less impairment, if any.

- **Financial assets at fair value through Other Comprehensive Income (FVOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment).

- **Financial assets at fair value through Profit or Loss (FVTPL)**

Financial assets which are not classified in any of the above categories are subsequently fair valued through profit or loss.

**(c) De-recognition**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

**(d) Impairment**

The Company recognizes loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are not fair valued through Profit and Loss / OCI. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is treated as an impairment gain or loss in Statement of Profit and Loss.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## (ii) Financial Liabilities

### (a) Initial recognition and measurement

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

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

### (b) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

#### - Financial liabilities at fair value through Profit and Loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial recognition at fair value through profit and loss.

#### - Financial liabilities measured at Amortised Cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method except for those designated in an effective hedging relationship.

### (c) De-recognition

A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

## r) Segment reporting

Operating Segments are identified based on monitoring of operating results by the Chief Operating Decision Maker (CODM) separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss of the Company.

## s) Provisions, Contingent liabilities and Assets

### (i) Provisions

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

### (ii) Contingent Liabilities

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

### (iii) Contingent Assets

Contingent Assets are not recognised but are disclosed in the notes to the financial statements.

## t) Investments in subsidiaries and associates

The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, Separate Financial Statements.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## u) Earnings Per Share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

## 3 Recent Pronouncements

On March 31, 2023, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2023. This notification has resulted into following amendments in the existing Accounting Standards which are applicable from April 1, 2023.

- i. Ind AS 101 – First time adoption of Ind AS – modification relating to recognition of deferred tax asset by a first-time adopter associated with (a) right to use assets and related liabilities and (b) decommissioning, restoration and similar liabilities and corresponding amounts recognised as cost of the related assets.
- ii. Ind AS 102 – Share-based Payment – modification relating to adjustment after vesting date to the fair value of equity instruments granted.
- iii. Ind AS 103 – Business Combination – modification relating to disclosures to be made in the first financial statements following a business combination.
- iv. Ind AS 107 – Financial Instruments Disclosures – modification relating to disclosure of material accounting policies including information about basis of measurement of financial instruments.
- v. Ind AS 109 – Financial Instruments – modification relating to reassessment of embedded derivatives.
- vi. Ind AS 1 – Presentation of Financials Statements – modification relating to disclosure of 'material accounting policy information' in place of 'significant accounting policies'.
- vii. Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors – modification of definition of 'accounting estimate' and application of changes in accounting estimates.
- viii. Ind AS 12 – Income Taxes – modification relating to recognition of deferred tax liabilities and deferred tax assets.
- ix. Ind AS 34 – Interim Financial Reporting – modification in interim financial reporting relating to disclosure of 'material accounting policy information' in place of 'significant accounting policies'.

The Company is evaluating the amendments and the expected impact, if any, on the Company's financial statements on application of the amendments for annual reporting periods beginning on or after 1 April 2023.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

#### 4 Property, Plant and Equipment (PPE):

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2022	11,750.41	627.63	1.89	1,932.18	294.92	321.74	66.51	120.35	15,115.65	19.26
Additions	-	-	-	8.53	-	-	2.05	-	10.58	13.37
Disposals/transfer	(0.03)	(0.00)	-	(9.52)	-	-	(0.87)	-	(10.42)	(19.26)
Transfer to Stock in trade	(0.24)	-	-	-	-	-	-	-	(0.24)	-
Gross Carrying amount as at 31st March, 2023	11,750.14	627.63	1.89	1,931.18	294.92	321.74	67.68	120.35	15,115.55	13.37
Accumulated Depreciation as at 1st April, 2022	-	141.38	1.15	1,355.68	122.06	76.24	24.70	44.48	1,765.69	-
Depreciation charge for the year	-	29.50	0.00	76.41	17.44	26.91	8.72	13.84	172.82	-
Disposals	-	(0.00)	-	(5.70)	-	-	-	-	(5.70)	-
Accumulated Depreciation as at 31st March, 2023	-	170.88	1.15	1,426.39	139.50	103.15	33.42	58.33	1,932.81	-
Net Carrying Amount as at 31st March, 2023	11,750.14	456.75	0.75	504.80	155.42	218.58	34.25	62.04	13,182.76	13.37
Net Carrying Amount as at 31st March, 2022	11,750.41	486.25	0.75	576.50	172.86	245.49	41.81	75.88	13,349.98	19.26

**Note:**

1. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2021	11,751.48	524.18	1.89	1,932.07	294.92	302.36	58.04	120.35	14,985.33	584.16
Additions	-	106.76	-	36.15	-	19.38	8.46	-	170.75	62.68
Disposals/transfer	-	(3.32)	-	(36.04)	-	-	-	-	(39.36)	(131.54)
Transfer to Stock in trade	(1.07)	-	-	-	-	-	-	-	(1.07)	(496.03)
Gross Carrying amount as at 31st March, 2022	11,750.41	627.63	1.89	1,932.18	294.92	321.74	66.51	120.35	15,115.65	19.26
Accumulated Depreciation as at 1st April, 2021	-	114.75	1.14	1,297.35	104.62	50.79	16.72	30.61	1,615.98	-
Depreciation charge for the year	-	28.48	0.00	84.93	17.44	25.46	7.98	13.88	178.17	-
Disposals	-	(1.85)	-	(26.60)	-	-	-	-	(28.46)	-
Accumulated Depreciation as at 31st March, 2022	-	141.38	1.15	1,355.68	122.06	76.24	24.70	44.48	1,765.69	-
Net Carrying Amount as at 31st March, 2022	11,750.41	486.25	0.75	576.50	172.86	245.49	41.81	75.88	13,349.98	19.26
Net Carrying Amount as at 31st March, 2021	11,751.48	409.43	0.75	634.72	190.29	251.57	41.32	89.76	13,369.34	584.16

**Note:**

1. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.

continued...

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Capital Work in Progress (CWIP) Ageing as at 31st March, 2023

₹ in Lakhs

CWIP	Amount in CWIP for a period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Project in progress:</b>					
Project I	13.37	-	-	-	13.37

## Capital Work in Progress (CWIP) Ageing as at 31st March, 2022

CWIP	Amount in CWIP for a period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Project in progress:</b>					
Project I	8.03	11.24	-	-	19.26

Notes:

- There are no projects which are temporarily suspended as on 31.03.2023 and 31.03.2022.
- There are no Projects whose completion is overdue or has exceeded its cost.

## 5 Investment Property :

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
<b>Gross Carrying amount as at 1st April,2022</b>	<b>4,357.04</b>	<b>9,184.55</b>	<b>93.18</b>	<b>3,306.29</b>	<b>16,941.06</b>
Additions	846.16	617.20	11.13	2,198.23	3,672.71
Disposals/transfer	0.03	-	-	(600.27)	(600.24)
<b>Gross Carrying amount as at 31st March,2023</b>	<b>5,203.23</b>	<b>9,801.74</b>	<b>104.31</b>	<b>4,904.25</b>	<b>20,013.53</b>
<b>Accumulated Depreciation as at 1st April,2022</b>	<b>-</b>	<b>843.84</b>	<b>74.39</b>	<b>-</b>	<b>918.23</b>
Depreciation charge for the year	-	460.12	2.85	-	462.97
Disposals	-	-	-	-	-
<b>Accumulated Depreciation as at 31st March,2023</b>	<b>-</b>	<b>1,303.96</b>	<b>77.24</b>	<b>-</b>	<b>1,381.20</b>
<b>Net Carrying Amount as at 31st March, 2023</b>	<b>5,203.23</b>	<b>8,497.78</b>	<b>27.07</b>	<b>4,904.25</b>	<b>18,632.33</b>
<b>Net Carrying Amount as at 31st March, 2022</b>	<b>4,357.04</b>	<b>8,340.71</b>	<b>18.79</b>	<b>3,306.29</b>	<b>16,022.83</b>

Note:

- Refer Note 33 (P) for other disclosures.

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
<b>Gross Carrying amount as at 1st April,2021</b>	<b>3,455.12</b>	<b>6,701.08</b>	<b>93.18</b>	<b>3,142.70</b>	<b>13,392.08</b>
Additions	901.92	2,496.26	-	2,739.31	6,137.49
Disposals/transfer	-	(12.79)	-	(2,575.72)	(2,588.51)
<b>Gross Carrying amount as at 31st March,2022</b>	<b>4,357.04</b>	<b>9,184.55</b>	<b>93.18</b>	<b>3,306.29</b>	<b>16,941.06</b>
<b>Accumulated Depreciation as at 1st April,2021</b>	<b>-</b>	<b>576.57</b>	<b>71.66</b>	<b>-</b>	<b>648.23</b>
Depreciation charge for the year	-	269.09	2.73	-	271.82
Disposals	-	(1.82)	-	-	(1.82)
<b>Accumulated Depreciation as at 31st March, 2022</b>	<b>-</b>	<b>843.84</b>	<b>74.39</b>	<b>-</b>	<b>918.23</b>
<b>Net Carrying Amount as at 31st March, 2022</b>	<b>4,357.04</b>	<b>8,340.71</b>	<b>18.79</b>	<b>3,306.29</b>	<b>16,022.83</b>
<b>Net Carrying Amount as at 31st March, 2021</b>	<b>3,455.12</b>	<b>6,124.51</b>	<b>21.52</b>	<b>3,142.70</b>	<b>12,743.85</b>

Note:

- Refer Note 33 (P) for other disclosures.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Investment Property CWIP Ageing as at 31st March, 2023

₹ in Lakhs

CWIP	Amount in CWIP for a period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Project in progress:</b>					
Commercial Project	1,921.63	1,924.32	923.85	134.44	4,904.25

## Investment Property CWIP Ageing as at 31st March, 2022

CWIP	Amount in CWIP for a period				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Project in progress:</b>					
Commercial Project	2,186.78	956.84	85.46	77.21	3,306.29

Note:

- There are no projects which are temporarily suspended as on 31.03.2023 and 31.03.2022.
- There are no Projects whose completion is overdue or has exceeded its cost.

## Non-Current Financial Assets

## 6 Investments:

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(A) Investment at fair value through Other Comprehensive Income (fully paid)</b>		
<b>(a) Equity Shares (Fully paid up):</b>		
<b><u>Quoted:</u></b>		
- Jyoti Limited (CY and PY : 84,900 Nos. Equity Shares)	13.13	7.63
- Panasonic Energy India Company Limited (CY and PY: 72,824 Nos. Equity Shares)	157.74	202.49
- Kerbs Biochemicals Limited ( CY and PY: 100 Nos. Equity Shares)	0.06	0.14
- Paushak Limited ( CY and PY: 5,87,809 Nos. Equity Shares)	36,544.67	61,101.28
	<b>36,715.59</b>	<b>61,311.54</b>
<b><u>Unquoted:</u></b>		
- Alembic Employees Co-operative Supply Society Limited (CY and PY: 100 Nos. Equity Shares)	0.01	0.01
- Co-Operative Bank of Baroda Limited ( CY and PY: 100 Nos. Equity Shares)	0.03	0.03
- Gujarat Export Corporation Limited ( CY and PY: 12,210 Nos. Equity Shares)	1.14	1.14
- Pran Agro Services Private Limited ( CY and PY: 18 Nos. Equity Shares) #	0.00	0.00
- Pragati Sahakari Bank Limited ( CY and PY: 500 Nos. Equity Shares)	0.05	0.05
- Baroda Industrial Development Corporation Limited (CY and PY: 6 Nos. Equity Shares)	0.06	0.06
- Ganesh Co-operative Housing Society Limited (CY and PY: 2 Nos. Equity Shares) #	0.00	0.00
- Gujarat Urban Housing Company ( CY and PY: 10 Nos. Equity Shares)	0.01	0.01
- Morning Star Co-operative Housing Society Limited ( CY and PY: 1 Nos. Equity Shares) #	0.00	0.00
	<b>1.29</b>	<b>1.29</b>

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(b) Preference Shares (Fully paid up):</b>		
<b>Unquoted:</b>		
- 5% Non-Cumulative Redeemable Preference Share of Pran Agro Services Private Limited (CY and PY : 100 Nos. Preference Shares)	0.50	0.50
	0.50	0.50
<b>(B) Investment valued at Cost</b>		
<b>(a) Equity Shares (Fully paid up):</b>		
<b>In Associate Company</b>		
<b>Quoted:</b>		
- Alembic Pharmaceuticals Limited ( CY and PY: 5,60,97,544 Nos. Equity Shares)	8,665.07	8,665.07
<b>In Subsidiary Company</b>		
<b>Unquoted:</b>		
- Alembic City Limited (CY and PY 50,000 Nos. Equity Shares)	10.07	10.07
<b>(b) Debentures (Fully paid up):</b>		
<b>In Subsidiary Company - Alembic City Limited</b>		
- 1% Optionally Fully Convertible Debentures (OFCD) (CY Nil and PY : 250 Nos. Debentures)	-	250.00
<b>(C) Investment at fair value through Profit and Loss Account</b>		
Alternative investment fund (AIF Equity Fund) (Quoted) (CY 7,00,000 units and PY : Nil Units)	714.28	-
<b>Total Investments</b>	<b>46,106.81</b>	<b>70,238.48</b>
<b>Aggregate amount of quoted investments</b>	<b>46,094.95</b>	<b>69,976.61</b>
<b>Aggregate market value of quoted investments</b>	<b>3,15,645.64</b>	<b>4,77,190.68</b>
<b>Aggregate amount of unquoted investments</b>	<b>11.87</b>	<b>261.87</b>

# Amount less than Rupees One Thousand.

## 7 Other Financial Assets:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank deposits with more than 12 months maturity	3.29	3.12
Finance Lease Receivable (Refer Note 33 (C)(i))	160.29	264.08
	<b>163.58</b>	<b>267.20</b>

## 8 Inventories:

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Raw Materials*	327.37	151.62
(b) Packing Materials*	3.42	5.13
(c) Finished Goods	524.30	464.11
(d) Stores and spares*	290.78	328.03
<b>Real Estate</b>		
(e) Project Under progress	7,715.39	7,738.15
	<b>8,861.26</b>	<b>8,687.04</b>

\* The cost of inventory recognised as an expense during the year was ₹ 59.44 Lakhs ( PY ₹ 2.91 Lakhs).

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Current Financial Assets

## 9 Investments:

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Investment at Fair Value through Profit or Loss</b>		
<b>Mutual Funds (Quoted)</b>		
- Debt Funds	3,952.09	1,910.79
<b>Alternative investment fund (AIF Equity Fund) (Quoted)</b>	207.55	448.45
(CY 1,33,615 Units and PY : 2,98,230 Units)		
	<b>4,159.64</b>	<b>2,359.25</b>

## 10 Trade Receivables:

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Trade Receivables considered Good-Unsecured</b>		
- Receivable from Related Parties (Refer Note 33 (D))	873.51	464.30
- Others	1,394.89	1,025.76
	<b>2,268.40</b>	<b>1,490.06</b>
<b>Trade Receivables which have significant increase in credit risk</b>	-	-
Less : Expected Credit Loss Allowance	-	-
	<b>2,268.40</b>	<b>1,490.06</b>

Note: Refer Note 33 (J) for other disclosures.

## 11 Cash and Cash Equivalents:

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance with banks	81.53	89.78
Cash on hand	1.17	2.03
	<b>82.69</b>	<b>91.81</b>

## 12 Bank balances other than Cash and cash equivalents:

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Other Bank Balances</b>		
- Bank deposits	2.26	2.74
In earmarked accounts		
- Balances held in unpaid dividend accounts	94.42	64.64
	<b>96.69</b>	<b>67.38</b>



## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**13 Loans:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(Unsecured, considered good)</b>		
Inter Corporate Deposit	-	504.44
	-	504.44

**14 Others:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Security Deposits	9.73	10.80
Finance Lease Receivable (Refer Note 33 (C)(i))	103.79	86.91
Receivable from Related party (Refer note 33(D))*	670.83	176.00
Others	5.43	3.38
	789.78	277.08

\*Rate of interest CY: 8% per annum

**15 Other Current Assets:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advance to Employees	8.71	8.94
Advance to Suppliers	221.60	390.91
Balance with Government authorities	63.53	28.30
Prepaid Expenses	29.15	41.98
Other Receivables	82.56	75.85
	405.56	545.97

**16 Equity Share Capital:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>a) Authorized</b>		
300,000,000 - Equity shares of ₹ 2/- each	6,000.00	6,000.00
	6,000.00	6,000.00
<b>b) Shares issued, subscribed and fully paid</b>		
256,791,193 (PY: 256,791,193) - Equity shares of ₹ 2/- each	5,135.82	5,135.82
	5,135.82	5,135.82
<b>c) Shares fully paid</b>		
256,781,828 (PY: 256,781,828) - Equity shares of ₹ 2/- each	5,135.64	5,135.64
	5,135.64	5,135.64

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**d) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.**

	As at 31st March, 2023		As at 31st March, 2022	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
At the beginning of the period	256,781,828	5,135.64	256,781,828	5,135.64
Add / (Less) : changes during the year by the Company	-	-	-	-
At the end of the period	256,781,828	5,135.64	256,781,828	5,135.64

**e) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital;**

The Company is having only one class of shares i.e Equity carrying a nominal value of ₹ 2/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

The Company declares and pays dividend as approved by the shareholders at the Annual General Meeting. During the year ended 31st March, 2023 an amount of ₹ 1.80 of dividend per equity share was paid for Financial Year 2021-22.

**f) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Numbers	% held	Numbers	% held
Nirayu Limited (Holding Company)	161,915,052	63.06%	161,915,052	63.06%

**g) Shareholding of Promoters**

Promoter Name	As at 31st March, 2023			As at 31st March, 2022		
	No of Shares	% of total shares	% change during the year	No of Shares	% of total shares	% change during the year
1. Chirayu Ramanbhai Amin	8,317,644	3.24%	0.00%	8,317,644	3.24%	0.00%
2. Malika Chirayu Amin	7,678,954	2.99%	0.00%	7,678,954	2.99%	0.00%

**h) Aggregate number of Equity shares bought back during last 5 years : 10,250,000 equity shares of ₹ 80/- per share bought back in Financial year 2018-19.****17 Other Equity :**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>a) Capital Redemption Reserve (on account of Buy back of shares in earlier years)</b>		
Balance as per the last financial statements	205.00	205.00
	205.00	205.00
<b>b) General Reserve (transfer of a portion of the net profit)</b>		
Balance as per the last financial statements	16,496.62	14,496.62
Add: Transferred from Retained Earnings	-	2,000.00
	16,496.62	16,496.62

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>c) Retained Earnings</b>		
Balance as per the last financial statements	24,592.68	18,554.66
Profit for the year	7,927.03	8,571.47
<b>Items of Other Comprehensive Income</b>		
Remeasurements of post-employment benefit obligation, net of tax	(4.83)	(19.89)
Transfer to General Reserve	-	(2,000.00)
<b>Less: Appropriations</b>		
- Equity Dividend including tax thereon	(4,622.07)	(513.56)
	27,892.82	24,592.68
<b>d) Equity Instrument held at FVOCI (Refer below note)</b>		
Balance as per the last financial statements	54,955.19	44,290.10
Changes in fair value of FVOCI instruments (net of tax)	(21,786.66)	10,665.09
	33,168.53	54,955.19
<b>Total</b>	<b>77,762.96</b>	<b>96,249.48</b>

Note: EQUITY INSTRUMENT held at FVOCI: The Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income. This amount will be reclassified to retained earnings on derecognition of corresponding equity instrument.

## 18 Non Current -Other Financials Liabilities:

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Security Deposits</b>		
- From related parties (Refer Note 33(D))	30.75	27.29
- From others	119.55	94.02
	150.31	121.32
<b>Deferred Income</b>	<b>61.80</b>	<b>71.54</b>
	212.11	192.86

## 19 Non Current Provisions:

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for employee benefits</b>		
- Provision for gratuity	20.07	23.33
- Provision for Compensated absences	100.49	86.59
	120.55	109.92

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**20 Deferred Tax Liability (Net):**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Deferred Tax Liabilities</b>		
- Depreciation	251.31	264.19
- Financial Assets at FVOCI	3,258.77	6,068.05
- Financial Assets at FVTPL	25.44	42.86
- Others	643.35	82.08
<b>Sub Total (a)</b>	<b>4,178.86</b>	<b>6,457.18</b>
<b>Deferred Tax Assets</b>		
- Deferred Revenue Expenses	(0.71)	(3.31)
- Business losses	(77.63)	(77.63)
- Others	(621.24)	(333.58)
<b>Sub Total (b)</b>	<b>(699.58)</b>	<b>(414.52)</b>
<b>Total (a+b)</b>	<b>3,479.28</b>	<b>6,042.66</b>

**Current Financial Liabilities****21 Trade Payables:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Dues to Micro and Small Enterprises (Refer Note 33(L))	304.59	275.24
Others	1,415.38	1,636.33
	<b>1,719.97</b>	<b>1,911.57</b>

Refer Note 33 (K) for Other disclosures.

**22 Other Financial Liabilities:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unpaid Dividend	94.42	64.64
<b>Security Deposits</b>		
- from related parties (Refer Note 33 (D))	269.63	262.85
- from others	20.90	8.55
	<b>384.95</b>	<b>336.04</b>

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**23 Other Current Liabilities:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Liabilities	155.74	165.49
Others Liabilities	270.04	254.44
Advance from customers	3,435.11	2,661.87
	<b>3,860.90</b>	<b>3,081.80</b>

**24 Current Provisions:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for employee benefits</b>		
- Provision for gratuity	25.18	42.19
- Provision for Compensated absences	26.36	23.72
- Others	34.22	35.30
	<b>85.76</b>	<b>101.21</b>
<b>Others- Refer Note 33(B)(d)(ii)</b>	<b>2,052.13</b>	<b>991.26</b>
	<b>2,137.89</b>	<b>1,092.47</b>

**25 Revenue From Operations:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>Sale of products</b>		
- Domestic	849.76	1,196.91
- Exports	167.95	173.74
- Real Estate Development	6,866.59	1,813.52
<b>Export Incentives</b>	<b>3.20</b>	<b>3.33</b>
<b>Sale of Services</b>		
- Job work income	914.20	1,256.78
- Rent	2,768.95	2,528.93
<b>Other Operating Revenues</b>		
- Others	745.11	624.08
<b>Total Revenue from Operations</b>	<b>12,315.76</b>	<b>7,597.28</b>

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**26 Other Income:**

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Interest Income	106.98	112.99
Dividend Income	5,685.76	7,858.21
Fair Value change of investment held for trading	101.61	101.57
Profit / (Loss) on sale of Investments (Net)	125.48	156.62
<b>Other Non Operating Income</b>		
- Gain on Foreign Currency Transactions (Net)	0.47	0.99
- Gain/(Loss) on sale of Property, Plant and Equipments (Net)	102.61	195.76
- Amount no longer payable written back	-	120.14
- Insurance claim received	-	36.95
- Others	288.41	325.91
	<b>6,411.32</b>	<b>8,909.14</b>

**27 Cost of Materials Consumed:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Inventory at the beginning of the year	156.75	324.16
Add : Purchases	865.90	685.18
	<b>1,022.64</b>	<b>1,009.34</b>
Less: Inventory at the end of the year	330.79	156.75
	<b>691.85</b>	<b>852.59</b>

**28 Cost of Construction:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Opening Construction Work under progress	7,738.15	4,065.48
Add : Construction Expenses incurred during the year	3,456.92	4,836.27
Less : Closing Construction Work under progress	7,715.39	7,738.15
	<b>3,479.67</b>	<b>1,163.60</b>

**29 Changes in Inventories of Finished Goods /Work in Progress:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>Inventory at the end of the year</b>		
- Finished Goods	524.30	464.11
(a)	<b>524.30</b>	<b>464.11</b>
<b>Inventory at the beginning of the year</b>		
- Finished Goods	464.11	709.76
(b)	<b>464.11</b>	<b>709.76</b>
(b-a)	<b>(60.18)</b>	<b>245.64</b>

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**30 Employee Benefit Expenses:**

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Salary and Wages	2,188.19	1,951.28
Contribution to Provident and other funds	166.68	165.12
Staff Welfare Expense	49.40	31.00
	2,404.28	2,147.40

**31 Other Expenses:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Consumption of Stores, spares and laboratory materials	188.22	230.86
Power and Fuel (Net)	195.78	4.72
Repairs and Maintenance		
- Machinery	156.34	177.79
- Building	26.19	40.76
- Others	227.16	345.70
Marketing, Publicity Expenses and Selling Commission	174.44	69.37
Rent	-	0.13
Rates and Taxes	312.55	212.13
Insurance	50.38	60.98
Travelling Expense	23.06	14.13
Legal and Professional Fees	480.40	558.67
Payment to Auditors (Refer Note 33(F))	14.58	14.15
Expenses on CSR related activities (Refer Note 33( E ))	19.38	23.09
Miscellaneous Expenses	131.17	144.02
	1,999.64	1,896.48

**32 Other Comprehensive Income:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>Items that will not be reclassified to Profit and Loss</b>		
Changes in fair value of FVOCI instruments	(24,595.95)	12,035.56
Income Tax relating to this item	2,809.29	(1,370.47)
Re-measurements of post-employment benefit obligations	(6.45)	(26.58)
Income Tax relating to this item	1.62	6.69
	(21,791.49)	10,645.21

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**33 Other Explanatory Notes and Informations:**

₹ In Lakhs

	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>A</b>	<b>Commitments</b>		
	<b>a) Capital Commitments</b>		
	Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
	- Property, Plant and Equipments	42.19	31.63
	- Investment Property	3,736.47	3,219.58
		<b>3,778.66</b>	<b>3,251.22</b>

	Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>B</b>	<b>Contingent Liabilities</b>		
	a) Wage revision and reinstatement of employees and other demands	<b>Unascertained</b>	Unascertained
	b) Letter of Credit, Guarantees and counter guarantees	354.62	329.65
	c) Liabilities Disputed in appeals:		
	- Excise Duty	-	17.87
	- Service Tax (net of Provision ₹ 117.69 Lakhs)	519.71	-
	- Sales Tax	123.76	123.76
	- Income Tax	659.47	659.47
	- Green Cess	19.29	19.29
	d) Claims against the Company not acknowledged as debt		
	(i) Real Estate Division - (Refer Note 1)	-	-
	(ii) API Division (Refer Note 2) (PY net of Provision ₹ 991.26 Lakhs)	-	1,060.87

**Note**

- Represent a litigation filed in National Consumer Forum in respect of one project with frivolous claims, which the Company is confident of being awarded in its favour.
- The Company had informed the stock exchanges vide communication dated 14th February, 2023 that the Appeal filed by the Company before the Hon'ble High Court of Gujarat in matter(s) arising out of Special Civil Application No. 2683 of 2004 and others, against the State of Gujarat, Collector of Electricity Duty, Chief Auditor, Industries Commission; has been dismissed. The Company has filed an appeal before the Hon'ble Supreme Court of India challenging the referred Order. Pending decision of the Hon'ble Supreme Court, the Company has made an aggregate provision in its books for the principal amount of ₹ 2,052.13 lakhs (₹ 991.26 lakhs was already provided in previous periods) and disclosed contingent liability for interest, the amount of which is not ascertainable (P.Y. ₹ 2,902 Lakhs) and is not acknowledged or accepted by the Company.

**C Disclosure pursuant Leases:****As Lessee:****Short term Leases:**

The Company has obtained premises for its business operations under operating lease or leave and license agreements. These are not non-cancellable and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognised in Statement of Profit and Loss under the head "Rent Expense" in note no 31.

**As Lessor:**

- Finance Lease Receivable (reconciliation gross/net investment)

The Reconciliation between the total gross investment in the lease and net investment in lease at the statement of financials position date is as follows.



# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ in Lakhs

Particulars	31st March 2023	31st March 2022
Gross Receivable	350.99	423.69
Less: unearned finance income	86.91	72.71
<b>Total</b>	<b>264.08</b>	<b>350.99</b>
Of which		
Current Portion	103.79	86.91
Non Current Portion	160.29	264.08

- ii) The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

Particulars	₹ in Lakhs
Less than one year	2,591.49
One to Two Year	2,379.30
Two to Three Year	2,251.32
Three to Four Year	2,162.48
Four to Five Year	1,639.59
More than Five Year	2,824.65
<b>Total</b>	<b>13,848.82</b>

## D Related Party Disclosures:

List of Related Parties with whom the Company has entered into transactions during the year.

- (a) **Holding Company :** Nirayu Limited
- (b) **Subsidiary:** Alembic City Limited
- (c) **Associate Company:** Alembic Pharmaceuticals Limited
- (d) **Other Related Parties:**
  1. Shreno Limited
  2. Paushak Limited
  3. Shreno Publications Limited
  4. Rakshak Services Private Limited
  5. Shreno Engineering Limited
  6. Bhailal Amin General Hospital
  7. Alembic CSR Foundation
  8. Alembic Limited Provident Fund
  9. Alembic Limited Gratuity Fund
  10. Alembic Limited Superannuation Scheme
  11. Viramya Packlight LLP
  12. Gallup Life Private Limited

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**(e) Key Managerial Personnel**

1. Mr. Chirayu Amin	Chairman
2. Mrs. Malika Amin	Managing Director and Chief Executive Officer
3. Mr. Udit Amin	Non-Executive Director
4. Mr. C. P. Buch	Independent Director
5. Mr. Sameer Khera	Independent Director
6. Mr. Mayank Amin	Independent Director
7. Mrs. Rati Desai	Independent Director
8. Mr. Abhijit Joshi	Director
9. Mr. Rasesh Shah	Chief Financial Officer
10. Mr. Drigesh Mittal	Company Secretary

**(f) Close Relatives of Key Managerial Personnel**

1. Mr. Pranav Amin
2. Mr. Shaunak Amin
3. Ms. Yera Amin
4. Mrs. Shreya Mukharji
5. Mrs. Jyoti Suresh Patel
6. Mrs. Ninochaka Anup Kothari
7. Mrs. Asha Subhash Khera

**(g) Key Managerial Personnel Compensation**

₹ In Lakhs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Short-term employee benefits	257.65	233.61
Terminal Benefits	25.63	22.64
Other Benefits	187.40	209.44
<b>Total Compensation</b>	<b>470.69</b>	<b>465.69</b>

**(h) Transactions with Related Parties**

During the year, the following transactions were carried out with related parties and relative of Key Managerial Personnel in the ordinary course of the business

Holding - Nirayu Limited	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Rent Income	0.19	-
Dividend Paid	2,914.47	323.83
Receiving of services	-	0.96
Sale of Goods	-	3.25
Security Deposit Received	0.12	-

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

<b>Subsidiary - Alembic City Limited</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Rent Income	1,423.66	804.93
Investment (Repayment) in 1% Optionally Convertible Debentures	(250.00)	(250.00)
Interest on Investment in 1% Optionally Convertible Debentures	1.88	4.79
Commission on Corporate Guarantee	0.13	0.02
Reimbursement of Expenses	95.64	36.70
Reimbursement of Expenses Paid	21.97	20.04
Security Deposit Received	4.44	5.61

<b>Associate - Alembic Pharmaceuticals Limited</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Purchase of Goods	22.12	42.98
Sale of Goods	470.97	595.96
Rendering of services	1,437.80	1,755.16
Reimbursement of Expenses	427.12	89.91
Rent Income	990.52	990.23
Dividend Income	5,609.75	7,817.11
Refund Security Deposit	-	3.84
Security Deposit Received	-	12.64

<b>Key Managerial Personnel and their relatives</b>	<b>Name of Parties</b>	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Managerial Remuneration			
	Mrs. Malika Amin	144.00	144.00
	Mr. Udit Amin	170.00	192.54
	Mr. Rasesh Shah	117.23	92.11
	Mr. Drigesh Mittal	22.06	20.14
Dividend Paid			
	Mr. Chirayu Amin	149.72	16.64
	Mrs. Malika Amin	138.22	15.36
	Others	143.68	14.38
Sitting Fees			
	Mr. Chirayu Amin	1.70	1.80
	Mr. Udit Amin	2.00	1.50
	Mr. C. P. Buch	3.80	3.70
	Mr. Sameer Khera	3.20	3.30
	Mr. Mayank Amin	3.20	3.30
	Mrs. Rati Desai	1.70	1.70
	Mr. Abhijit Joshi	1.80	1.60
Sale of Goods			
	Mr. Sameer Khera	634.19	-
	Mrs. Asha Subhash Khera	309.62	-

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Significant Transactions with Other Related Parties

₹ In Lakhs

Other Related Parties	Name of Parties	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Purchase of Goods			
	Paushak Limited	7.09	6.80
	Shreno Publications Limited	1.37	4.30
	Shreno Limited	-	1.08
Sale of Goods			
	Paushak Limited	7.65	11.13
Sale of Property, Plant and Equipments			
	Paushak Limited	38.26	10.62
Rendering of services			
	Shreno Limited	573.09	519.48
	Paushak Limited	41.30	41.30
Receiving of services			
	Rakshak Services Private Limited	23.14	18.64
	Bhailal Amin General Hospital	0.04	0.02
Rent Income			
	Shreno Publications Limited	84.13	73.06
	Paushak Limited	30.20	30.20
	Shreno Engineering Limited	0.57	0.39
	Bhailal Amin General Hospital	3.50	-
	Gallup Life Private Limited	0.58	-
CSR Contribution			
	Alembic CSR Foundation	19.38	23.09
Post Employment Benefit Plans			
	Alembic Limited Provident Fund	199.83	194.58
	Alembic Limited Gratuity Fund	65.60	25.00
	Alembic Limited Superannuation Scheme	2.21	2.36
Dividend Paid			
	Paushak Limited*	0.03	0.00
	Others*	0.04	0.00
Dividend Income			
	Paushak Limited	70.54	35.27
Advance to Related party			
	Alembic Limited Provident Fund	(176.00)	176.00
	Shreno Limited	672.31	-
Security Deposit Received			
	Bhailal Amin General Hospital	2.22	-

\* Amount less than One thousand

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Outstanding Balances

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Holding-Nirayu Limited</b>		
Deposits Payable	0.12	-
<b>Subsidiary-Alembic City Limited</b>		
Trade Payable	0.35	-
Deposits Payable	60.16	55.73
Investment in 1% Optionally convertible debentures	-	250.00
Investment in Equity Shares	10.07	10.07
<b>Associate-Alembic Pharmaceuticals Limited</b>		
Trade Receivable	459.61	419.11
Trade Payable	0.04	16.37
Deposits Payable	275.49	275.49
Investment in Equity Shares	8,665.07	8,665.07
<b>Other Related Parties</b>		
Trade Receivable	413.90	45.19
Trade Payable	1.29	1.57
Advance*	670.83	176.00
Deposits Payable	2.22	-
Investment in Equity Shares	36,544.67	61,101.28
<b>Key Managerial Personnel</b>		
Commission Payable	170.00	192.54

\*Advances has been given in accordance with Section 186(4) of the Companies Act, 2013 and the same has been given for general Business Purpose.

## E Corporate Social Responsibility (CSR) :

As per section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
1. Amount required to be spent by the company during the year	19.38	23.09
2. Amount of expenditure incurred	19.38	23.09
3. Shortfall at the end of the year	-	-
4. Total of previous years shortfall	-	-
5. Reason for shortfall	NA	NA
6. Nature of CSR activities	Refer below Note	Refer below Note
7. Details of Related party	Refer below Note	Refer below Note
8. Provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in Provision during the year shall be shown separately	NA	NA

Note: Contributed for CSR activities in the area of healthcare, rural development and education through implementing agency - Alembic CSR Foundation, a related party

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**F Payment to Auditors:**

₹ In Lakhs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Statutory Auditors</b>		
Audit Fees ( Including Limited Review)	9.50	9.50
Other services	0.07	-
Reimbursement of expenses	0.14	0.05
<b>Tax Auditor</b>		
Tax Audit Fees	3.00	3.00
<b>Secretarial Auditor</b>		
Secretarial Audit fees	1.87	1.60
	14.58	14.15

**G Earnings Per Share (EPS):**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit after Tax available for equity shareholders	7,927.03	8,571.47
Weighted Average number of equity shares	25,67,81,828	25,67,81,828
Basic and Diluted Earnings per share (Face value per share ₹ 2/- each)	3.09	3.34

**H Defined benefit plans / compensated absences - As per actuarial valuation:**

Particulars	Gratuity Funded	
	31.03.2023	31.03.2022
<b>Expense recognised in the Statement of Profit &amp; Loss Account</b>		
Current Service Cost	35.44	37.27
Net Interest Cost	3.45	2.50
Total Charge to Profit & Loss Account	38.88	39.77
<b>Total amount recognised in Other Comprehensive Income</b>		
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumptions	(14.75)	1.15
Due to experience adjustments	9.42	11.58
Return on plan assets excluding amounts included in interest income	11.78	13.84
Amounts recognised in Other Comprehensive Income	6.45	26.58

Particulars	Gratuity Funded	
	31.03.2023	31.03.2022
<b>Net Asset / (Liability) recognised</b>		
<b>Change in Obligation</b>		
Present value of Defined Benefit Obligations at the beginning of the year	402.75	377.34
Current Service Cost	35.44	37.27
Interest Cost	29.80	25.66
Actuarial (Gain) / Losses due to change in financial assumptions	(14.75)	1.15
Actuarial Losses / (Gain) due to experience adjustments	9.42	11.58
Benefits Payments	(27.70)	(50.25)
Present value of Defined Benefit Obligations at the end of the year	434.96	402.75
<b>Change in Assets</b>		
Plan assets at the beginning of the year	337.23	353.17
Interest Income	-	-
Return on plan assets excluding amounts included in interest income	26.36	23.16

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

₹ In Lakhs

Particulars	Gratuity Funded	
	31.03.2023	31.03.2022
Contributions by Employer	65.60	25.00
Actual benefits paid	(27.70)	(50.25)
Actuarial (losses)/gains	(11.78)	(13.84)
Plan assets at the end of the year	389.71	337.23
<b>Actuarial Assumptions:</b>		
Discount Rate	7.40%	6.80%
Expected rate of return on plan assets	7.40%	6.80%
Mortality pre retirement	*LIC Rates	*LIC Rates
Mortality post retirement	NA	NA
Turnover rate	5% to 1%	5% to 1%
Medical premium inflation	NA	NA
Rate of escalation in salary (p.a)	5.00%	4.75%
* Indian Assured Lives Mortality (2012-14) Ult.		
<b>Sensitivity Analysis:</b>		
Delta Effect of +0.5% Change in Rate of Discounting	(2.63%)	(2.77%)
Delta Effect of -0.5% Change in Rate of Discounting	2.81%	2.96%
Delta Effect of +0.5% Change in Rate of Salary growth	2.86%	3.00%
Delta Effect of -0.5% Change in Rate of Salary growth	(2.70%)	(2.83%)
Delta Effect of +0.5% Change in Rate of Withdrawal	0.45%	0.40%
Delta Effect of -0.5% Change in Rate of Withdrawal	(0.47%)	(0.43%)

Particulars	Compensated absences Not Funded	
	31.03.2023	31.03.2022
<b>Expense recognised in the Statement of Profit &amp; Loss Account</b>		
Current Service Cost	21.51	21.82
Net Interest Cost	8.16	6.65
Net Value of re-measurements on the obligation and plan assets	-	-
Total expense	29.67	28.47
Actuarial loss / (gain) due to change in financial assumptions	(6.21)	(14.10)
Actuarial loss / (gain) due to change in experience assumptions	13.76	18.83
Net Actuarial loss / (gain)	7.55	4.74
<b>Net Asset / (Liability) recognised in the Balance Sheet</b>		
Opening Defined Benefit Obligation	110.31	97.79
Current Service Cost	21.51	21.82
Interest Cost	8.16	6.65
Actuarial loss / (gain) due to change in financial assumptions	(6.21)	(14.10)
Actuarial loss / (gain) due to change in experience assumptions	13.76	18.83
Benefits Paid	(20.69)	(20.69)
<b>Closing Defined Benefit Obligation</b>	<b>126.85</b>	<b>110.31</b>

**Provident Fund**

The Company's contribution to the provident fund, administered through a Company managed trust, is recognised as an expense in the Statement of Profit and Loss. The trust pays interest to its beneficiaries based on the minimum rate of return specified by the Government, from time to time. If there is any shortfall in the fund assets of the said trust, then the same is contributed by the Company to the trust and is charged to Statement of Profit and Loss. As on 31st March, 2023, there is no shortfall in the fund assets of the said trust.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**I Borrowings secured against current assets :**

The Company has borrowings from banks secured against Current Assets and quarterly returns filed for the same with the banks are in agreement with the books of accounts of the Company.

**J Trade Receivables Ageing Schedule as on 31.03.2023**

₹ In Lakhs

Particulars	Outstanding for following periods from due date of Payment						
	Not due	Less than 6 Months	6 Months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
a. Undisputed Trade Receivable-Considered good	1,277.83	826.25	164.08	0.23	-	-	2,268.40
b. Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c. Undisputed Trade Receivable - Credit impaired	-	-	-	-	-	-	-
d. Disputed Trade Receivable-Considered good	-	-	-	-	-	-	-
e. Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f. Disputed Trade Receivable - Credit impaired	-	-	-	-	-	-	-

**Trade Receivables Ageing Schedule as on 31.03.2022**

Particulars	Outstanding for following periods from due date of Payment						
	Not due	Less than 6 Months	6 Months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
a. Undisputed Trade Receivable-Considered good	1,043.21	430.56	12.19	4.10	-	-	1,490.06
b. Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c. Undisputed Trade Receivable - Credit impaired	-	-	-	-	-	-	-
d. Disputed Trade Receivable-Considered good	-	-	-	-	-	-	-
e. Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f. Disputed Trade Receivable - Credit impaired	-	-	-	-	-	-	-

**K Trade payable Ageing Schedule as on 31.03.2023**

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a. MSME	304.59	-	-	-	-	304.59
b. Others	1,331.57	39.92	2.31	14.46	27.11	1,415.38
c. Disputed dues- MSME	-	-	-	-	-	-
d. Disputed dues- Others	-	-	-	-	-	-



## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**Trade payable Ageing Schedule as on 31.03.2022**

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a. MSME	281.03	-	-	-	-	281.03
b. Others	1,530.04	46.26	13.14	18.98	22.13	1,630.54
c. Disputed dues- MSME	-	-	-	-	-	-
d. Disputed dues- Others	-	-	-	-	-	-

**L Disclosure related to Micro, Small & Medium Enterprises:**

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

Particulars	As at 31st March 2023	As at 31st March 2022
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year (Refer below notes)	<b>304.59</b>	281.03
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises	-	-

Note 1: The principal amount due to Micro, Small and Medium Enterprises includes Retention amount of ₹ 216.29 Lakhs (PY ₹ 146.10 Lakhs.)

Note 2: Out of above, amount pertaining to Medium Enterprises is ₹ Nil Lakhs (PY ₹ 5.79 Lakhs)

**M SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015:**

Disclosures are required under Regulation 34 (3) read with schedule V of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015 have not been given as there are no such transactions with any such party.

**N Disclosures pursuant to Ind AS 115 -Revenue from Contracts with Customers:****Disaggregation of revenue:**

The management determines that the segment information reported under Note 33 (T) Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 Revenue from contract with Customers. Hence, no separate disclosures of disaggregated revenues are reported.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## O Taxes Reconciliation:

## (i) Income Tax Expense

₹ In Lakhs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
a) Income tax expense		
<b>i. Current Tax</b>		
Current tax expense	325.00	1,150.00
<b>ii. Deferred Tax</b>		
Decrease/ (Increase) in deferred tax assets	(283.43)	(100.13)
(Decrease)/ Increase in deferred tax liabilities	530.97	120.88
Total Deferred tax expenses (Benefits)	247.53	20.76
Total Income tax expenses (i + ii) *	572.53	1,170.76
*excludes below tax impact on Other Comprehensive Income		
Tax Benefit on Actuarial	1.62	6.69
Tax Benefit / (Expenses) due to Fair Value of Investments	2,809.29	(1,370.47)

## (ii) Reconciliation of tax expense

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit before Income tax expense	8,499.56	9,727.73
Tax at the Indian Tax Rate #	2,139.17	2,447.03
<b>Tax effect of amounts which are not deductible (taxable) in calculating taxable income</b>		
Tax impact on items deductible	(205.49)	(152.95)
Tax impact on deduction available under Chapter VIA	(1,423.45)	(1,164.94)
Effect of Income on which tax payable u/s 111A, 112, 112A of Income Tax Act, 1961	-	-
Others (including deferred tax)	62.30	41.62
<b>Income Tax Expense</b>	<b>572.53</b>	<b>1,170.76</b>

# The Company Opted for Concessional tax rate of Income Tax Act, 1961 and the applicable Indian Statutory Tax Rate for the year ended 31st March, 2023 is 25.17% and for 31st March, 2022 was 25.17%.

## (iii) Current Tax (Liabilities) / Assets

Particulars	As at 31st March, 2023	As at 31st March, 2022
Opening balance	(266.66)	4.85
Income Tax Paid	643.06	863.98
Current Income Tax for the year	(325.00)	(1,150.00)
Current Income Tax provision for earlier year	-	14.51
Net Current Income Tax Asset / (Liability) at the end	51.40	(266.66)

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**P Investment Property:**

₹ In Lakhs

(i) Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Amount recognised in Statement of Profit or Loss for investment properties Rental Income	2,788.10	2,544.12
Direct operating expenses from property that generated rental income	(253.52)	(239.80)
Depreciation	(445.66)	(254.50)
Profit from Investment Property	2,088.92	2,049.81

(ii) Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Fair Value</b>		
Investment Properties	23,363.66	22,094.10
Add: Investment Property under Construction	4,904.25	3,306.29
<b>Total</b>	<b>28,267.91</b>	<b>25,400.39</b>

Estimation of fair value: Method of Estimation

In the absence of valuation reports of Registered Valuer as defined under rule 2 of Companies (Registered Valuer and valuation) Rules, 2017, the Company has used the government registration rates for the purpose of determining the fair value of Land and Buildings.

**Q Financial instruments:****i) Fair value measurement hierarchy**

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	Carrying amount	Level of input used in			Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial assets</b>								
<b>At Fair Value through Profit and Loss</b>								
Investments	4,873.92	4,873.92	-	-	2,359.25	2,359.25	-	-
<b>At FVTOCI</b>								
Investment in Equity instruments	45,392.03	36,715.59	1.29	-	69,987.98	61,311.54	1.29	-
Investment in Debt instruments	0.50	-	0.50	-	250.50	-	0.50	-
<b>At Amortised cost</b>								
Trade Receivables	2,268.40	-	-	-	1,490.06	-	-	-
Cash and cash equivalents	82.69	-	-	-	91.81	-	-	-
Bank balances other than above	96.69	-	-	-	67.38	-	-	-
Loans	-	-	-	-	504.44	-	-	-
Others	953.36	-	-	-	544.28	-	-	-
<b>Total</b>	<b>53,667.59</b>	<b>41,589.51</b>	<b>1.79</b>	<b>-</b>	<b>75,295.70</b>	<b>63,670.79</b>	<b>1.79</b>	<b>-</b>
<b>Financial liabilities</b>								
Trade Payables	1,719.97	-	-	-	1,911.57	-	-	-
Security Deposit	502.64	-	-	-	464.26	-	-	-
Other Financial liabilities	94.42	-	-	-	64.64	-	-	-
<b>Total</b>	<b>2,317.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,440.47</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

# Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

## ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments.
- the fair value of the remaining financial instruments is determined using discounted analysis.

## iii) Valuation Processes

Valuation of unquoted equity shares is done by an external valuation agency.

The main level 3 inputs for unlisted equity securities used by the Company are derived and evaluated as follows:

Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

## R Financial Risk Management:

The Company has exposure to credit risk, liquidity risk and market risk arising from financial instruments.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Company's activities.

The Company monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

### a. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investments. Credit risk is managed through continuous monitoring of receivables and follow up for overdues.

#### Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sector or specific country risks.

#### Trade Receivables

The Company's exposure to credit risk is influenced mainly by individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customer. Trade ,Other receivables and other financial assets, the company has no significant past due but not impaired.

### b. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**Maturities of Financial Liabilities**

The table herewith analyse the Company's Financial Liabilities into relevant maturity groupings based on there contractual maturities for:

The amount disclosed in the table are the contractual undiscounted cash flows. Balance dues within the 12 months equal there carrying balances as the impact of discounting is not significant.

**Contractual maturities of financial liabilities**

₹ In Lakhs

Particulars	Less than 1 year	More than 1 year	Total
<b>As at 31st March, 2023</b>			
<b>Non-derivatives</b>			
Other financial liabilities	384.95	212.11	597.06
Trade payables	1,719.97	-	1,719.97
<b>Total Non-derivative liabilities</b>	<b>2,104.93</b>	<b>212.11</b>	<b>2,317.04</b>
<b>As at 31st March, 2022</b>			
<b>Non-derivatives</b>			
Other financial liabilities	336.04	192.86	528.90
Trade payables	1,911.57	-	1,911.57
<b>Total Non-derivative liabilities</b>	<b>2,247.61</b>	<b>192.86</b>	<b>2,440.47</b>

**c. Market Risk****1. Price Risk**

The Company is mainly exposed to the price risk due its investment in equity instruments and equity and debt mutual fund. The price risk arises due to unascertainty about the future market value of these investments.

**Management Policy**

The Company maintains its portfolio in accordance with framework set by risk management policies.

**2. Currency Risk**

The Company has no significant exposure to export revenue and import of raw material and property, plant and equipments so the Company is not subject to significant risk that changes in foreign currency value impact.

**S Capital Management:****Risk management**

For the purpose of Company's Capital Management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the share holders and make adjustments to it in light of changes in economic conditions or its business requirements. The Company's objective is to safe guard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to share holders through continuing growth and maximise the share holders value. The Company funds its operations through internal accruals. The Management and Board of Directors monitor the return of capital as well as the level of dividend to share holders.

**T Segment Reporting:****Primary Segment**

The Company has identified "Active Pharmaceutical Ingredient (API)" and "Real Estate" as the primary reportable segment.

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## Part-I

₹ In Lakhs

Particulars	API		Real Estate		Total	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Segment Revenue</b>						
Revenue from Operations	1,935.11	2,630.75	9,635.54	4,342.45	11,570.65	6,973.20
Other Operating Income	713.66	595.88	31.46	28.19	745.11	624.08
Total Revenue from Operations	2,648.76	3,226.64	9,666.99	4,370.64	12,315.76	7,597.28
<b>Segment Result</b>						
Profit before exceptional items and tax	202.94	524.74	3,485.84	1,088.13	3,688.78	1,612.87
Less: Exceptional Items	1,060.86	-	-	-	1,060.86	-
<b>Profit before tax</b>	(857.93)	524.74	3,485.84	1,088.13	2,627.91	1,612.87
Add: Unallocated Income					5,887.25	8,137.88
Less: Finance Cost					15.60	23.02
Less: Tax Expense					572.53	1,170.76
Less: Short/(Excess) Provision of earlier years					-	(14.51)
<b>Net Profit after tax</b>					7,927.03	8,571.47
Other Comprehensive Income					(21,791.49)	10,645.21
<b>Total Comprehensive Income for the period</b>					(13,864.45)	19,216.68

## Part-II

Particulars	API		Real Estate		Total	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
<b>Segment Assets and Liabilities</b>						
Segment Assets	15,277.70	14,882.52	31,133.57	26,434.44	46,411.27	41,316.96
Segment Liabilities	2,752.80	1,752.48	5,683.58	4,972.19	8,436.38	6,724.66
Add: Unallocable Assets					48,402.99	73,102.15
Less: Unallocable Liabilities					3,479.29	6,309.33
<b>Capital Employed</b>	12,524.90	13,130.04	25,449.99	21,462.25	82,898.59	1,01,385.12
Addition to Non-Current Assets	(111.47)	(100.42)	2,049.53	3,208.84	1,938.05	3,108.42

## Part-III

Amount of revenue from major external customer of API Division ₹ 1,908.77 Lakhs (Previous year ₹ 2,351.12 Lakhs) (including GST)

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

## U Ratios

Particulars	31.03.2023	31.03.2022	% Variance	Reason for variance
Current Ratio (in times) Current Assets/Current Liabilities	2.06	2.10	(1.62)	NA
Debt-Equity Ratio (in times) Total Debt/Shareholder's Equity	-	-	NA	NA
Debt Service Coverage Ratio (in times) (Net profit + Non cash items)/Finance cost	-	-	NA	NA
Return on Equity Ratio Net profit/Average Shareholder's equity	8.60%	9.31%	(7.63)	NA
Inventory Turnover Ratio (in times) Sales/Average Inventory	1.40	1.08	30.39	Increase in Inventory- Project under progress
Trade Receivables turnover Ratio (in times) Sales/Average Trade Receivables	6.55	5.43	20.77	NA
Trade Payable turnover Ratio (in times) Purchases/Average trade payable	2.38	3.03	(21.40)	NA
Net Capital Turnover Ratio Net Sales/Working Capital	1.43	1.04	38.07	Exceptional item
Net Profit Ratio Net Profit/Net Sales	64.36%	112.82%	(42.95)	Increase in turnover, decrease in other income and exceptional item
Return on Capital Employed Earning before interest & tax/Capital Employed	9.86%	9.08%	8.61	NA
Return on Investment PBIT/Total Assets	8.98%	8.52%	5.39	NA

## V Relationship with Struck off Companies

As per the information available with the company, following are the transactions with struck off companies:

Name of struck off company	Nature of transactions with struck off company	Balance outstanding/ Nominal share value 31.03.2023 (₹ in Lakhs)	Relationship with struck off company, if any
<b>Shares held by Struck off Company</b>			
Batra Bear Bull Share Traders And Advisor Private Limited*	Investment in securities - I Shares	0.00	Equity shareholder
Unickon Fincap Private Limited	Investment in securities -36000 Shares	0.72	Equity shareholder
Vaishak Shares Limited*	Investment in securities -2 Shares	0.00	Equity shareholder
Emmel Financial Services	Investment in securities -7050 shares	0.14	Equity shareholder
Victor Properties Private Limited	Investment in securities -3155 shares	0.06	Equity shareholder
Canny Securities Private Limited	Investment in securities -300 shares	0.01	Equity shareholder

\* amount less than thousand rupees

Name of struck off company	Nature of transactions with struck off company	Balance outstanding/ Nominal share value 31.03.2022 (₹ in Lakhs)	Relationship with struck off company, if any
<b>Shares held by Struck off Company</b>			
Vaishak Shares Limited*	Investment in securities -2 Shares	0.00	Equity shareholder
Synectic Management Services Pvt Ltd*	Investment in securities -2 Shares	0.00	Equity shareholder
Canny Securities Private Limited	Investment in securities -300 shares	0.01	Equity shareholder

\* amount less than thousand rupees

## Notes

NOTES FORMING PART OF FINANCIAL STATEMENTS

**W Other statutory informations**

- 1) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 2) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 3) The Company has not traded or invested in Crypto currency or Virtual Currency during the year.
- 4) (i) 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: 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 to or on behalf of the Ultimate Beneficiaries.
- (ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 5) The Company does not have any such transaction which is not recorded in the books of accounts and 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)
- 6) The company holds all the title deeds of immovable property in its name.
- 7) There is no Scheme of Arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- 8) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.

**X Information on Dividend for the year ended 31<sup>st</sup> March, 2023**

Dividends proposed or declared after the balance sheet date but before the financial statements have been approved by the Board of Director for issue are not recognised as a liability at the balance sheet date.

The Board of Director recommended final dividend of ₹ 2.20 per equity share for the financial year ended on 31<sup>st</sup> March, 2023. The payment is subject to approval of share holder in ensuing Annual General Meeting of the Company. (Previous year ₹ 1.80 per equity share).

- Y** The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.
- Z** These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 12<sup>th</sup> May, 2023.

As per our report of even date

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12<sup>th</sup> May, 2023

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**Rasesh Shah**  
Chief Financial Officer

For and on behalf of the Board

**C. P. Buch**  
Director  
DIN: 05352912

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12<sup>th</sup> May, 2023



# Independent Auditor's Report

## TO THE MEMBERS OF ALEMBIC LIMITED

### Report on the Audit of the Consolidated Financial Statements

#### Qualified Opinion

We have audited the accompanying Consolidated Financial Statements of Alembic Limited ("the Company"), its subsidiary company (the Company and its subsidiary together referred to as "the Group"), and its associate which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2023, 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 Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matter described in the Basis for Qualified Opinion paragraph below, the aforesaid consolidated 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 prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31<sup>st</sup> March, 2023, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Qualified Opinion

We draw your attention to the following qualification to the audit opinion of the Consolidated financial statements of Alembic Pharmaceuticals Limited (hereinafter referred to as "APL"), an associate of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated 05th May, 2023 reproduced by us as under:

"We refer to Note No. 28 (27(a)&(b)) read with Note No. 27 to the consolidated financial statements regarding Draft Scheme of Arrangement ("Scheme") approved by the Board of Directors of Holding Company in its meeting held on March 2, 2023, involving reorganisation/ utilisation of General Reserve, between the Holding Company and its shareholders with effect from the appointed date i.e. January 1, 2023 which is pending before regulatory authorities. Further, the Holding Company has withdrawn INR 1,025.66 crores from General Reserve and transferred the same to the Statement of Profit and Loss for the year ended March 31, 2023 under the head "Exceptional Items". We are of the opinion that the said treatment does not meet the criteria of "Income" under Indian Accounting Standards ("Ind AS") and therefore, the same should not be recognised in the Statement of Profit and Loss for the year. Had this transfer not been effected, Profit after tax for the year and consequently Retained Earnings as at March 31, 2023 would have been reduced by INR 1,025.66 crores, General Reserve as at March 31, 2023 would have been increased by INR 1,025.66 crores and Basic and Diluted Earnings per Share for the year ended March 31, 2023 would have been lower by INR 52.18 on consolidated basis."

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the Consolidated Financial Statements.

#### Emphasis of Matter

1. We draw attention to note no 33 (C)(d)(ii) to the consolidated financial statement regarding status of liability related to pending electricity duty matter as at 31<sup>st</sup> March, 2023. The said note describes that Appeal filed by the Company in relation to the above matter before the Hon'ble High Court of Gujarat against the State of Gujarat, Collector of Electricity Duty, Chief Auditor, Industries Commission has been dismissed. Based on legal advice, the Company has proceeded to file an application before the Hon'ble Supreme Court of India challenging the referred Order. The management has represented that the Company has adequately made an aggregate provision of Rs. 2,052.13 lakhs (Rs. 991.26 lakhs was already provided in previous periods) towards principal amount against such liability and disclosed contingent liability for interest, the amount of which is not ascertainable.

Our opinion is not modified in respect of above matter.

2. We draw your attention to the following Emphasis of Matter of the Consolidated financial statements of APL, an associate of the Holding Company issued by an independent firm of Chartered Accountants vide its Report dated 05th May, 2023 reproduced by us as under:

# Independent Auditor's Report

"Attention is drawn to Note No. 28 (27(c)) to the consolidated financial statements which describes the fact that pending requisite approvals of the Draft Scheme of Arrangement, an amount of INR 868.63 crores has been transferred from General Reserve to the Retained Earnings under the head "Other Equity" during the financial year ended on March 31, 2023 by the Management of Holding Company, for which there is no specific accounting treatment specified in Ind AS."

Our opinion is not modified in respect of above matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Sr no	Key Audit Matter	Auditor's Response
1.	<b>Litigations, Provisions and contingent liabilities</b> The Group has several litigations which also include matters under dispute which involves significant management judgement and estimates on the possible outcome of the litigations and consequent provisioning thereof or disclosure as contingent liabilities. Refer Note 24 and 33(C) to the Consolidated Financial Statements.	<b>Principal Audit Procedures</b> As part of the audit process, we obtained from the management details of matters under disputes including ongoing and completed tax assessments, demands and other litigations. Our audit approach for the above consists of the following audit procedures: <ul style="list-style-type: none"> <li>• Evaluation and testing of the design of internal controls followed by the Group relating to litigations and open tax positions for direct and indirect taxes and process followed to decide provisioning or disclosure as Contingent Liabilities;</li> <li>• Discussed with Company's legal team and taxation team for sufficient understanding of on-going and potential legal matters impacting the Company.</li> <li>• We involved our internal expert to evaluate the management's underlying judgements in making their estimates with regard to such matters.</li> </ul>

## Key Audit Matters

(As mentioned in the audit report of Alembic Pharmaceuticals Limited ("APL"), an associate company)

Sr no	Key Audit Matter	Auditor's Response
1.	<b>Provision for return of non-saleable goods (Expiry, Breakage and Spoilage) in the market in India:</b> The Company, under the prevailing trade practice, has an obligation to accept returns of expiry, breakage and spoilage (EBS) products, from the customers in India. This results in deductions to gross amounts invoiced. The methodology and assumptions used to estimate the accruals of EBS are monitored and adjusted regularly by the management of the Holding Company in the light of the obligations, historical trends, past experience and prevailing market conditions. This is considered as key audit matter in view of significant estimates and judgements made by the management for recognition and measurement for the same.	Our audit procedures consisted of following: <ol style="list-style-type: none"> <li>1. Assessed the appropriateness of the accounting policy in respect of recognition of provision of EBS estimated in future out of the sales effected during the current period;</li> <li>2. Tested the operating effectiveness of controls over Company's review of recognition of provision for accrual of EBS;</li> <li>3. Obtained management 's calculations for accruals and assessed management analysis of the historical pattern of accruals to validate management's assumption for creation of such provisions;</li> <li>4. Examined the historical trend of the Company's estimates to assess the assumptions and judgements used by the Company in accrual of provisions.</li> </ol> Conclusion: We did not find any material exceptions to the calculations made and estimates, assumptions and judgements used by the management of the Holding Company on the subject matter.

# Independent Auditor's Report

2.	<p><b>Impairment losses of Formulation plants</b></p> <p>During March 2023 quarter, the management of the Company had carried out a comprehensive and systematic impairment review of the Formulation Plant 2, 3 &amp; 4 which were under construction and became ready for its intended use on receipt of regulator approvals and arrived at their recoverable value. On completion of this review, the Management identified impairment loss of INR 676.87 crores and provision for impairment amounting to INR 473.56 crores relating to these plant facilities. On March 2, 2023, the Board of Directors has considered impairment review and approved the write-off of INR 676.87 crores and provision for impairment of INR 473.56 crores.</p> <p>Determination of recoverable value and/or impairment assessment involves significant management judgement and hence it is a key audit matter.</p>	<p><b>Principal Audit Procedure:</b></p> <ul style="list-style-type: none"> <li>● Obtained an understanding and assessed the design, implementation and operating effectiveness of management's controls to assess impairment of Formulation plants.</li> <li>● Evaluated the objectivity, competency and independence of the management expert engaged by the Company.</li> <li>● Obtained management expert's report on impairment review from the management.</li> <li>● Assessed the reasonableness of the cashflow projections, key management assumptions and estimates used in the impairment analysis.</li> <li>● Evaluated the adequacy of the disclosures made in the Consolidated Financial Statements.</li> </ul> <p><b>Conclusion:</b></p> <p>We did not find any material exceptions to the conclusion arrived by the management of the Holding Company based on the procedure performed by it, in the impairment assessment carried out for Formulation plants.</p>
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## Information other than the Consolidated Financial Statement and Auditor's Report thereon

The Holding Company's Board of Directors is responsible for other information. The other information comprises the information included Board's Report including Annexures to that Board's Report, Business Responsibility and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Consolidated 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 Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance total comprehensive 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 and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and its associate are responsible for assessing the ability of the Group and its associate 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 their respective entities 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 and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

# Independent Auditor's Report

## Auditor's Responsibilities for the Audit of Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error; design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group and its associate 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 ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditor. For the other entities included in the Consolidated Financial Statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion;

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated 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 Consolidated 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 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 one subsidiary company, whose financial statements reflect total assets (before consolidation

# Independent Auditor's Report

adjustment) of Rs. 6,062.16 Lakhs as at 31st March 2023, total revenues (before consolidation adjustment) of Rs. 1,634.52 Lakhs, total loss after tax (before consolidation adjustment) of Rs. 102.42 Lakhs, total comprehensive loss (before consolidation adjustment) of Rs. 103.01 Lakhs and net cash out flows (before consolidation adjustment) of Rs. 14.85 Lakhs for the year then ended, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include group's share of total comprehensive income [comprising of profit/(loss) and other comprehensive income] of Rs. 11,384.33 Lakhs for the year ended 31st March, 2023, as considered in the consolidated financial statement, of one associate, whose financial statements have not been audited by us;

These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our report on the consolidated financial results, in so far as it relates to the aforesaid subsidiary and associate is based solely on the report of the other auditors;

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditors.

## Report on Other Legal and Regulatory Requirements

- I. 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 of the aforesaid Consolidated Financial Statements;
  - (b) Except for the effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Group so far as it appears from our examination of those books and the reports of the other auditors;
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements;
  - (d) Except for the effects of the matter described in the "Basis for Qualified Opinion" paragraph above, in our opinion, the aforesaid Consolidated 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 of the Company as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors of the company and the report of the statutory auditors of its subsidiary company and associate company, incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, prima facie, does not appear to have any adverse effects on the functioning of the Group;
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Group and its associate and the operating effectiveness of such controls, refer to our separate Report in "Annexure A";
  - (h) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above;
  - (i) 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; and
  - (j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Consolidated Financial Statements disclosed the impact of pending litigations on its financial position of the Group and its associate— Refer Note 33 (C) to the Consolidated Financial Statements;
    - ii. The Group and its associate did not have any long-term contracts including derivatives 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 Group and its associate.

# Independent Auditor's Report

- iv. i. The Holding Company 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 Holding Company, its subsidiaries and its associates to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, its subsidiaries and its associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - ii. The Holding Company Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company, its subsidiaries and its associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, its subsidiaries and its associates 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
  - iii. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
  - v. The dividend declared or paid during the year by the Holding Company and associate company is in compliance with Section 123 of the Companies Act, 2013. During the year, no dividend is declared by subsidiary of the Holding Company.
  - vi. As the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company and its subsidiary, only w.e.f. April 1, 2023, reporting under this clause is not applicable for the year under audit.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiary and its associate included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

**Himanshu Kishnadwala**

Partner

Membership No.037391

Place: Mumbai

Date: 12<sup>th</sup> May, 2023

UDIN:23037391BGULVS4993

# Annexure “A” to the Independent Auditor’s Report

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

We have audited the internal financial controls over financial reporting of **ALEMBIC LIMITED** (“the Company”) and in respect of its subsidiary and associate companies wherein such audit of internal financial controls over financial reporting was carried out by other Auditors whose reports have been forwarded to us and have been appropriately dealt with by us in making this report as on 31<sup>st</sup> March, 2023 in conjunction with our audit of the Consolidated Financial Statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary company, associate company, which are companies incorporated in India 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. These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements of the Company that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company, 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, 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 internal financial controls with reference to financial statements of the Company were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements of the company 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 judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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 over Financial Reporting

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company, its subsidiary company and its associate company has, in all material respects, an internal financial controls with reference to financial statements of the Company and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by 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.

### Other Matters

Our aforesaid reports under section 143(3)(i) of the Act on the adequacy and the operating effectiveness of the internal financial controls over financial reporting in so far as it relates to subsidiary company and associate companies, which are incorporated in India, are based on the corresponding reports of the auditors of such companies incorporated in India.

Our Opinion is not modified in respect of above matter.

For **CNK & Associates LLP**

Chartered Accountants

Firm Registration No. 101961W/W-100036

**Himanshu Kishnadwala**

Partner

Membership No.037391

Place: Mumbai

Date: 12<sup>th</sup> May, 2023

UDIN: 23037391BGULVS4993

# Consolidated Balance Sheet

₹ In Lakhs

Particulars	Notes No	As at 31st March, 2023	As at 31st March, 2022
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	13,182.76	13,349.98
(b) Capital Work-in-Progress	3	13.37	19.26
(c) Investment Property	4	18,942.12	16,366.16
(d) Goodwill	5	5.07	5.07
(e) Financial Assets			
(i) Investments	6	37,432.29	61,314.37
(ii) Investments accounted using Equity Method	6	1,33,384.04	1,56,887.01
(iii) Others	7	285.12	422.79
(f) Other non-current assets-Capital Advances		-	498.34
<b>(2) Current Assets</b>			
(a) Inventories	8	8,861.26	8,687.04
(b) Financial Assets			
(i) Investments	9	4,540.05	2,584.41
(ii) Trade Receivables	10	2,345.04	1,522.14
(iii) Cash and cash equivalents	11	93.18	117.14
(iv) Bank Balances other than Cash and Cash Equivalents	12	96.69	67.38
(v) Loans	13	-	504.44
(vi) Others	14	789.78	277.08
(c) Other Current Assets	15	409.96	572.66
(d) Current Tax Assets (Net)		77.60	-
<b>TOTAL ASSETS</b>		<b>2,20,458.31</b>	<b>2,63,195.28</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	16	5,135.64	5,135.64
(b) Other Equity	17	2,02,667.64	2,44,522.70
<b>Liabilities</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other Financial Liabilities	18	669.84	602.84
(b) Provisions	19	120.55	109.92
(c) Deferred Tax Liability (Net)	20	3,483.57	6,047.70
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Trade Payables	21		
a) total outstanding dues of Micro and Small Enterprises		310.79	275.58
b) total outstanding dues of Others		1,427.14	1,651.18
(ii) Other Financial Liabilities	22	626.39	431.81
(b) Other Current Liabilities	23	3,878.85	3,121.99
(c) Provisions	24	2,137.89	1,092.47
(d) Current Tax Liabilities (Net)		-	203.45
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,20,458.31</b>	<b>2,63,195.28</b>
<b>Significant Accounting Policies and Other Explanatory Notes and Informations</b>		<b>I, 2 and 33</b>	

Note: The accompanying notes referred to above which form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**

Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**\*Chirayu Amin**

Chairman  
DIN: 00242549

**\*Malika Amin**

Managing Director & CEO  
DIN: 00242613

**C. P. Buch**

Director  
DIN: 05352912

**Himanshu Kishnadwala**

Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**Rasesh Shah**

Chief Financial Officer

**Drigesh Mittal**

Company Secretary

\*London /Vadodara: 12th May, 2023



# Consolidated Statement of Profit and Loss

₹ In Lakhs

Particulars	Notes No	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>I. Revenue from Operations</b>	<b>25</b>	<b>12,724.23</b>	7,821.75
<b>II. Other Income</b>	<b>26</b>	<b>6,426.28</b>	8,918.01
<b>III. Total Income (I+II)</b>		<b>19,150.51</b>	16,739.76
<b>IV. Expenses</b>			
Cost of Materials Consumed	<b>27</b>	<b>691.85</b>	852.59
Cost of Construction	<b>28</b>	<b>3,479.67</b>	1,163.60
Changes in Inventories of Finished Goods and Work-in-Progress	<b>29</b>	<b>(60.18)</b>	245.64
Employee Benefit Expenses	<b>30</b>	<b>2,404.28</b>	2,147.40
Finance Costs		<b>46.53</b>	38.91
Depreciation and Amortisation expense	<b>3, 4</b>	<b>672.32</b>	486.30
Other Expenses	<b>31</b>	<b>2,175.38</b>	2,019.57
<b>Total Expenses (IV)</b>		<b>9,409.86</b>	6,954.02
<b>V. Profit Before Exceptional Items and Tax (III-IV)</b>		<b>9,740.65</b>	9,785.74
<b>VI. Exceptional Items - Refer Note 33(C)(d)(ii)</b>		<b>1,060.86</b>	-
<b>VII. Profit Before Tax (V-VI)</b>		<b>8,679.79</b>	9,785.74
<b>VIII. Tax Expense</b>			
Current Tax		<b>371.50</b>	1,159.50
Deferred Tax		<b>246.83</b>	21.29
Short / (Excess) provision of tax in respect of earlier years		<b>(0.40)</b>	(14.47)
<b>IX. Profit for the year (VII-VIII)</b>		<b>8,061.86</b>	8,619.42
<b>X. Share of Associate's Profit</b>		<b>11,003.04</b>	13,586.48
<b>XI. Profit after Tax and Share of Associate's Profit (IX+X)</b>		<b>19,064.90</b>	22,205.90
<b>XII. Other Comprehensive Income</b>	<b>32</b>		
(A) (i) Items that will not be reclassified to profit or loss		<b>(24,612.80)</b>	11,896.56
(ii) Income tax relating to items that will not be reclassified to profit or loss		<b>2,810.96</b>	(1,343.61)
(B) (i) Items that will be reclassified to profit or loss		<b>391.27</b>	132.22
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>XIII. Total Comprehensive Income for the period (XI + XII)</b>		<b>(2,345.67)</b>	32,891.06
<b>XIV. Earning per equity share (FV ₹ 2/- per share) (Refer Note 33 (G))</b>			
Basic & Diluted (In ₹)		<b>7.42</b>	8.65
<b>Significant Accounting Policies and Other Explanatory Notes and Information</b>	<b>1, 2 and 33</b>		

Note: The accompanying notes referred to above which form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**C. P. Buch**  
Director  
DIN: 05352912

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**Rasesh Shah**  
Chief Financial Officer

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12th May, 2023

# Consolidated Statement of Changes in Equity

## A. Equity Share Capital

### Current reporting period

₹ in Lakhs

Balance at the beginning of current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the current period	Balance at the end of current reporting period
5,135.64	-	5,135.64	-	5,135.64

### Previous reporting period

Balance at the beginning of current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of current reporting period	Changes in equity share capital during the current period	Balance at the end of current reporting period
5,135.64	-	5,135.64	-	5,135.64

## B. Other Equity - Attributable to Owners

Particulars	Reserves and Surplus				Equity instruments held at FVOCI	Total
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance as at 1st April, 2021 (I)	205.00	21,150.56	14,502.65	1,44,418.32	44,290.64	2,24,567.17
Profit for the year	-	-	-	22,205.90	-	22,205.90
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	(112.32)	-	(112.32)
Exchange differences in translating the financial statements of a foreign operations	-	-	-	132.22	-	132.22
Transfer during the year	-	-	2,000.00	(2,000.00)	-	-
Other Comprehensive Income	-	-	-	-	10,665.27	10,665.27
<b>Total Comprehensive Income for the year (II)</b>	-	-	2,000.00	20,225.79	10,665.27	32,891.06
Share of Associate in surplus	-	-	-	(12,421.97)	-	(12,421.97)
Equity Dividend (including tax thereon)	-	-	-	(513.56)	-	(513.56)
<b>Transaction for the year (III)</b>	-	-	-	(12,935.54)	-	(12,935.54)
<b>Balance as at 31st March, 2022 (I+II+III)</b>	205.00	21,150.56	16,502.65	1,51,708.57	54,955.91	2,44,522.70
Balance as at 1st April, 2022 (I)	205.00	21,150.56	16,502.65	1,51,708.57	54,955.91	2,44,522.70
Profit for the year	-	-	-	19,064.90	-	19,064.90
Re-measurement of post employment benefit obligation (net of tax)	-	-	-	(14.82)	-	(14.82)
Exchange differences in translating the financial statements of a foreign operations	-	-	-	391.27	-	391.27
Other Comprehensive Income	-	-	-	-	(21,787.03)	(21,787.03)
<b>Total Comprehensive Income for the year (II)</b>	-	-	-	19,441.35	(21,787.03)	(2,345.67)
Share of Associate in surplus	-	-	-	(34,887.30)	-	(34,887.30)
Equity Dividend (including tax thereon)	-	-	-	(4,622.07)	-	(4,622.07)
<b>Transaction for the year (III)</b>	-	-	-	(39,509.37)	-	(39,509.37)
<b>Balance as at 31st March, 2023 (I+II+III)</b>	205.00	21,150.56	16,502.65	1,31,640.56	33,168.87	2,02,667.64

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**C. P. Buch**  
Director  
DIN: 05352912

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**Rasesh Shah**  
Chief Financial Officer

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12th May, 2023

# Consolidated Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	8,679.79	9,785.74
<b>Add:</b>		
Depreciation	672.32	486.30
Interest charged	46.53	38.91
(Gain) / Loss on sale of Property, Plant and Equipments	(102.61)	(195.76)
Sundry balances written back (Net)	-	(120.14)
Other Non cash items	(105.82)	(104.73)
<b>Less:</b>		
Interest Income	(111.45)	(112.31)
Dividend Income	(5,685.77)	(7,858.23)
<b>Operating Profit before change in working capital</b>	<b>3,392.99</b>	<b>1,919.78</b>
<b>Working capital changes:</b>		
<b>Add / (Less) :</b>		
(Increase) / Decrease in Inventories	(174.22)	(3,258.84)
(Increase) / Decrease in Trade Receivables	(822.90)	(141.22)
(Increase) / Decrease in Other Asset	162.71	394.32
(Increase) / Decrease in Financial Asset	129.41	(662.05)
Increase / (Decrease) in Trade Payables	(188.83)	265.80
Increase / (Decrease) in Financial Liabilities	231.79	143.22
Increase / (Decrease) in Other Liabilities	756.86	441.71
Increase / (Decrease) in Provisions	1,049.60	27.02
<b>Cash generated from operations</b>	<b>4,537.40</b>	<b>(870.26)</b>
<b>Add / (Less) :</b>		
Direct taxes paid (Net of refunds)	(652.15)	(904.43)
<b>Net cash inflow from operating activities (A)</b>	<b>3,885.25</b>	<b>(1,774.69)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
<b>Add:</b>		
Proceeds from sale of Property, Plant and Equipments	107.57	218.71
Proceeds from sale / redemption of Investments	11,110.26	10,303.41
Interest received	111.45	112.31
Dividend received	5,685.77	7,858.23
<b>Less:</b>	<b>17,015.05</b>	<b>18,492.66</b>
Purchase of PPE and Investment Property/increase in CWIP and Capital Advances	2,581.79	3,581.32
Purchase of Investments	13,674.35	13,027.85
Increase in Restricted Bank Balances other than Cash & Cash Equivalents	29.31	(1.28)
	<b>16,285.45</b>	<b>16,607.88</b>
<b>Net cash inflow from Investing activities (B)</b>	<b>729.60</b>	<b>1,884.78</b>

# Consolidated Cash Flow Statement

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
<b>Add:</b>		
Net increase/(decrease) in working capital demand loans	-	(27.66)
<b>Less:</b>		
Dividends paid	4,592.28	515.08
Interest and other finance costs	46.53	38.91
	4,638.82	553.99
<b>Net cash inflow from Financing activities (C)</b>	<b>(4,638.82)</b>	<b>(581.65)</b>
<b>I. Net (decrease) / Increase in cash and cash equivalents (A+B+C)</b>	<b>(23.96)</b>	<b>(471.57)</b>
<b>II. Add: Cash and cash equivalents at the beginning of the period</b>	<b>117.14</b>	<b>588.71</b>
<b>(I+II)</b>	<b>93.18</b>	<b>117.14</b>
<b>III. Cash and cash equivalents at the end of the period</b>		
<b>Balances with Bank</b>	<b>91.92</b>	<b>115.01</b>
<b>Cash on Hand</b>	<b>1.26</b>	<b>2.13</b>
<b>Cash and cash equivalents (Refer Note no I I)</b>	<b>93.18</b>	<b>117.14</b>

Note: The accompanying notes referred to above which form an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**  
Chartered Accountants  
Firm Registration No.: 101961W/W-100036

**\*Chirayu Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**C. P. Buch**  
Director  
DIN: 05352912

**Himanshu Kishnadwala**  
Partner  
Membership No. 037391  
Mumbai : 12th May, 2023

**Rasesh Shah**  
Chief Financial Officer

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12th May, 2023

## I Group Overview and Significant Accounting Policies:

### I.1 Description of Business

Alembic Limited ('the Company') is a Public Limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the Company is located at Alembic Road, Vadodara 390003, Gujarat. The Company is dealing in Active Pharmaceutical Ingredient (API) Business and Real Estate Business.

Alembic Limited ('the Company'), its subsidiary and its associate collectively referred to as "Group".

### I.2 Basis of Preparation

- (a) The Financial Statement of the subsidiary and associate used in the consolidation are drawn up to the same reporting date as that of the Alembic Limited ("the Company"), i.e. 31st March, 2023.

The Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

(b) **Principles of Consolidation**

The Consolidated Financial Statements consist of Alembic Limited ("the Company") and its subsidiary and associate (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

The Financial Statements of the Company and its subsidiary have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.

Investment and share of profit of associate has been consolidated as per the equity method as per Ind AS 28 – "Investments in Associates" specified under Section 133 of the Companies Act 2013 read with Companies (Accounts) Rules 2015 and relevant amendment rules issued thereafter.

Associates are entities over which the Group has significant influence but not control. Investments in associate is accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date.

**Goodwill on Consolidation**

The excess of cost of investment in the subsidiary, over group's share in the net assets at the date of acquisition of shares / stake in the subsidiary is recognised as Goodwill in the consolidated financial statements.

### I.3 Composition of Financial Statements

The financial statements are drawn up in Indian Rupees, the functional currency of the Group, and in accordance with Ind AS presentation. The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Changes in Equity
- Statement of Cash Flow
- Notes to Financial Statements

## 2 Significant Accounting Policies:

The Significant Accounting Policies of the Company and that of its subsidiary and associate are similar – Refer Note No. 2 and 3 of Standalone Financial Statements.

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**3 Property, Plant and Equipments (PPE):**

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2022	11,750.41	627.63	1.89	1,932.18	294.92	321.74	66.51	120.35	15,115.65	19.26
Additions	-	-	-	8.53	-	-	2.05	-	10.58	13.37
Disposals/transfer	(0.03)	(0.00)	-	(9.52)	-	-	(0.87)	-	(10.42)	(19.26)
Transfer	(0.24)	-	-	-	-	-	-	-	(0.24)	-
Gross Carrying amount as at 31st March, 2023	11,750.14	627.63	1.89	1,931.18	294.92	321.74	67.68	120.35	15,115.55	13.37
Accumulated Depreciation as at 1st April, 2022	-	141.38	1.15	1,355.68	122.06	76.24	24.70	44.48	1,765.69	-
Depreciation charge for the year	-	29.50	0.00	76.41	17.44	26.91	8.72	13.84	172.82	-
Disposals	-	(0.00)	-	(5.70)	-	-	-	-	(5.70)	-
Accumulated Depreciation as at 31st March, 2023	-	170.88	1.15	1,426.39	139.50	103.15	33.42	58.33	1,932.81	-
Net Carrying Amount as at 31st March, 2023	11,750.14	456.75	0.75	504.80	155.42	218.58	34.25	62.04	13,182.76	13.37
Net Carrying Amount as at 31st March, 2022	11,750.41	486.25	0.75	576.50	172.86	245.49	41.81	75.88	13,349.98	19.26

Note:

1. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.

Particulars	Free Hold Land	Buildings	Employees Quarters	Plant and Equipments	Wind Mill	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital work in progress
Gross Carrying amount as at 1st April, 2021	11,751.48	524.18	1.89	1,932.07	294.92	302.36	58.04	120.35	14,985.33	584.16
Additions	-	106.76	-	36.15	-	19.38	8.46	-	170.75	62.68
Disposals	-	(3.32)	-	(36.04)	-	-	-	-	(39.36)	(131.54)
Transfer	(1.07)	-	-	-	-	-	-	-	(1.07)	(496.03)
Gross Carrying amount as at 31st March, 2022	11,750.41	627.63	1.89	1,932.18	294.92	321.74	66.51	120.35	15,115.65	19.26
Accumulated Depreciation as at 1st April, 2021	-	114.75	1.14	1,297.35	104.62	50.79	16.72	30.61	1,615.98	-
Depreciation charge for the year	-	28.48	0.00	84.93	17.44	25.46	7.98	13.88	178.17	-
Disposals	-	(1.85)	-	(26.60)	-	-	-	-	(28.46)	-
Accumulated Depreciation as at 31st March, 2022	-	141.38	1.15	1,355.68	122.06	76.24	24.70	44.48	1,765.69	-
Net Carrying Amount as at 31st March, 2022	11,750.41	486.25	0.75	576.50	172.86	245.49	41.81	75.88	13,349.98	19.26
Net Carrying Amount as at 31st March, 2021	11,751.48	409.43	0.75	634.72	190.29	251.57	41.32	89.76	13,369.34	584.16

Note:

1. Buildings: include ₹ 0.025 Lakhs being cost of bonds of Morning Star Co-Operative Housing Society Limited.

**Capital Work in Progress (CWIP) Ageing as at 31st March, 2023**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:					
Project I	13.37	-	-	-	13.37

**Capital Work in Progress (CWIP) Ageing as at 31st March, 2022**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:					
Project I	8.03	11.24	-	-	19.26

Note:

- There are no projects which are temporarily suspended as on 31.03.2023 and 31.03.2022.
- There are no Projects whose completion is overdue or has exceeded its cost.

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

#### 4 Investment Property:

₹ In Lakhs

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
Gross Carrying amount as at 1st April, 2022	4,357.04	9,567.11	93.18	3,306.29	17,323.62
Additions	846.16	619.17	12.14	2,198.23	3,675.69
Disposals/transfer	0.03	-	-	(600.27)	(600.24)
Gross Carrying amount as at 31st March, 2023	5,203.23	10,186.28	105.32	4,904.25	20,399.07
Accumulated Depreciation as at 1st April, 2022	-	883.07	74.39	-	957.46
Depreciation charge for the year	-	496.64	2.86	-	499.50
Accumulated Depreciation as at 31st March, 2023	-	1,379.71	77.25	-	1,456.96
Net Carrying Amount as at 31st March, 2023	5,203.23	8,806.58	28.07	4,904.25	18,942.12
Net Carrying Amount as at 31st March, 2022	4,357.04	8,684.04	18.79	3,306.29	16,366.16

Note:

1. Refer Note 33 (M) for other disclosures.

Particulars	Free Hold Land	Buildings	Plant and Equipments	Capital work in progress	Total
Gross Carrying amount as at 1st April, 2021	3,455.12	7,083.64	93.18	3,142.70	13,774.65
Additions	901.92	2,496.26	-	2,739.31	6,137.49
Disposals / Transfers	-	(12.79)	-	(2,575.72)	(2,588.51)
Transfer to Stock in trade	-	-	-	-	-
Gross Carrying amount as at 31st March, 2022	4,357.04	9,567.11	93.18	3,306.29	17,323.62
Accumulated Depreciation as at 1st April, 2021	-	579.46	71.66	-	651.12
Depreciation charge for the year	-	305.43	2.73	-	308.16
Disposals	-	(1.82)	-	-	(1.82)
Accumulated Depreciation as at 31st March, 2022	-	883.07	74.39	-	957.46
Net Carrying Amount as at 31st March, 2022	4,357.04	8,684.04	18.79	3,306.29	16,366.16
Net Carrying Amount as at 31st March, 2021	3,455.12	6,504.18	21.52	3,142.70	13,123.52

Note:

1. Refer Note 33 (M) for other disclosures.

## Investment Property CWIP Ageing as at 31st March, 2023

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:					
Commercial Project	1,921.63	1,924.32	923.85	134.44	4,904.25

## Investment Property CWIP Ageing as at 31st March, 2022

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress:					
Commercial Project	2,186.78	956.84	85.46	77.21	3,306.29

Note:

- There are no projects which are temporarily suspended as on 31.03.2023 and 31.03.2022.
- There are no Projects whose completion is overdue or has exceeded its cost.

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**5 Goodwill:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
Goodwill	5.07	5.07
	5.07	5.07

**Non-Current Financial Assets****6 Investments:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(A) Investment at fair value through Other Comprehensive Income (fully paid)</b>		
<b>(a) Equity Shares (Fully paid up):</b>		
<b>Quoted:</b>		
- Jyoti Limited (CY and PY : 84,900 Nos. Equity Shares)	13.13	7.63
- Panasonic Energy India Company Limited (CY and PY: 72,824 Nos. Equity Shares)	157.74	202.49
- Kerbs Biochemicals Limited (CY and PY: 100 Nos. Equity Shares)	0.06	0.14
- Paushak Limited (CY and PY: 5,87,819 Nos. Equity Shares)	36,545.30	61,102.32
	36,716.21	61,312.58
<b>Unquoted:</b>		
- Alembic Employees Co-operative Supply Society Limited (CY and PY: 100 Nos. Equity Shares)	0.01	0.01
- Co-Operative Bank of Baroda Limited (CY and PY: 100 Nos. Equity Shares)	0.03	0.03
- Gujarat Export Corporation Limited (CY and PY: 12,210 Nos. Equity Shares)	1.14	1.14
- Pran Agro Services Private Limited (CY and PY: 18 Nos. Equity Shares) #	0.00	0.00
- Pragati Sahakari Bank Limited (CY and PY: 500 Nos. Equity Shares)	0.05	0.05
- Baroda Industrial Development Corporation Limited (CY and PY: 6 Nos. Equity Shares)	0.06	0.06
- Ganesh Co-operative Housing Society Limited (CY and PY: 2 Nos. Equity Shares) #	0.00	0.00
- Gujarat Urban Housing Company (CY and PY: 10 Nos. Equity Shares)	0.01	0.01
- Morning Star Co-operative Housing Society Limited (CY and PY: 1 Nos. Equity Shares) #	0.00	0.00
	1.29	1.29
<b>(b) Preference Shares (Fully paid up):</b>		
<b>Unquoted:</b>		
- 5% Non-Cumulative Redeemable Preference Share of Pran Agro Services Private Limited (CY and PY : 100 Nos. Preference Shares)	0.50	0.50
	0.50	0.50
(a)	36,718.01	61,314.37
<b>(B) Investment valued at Cost</b>		
<b>(a) Equity Shares (Fully paid up):</b>		
<b>In Associate Company</b>		
<b>Quoted:</b>		
- Alembic Pharmaceuticals Limited (CY and PY: 5,60,97,644 Nos. Equity Shares)	8,665.59	8,665.59
- Share in post acquisition profit (net of losses)	1,24,718.44	1,48,221.41
(b)	1,33,384.04	1,56,887.01
<b>(C) Investment at fair value through Profit and Loss Account</b>		
Alternative investment fund (AIF Equity Fund) (Quoted) (CY 7,00,000 units and PY : Nil Units)	714.28	-
(c)	714.28	-
<b>Total Investments (a+b+c)</b>	<b>1,70,816.32</b>	<b>2,18,201.38</b>
<b>Aggregate amount of quoted investments</b>	<b>1,70,814.53</b>	<b>2,18,199.59</b>
<b>Aggregate market value of quoted investments</b>	<b>3,15,646.14</b>	<b>4,77,191.42</b>
<b>Aggregate amount of unquoted investments</b>	<b>1.79</b>	<b>1.79</b>

# Amount less than Rupees One Thousand.



## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**7 Other Financial Assets:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
Bank deposits with more than 12 months maturity	3.29	3.12
Finance Lease Receivable (Refer Note 33 (D)(i))	160.29	264.08
Security Deposits	121.54	155.58
	<b>285.12</b>	<b>422.79</b>

**8 Inventories:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
(a) Raw Materials*	327.37	151.62
(b) Packing Materials*	3.42	5.13
(c) Finished Goods	524.30	464.11
(d) Stores and spares*	290.78	328.03
<b>Real Estate</b>		
(e) Project Under progress	7,715.39	7,738.15
	<b>8,861.26</b>	<b>8,687.04</b>

\* The cost of inventory recognised as an expense during the year was ₹ 59.44 Lakhs ( PY ₹ 2.91 Lakhs).

**Current Financial Assets****9 Investments:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Investment at Fair Value through Profit or Loss</b>		
<b>Mutual Funds (Quoted)</b>		
- Debt Funds	4,332.50	2,135.96
<b>Alternative investment fund (AIF Equity Fund) (Unquoted)</b>	<b>207.55</b>	<b>448.45</b>
<b>(CY 1,33,615 Units and PY : 2,98,230 Units)</b>		
	<b>4,540.05</b>	<b>2,584.41</b>

**10 Trade Receivables:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Trade Receivables considered Good-Unsecured</b>		
- Receivable from Related Parties (Refer Note no 33 (E))	873.51	464.30
- Others	1,471.53	1,057.83
	<b>2,345.04</b>	<b>1,522.14</b>
<b>Trade Receivables which have significant increase in credit risk</b>	-	-
Less : Expected Credit Loss Allowance	-	-
	<b>2,345.04</b>	<b>1,522.14</b>

Note: Refer Note 33 (I) for other disclosures

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**11 Cash and Cash Equivalents:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
Balance with banks	91.92	115.01
Cash on hand	1.26	2.13
	93.18	117.14

**12 Bank Balances:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Other Bank Balances</b>		
- Bank deposits	2.26	2.74
In earmarked accounts		
- Balances held in unpaid dividend accounts	94.42	64.64
	96.69	67.38

**13 Loans:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>(Unsecured, considered good)</b>		
Inter Corporate Deposit	-	504.44
	-	504.44

**14 Others:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Security Deposits	9.73	10.80
Finance Leave Receivable(Refer Note 33 (D)(i))	103.79	86.91
Receivable from Related party (Refer note 33 (E))*	670.83	176.00
Others	5.43	3.38
	789.78	277.08

\*Rate of interest CY: 8% per annum

**15 Other Current Assets:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Advance to Employees	8.71	8.94
Advance to Suppliers	222.42	391.10
Balance with Government authorities	63.53	49.90
Prepaid Expenses	29.15	41.98
Other Receivables	86.16	80.75
	409.96	572.66

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**16 Equity Share Capital:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>a) Authorized</b>		
300,000,000 - Equity shares of ₹ 2/- each	<b>6,000.00</b>	6,000.00
	<b>6,000.00</b>	6,000.00
<b>b) Shares issued, subscribed and fully paid</b>		
256,791,193 (PY: 256,791,193) - Equity shares of ₹ 2/- each	<b>5,135.82</b>	5,135.82
	<b>5,135.82</b>	5,135.82
<b>c) Shares fully paid</b>		
256,781,828 (PY: 256,781,828) - Equity shares of ₹ 2/- each	<b>5,135.64</b>	5,135.64
	<b>5,135.64</b>	5,135.64

**d) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Numbers	₹ in Lakhs	Numbers	₹ in Lakhs
At the beginning of the period	<b>256,781,828</b>	<b>5,135.64</b>	256,781,828	5,135.64
Add / (Less) : changes during the year by the Company	-	-	-	-
At the end of the period	<b>256,781,828</b>	<b>5,135.64</b>	256,781,828	5,135.64

**e) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital;**

The Holding Company is having only one class of shares i.e Equity carrying a nominal value of ₹ 2/- per share. Every holder of the equity share of the Company is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.

The Holding Company declares and pays dividend as approved by the shareholders at the Annual General Meeting. During the year ended 31st March, 2023 an amount of ₹ 1.80 of dividend per equity share was paid for Financial Year 2021-22.

**f) Shares in the company held by each shareholder holding more than 5 percent shares specifying the number of shares held:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Numbers	% held	Numbers	% held
Nirayu Limited (Holding Company)	<b>161,915,052</b>	<b>63.06%</b>	161,915,052	63.06%

**g) Shareholding of Promoters**

Promoter Name	As at 31st March, 2023			As at 31st March, 2022		
	No of Shares	% of total shares	% change during the year	No of Shares	% of total shares	% change during the year
1. Chirayu Ramanbhai Amin	<b>8,317,644</b>	<b>3.24%</b>	<b>0.00%</b>	8,317,644	3.24%	0.00%
2. Malika Chirayu Amin	<b>7,678,954</b>	<b>2.99%</b>	<b>0.00%</b>	7,678,954	2.99%	0.00%

**h) Aggregate number of Equity shares bought back during last 5 years : 10,250,000 equity shares of ₹ 80/-per share bought back in Financial year 2018-19.**

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**17 Other Equity :**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>a) Capital Redemption Reserve (on account of Buy back of shares in earlier years)</b>		
Balance as per the last financial statements	205.00	205.00
	205.00	205.00
<b>b) Securities Premium Reserve</b>		
Balance as per the last financial statements	21,150.56	21,150.56
Add : Share of associate in surplus	-	-
	21,150.56	21,150.56
<b>c) General Reserve (transfer of a portion of the net profit)</b>		
Balance as per the last financial statements	16,502.65	14,502.65
Add: Transferred from Retained Earnings	-	2,000.00
	16,502.65	16,502.65
<b>d) Retained Earnings</b>		
Balance as per the last financial statements	151,708.57	144,418.32
Profit for the year	19,064.90	22,205.90
<b>Items of Other Comprehensive Income</b>		
Remeasurements of post-employment benefit obligation, net of tax	(14.82)	(112.32)
Exchange differences in translating the financial statements of a foreign operations	391.27	132.22
Transfer to General Reserve	-	(2,000.00)
Share of Associate in Surplus	(34,887.30)	(12,421.97)
<b>Less: Appropriations</b>		
- Equity Dividend including tax thereon	(4,622.07)	(513.56)
	131,640.56	151,708.57
<b>e) Equity Instrument held at FVOCI (Refer below note)</b>		
Balance as per the last financial statements	54,955.90	44,290.64
Changes in fair value of FVOCI instruments (net of tax)	(21,787.03)	10,665.27
	33,168.87	54,955.91
<b>Total</b>	<b>202,667.64</b>	<b>244,522.70</b>

Note: EQUITY INSTRUMENT held at FVOCI: The Company has elected to recognise changes in the fair value of certain investment in equity instrument in other comprehensive income. This amount will be reclassified to retained earnings on derecognition of the corresponding equity instrument.

**18 Non Current -Other Financials Liabilities:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Security Deposits</b>		
- From related parties (Refer Note No 33 (E))	6.95	6.21
- From others	482.36	394.83
	489.31	401.03
<b>Deferred Income</b>	<b>180.53</b>	<b>201.81</b>
	<b>669.84</b>	<b>602.84</b>

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**19 Non Current Provisions:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for employee benefits</b>		
- Provision for gratuity	20.07	23.33
- Provision for Compensated absences	100.49	86.59
	<b>120.55</b>	<b>109.92</b>

**20 Deferred Tax Liability (Net):**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Deferred Tax Liabilities</b>		
- Depreciation	254.50	268.28
- Financial Assets at FVOCI	3,258.81	6,068.14
- Financial Assets at FVTPL	26.50	43.72
- Others	643.35	82.08
<b>Sub Total (a)</b>	<b>4,183.16</b>	<b>6,462.22</b>
<b>Deferred Tax Assets</b>		
- Deferred Revenue Expenses	(0.71)	(3.31)
- Business losses	(77.63)	(77.63)
- Others	(621.24)	(333.58)
<b>Sub Total (b)</b>	<b>(699.58)</b>	<b>(414.52)</b>
<b>Total (a+b)</b>	<b>3,483.57</b>	<b>6,047.70</b>

**Current Financial Liabilities****21 Trade Payables:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Dues to Micro and Small Enterprises	310.79	275.58
Others	1,427.14	1,651.18
	<b>1,737.93</b>	<b>1,926.76</b>

Refer Note 33 (j) for Other disclosures.

**22 Other Financial Liabilities:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
Unpaid Dividend	94.42	64.64
<b>Security Deposits</b>		
- from related parties (Refer Note 33 (E))	265.20	262.85
- from others	266.77	104.32
	<b>626.39</b>	<b>431.81</b>

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**23 Other Current Liabilities:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
Statutory Liabilities	173.69	205.68
Others Liabilities	270.04	254.44
Advance from customers	3,435.11	2,661.87
	<b>3,878.85</b>	<b>3,121.99</b>

**24 Current Provisions:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Provision for employee benefits</b>		
- Provision for gratuity	25.18	42.19
- Provision for Compensated absences	26.36	23.72
- Others	34.22	35.30
	<b>85.76</b>	<b>101.21</b>
<b>Others- Refer Note 33(C)(d)(ii)</b>	<b>2,052.13</b>	<b>991.26</b>
	<b>2,137.89</b>	<b>1,092.47</b>

**25 Revenue From Operations:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>Sale of products</b>		
- Domestic	849.76	1,196.91
- Exports	167.95	173.74
- Real Estate Development	6,866.59	1,813.52
<b>Export Incentives</b>	<b>3.20</b>	<b>3.33</b>
<b>Sale of Services</b>		
- Job work income	914.20	1,256.78
- Rent	3,035.69	2,695.98
<b>Other Operating Revenues</b>		
- Others	886.85	681.49
<b>Total Revenue from Operations</b>	<b>12,724.23</b>	<b>7,821.75</b>

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**26 Other Income:**

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Interest Income	111.45	112.31
Dividend Income	5,685.77	7,858.23
Fair Value change of investment held for trading	105.82	104.73
Profit / (Loss) on sale of Investments (Net)	131.86	162.63
<b>Other Non Operating Income</b>		
- Gain on Foreign Currency Transactions (Net)	0.47	0.99
- Gain/(Loss) on sale of Property, Plant and Equipments (Net)	102.61	195.76
- Amount no longer payable written back	-	120.14
- Insurance claim received	-	36.95
- Others	288.30	326.29
	<b>6,426.28</b>	<b>8,918.01</b>

**27 Cost of Materials Consumed:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Inventory at the beginning of the year	156.75	324.16
Add : Purchases	865.90	685.18
	<b>1,022.64</b>	<b>1,009.34</b>
Less: Inventory at the end of the year	330.79	156.75
	<b>691.85</b>	<b>852.59</b>

**28 Cost of Construction:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Opening Construction Work under progress	7,738.15	4,065.48
Add : Construction Expenses incurred during the year	3,456.92	4,836.27
Less : Closing Construction Work under progress	7,715.39	7,738.15
	<b>3,479.67</b>	<b>1,163.60</b>

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**29 Changes in Inventories of Finished Goods /Work in Progress:**

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>Inventory at the end of the year</b>		
- Finished Goods	524.30	464.11
(a)	524.30	464.11
<b>Inventory at the beginning of the year</b>		
- Finished Goods	464.11	709.76
(b)	464.11	709.76
(b-a)	(60.18)	245.64

**30 Employee Benefit Expenses:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Salary and Wages	2,188.19	1,951.28
Contribution to Provident and other funds	166.68	165.12
Staff Welfare Expense	49.40	31.00
	2,404.28	2,147.40

**31 Other Expenses:**

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
Consumption of Stores, spares and laboratory materials	188.22	230.86
Power and Fuel (Net)	202.36	14.91
Repairs and Maintenance		
- Machinery	156.34	177.79
- Building	26.19	40.76
- Others	331.39	380.67
Marketing, Publicity Expenses and Selling Commission	190.33	69.37
Rent	2.48	0.13
Rates and Taxes	314.06	261.90
Insurance	50.66	60.98
Travelling Expense	23.06	14.13
Legal and Professional Fees	484.77	560.37
Payment to Auditors (Refer Note 33 (F))	15.18	14.67
Expenses on CSR related activities	19.38	23.09
Miscellaneous Expenses	170.97	169.95
	2,175.38	2,019.57



## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**32 Other Comprehensive Income:**

₹ In Lakhs

Particulars	For the Year Ended on 31st March, 2023	For the Year Ended on 31st March, 2022
<b>Items that will not be reclassified to Profit and Loss</b>		
Changes in fair value of FVOCI instruments	(24,596.36)	12,035.77
Income Tax relating to this item	2,809.34	(1,370.50)
Re-measurements of post-employment benefit obligations	(6.45)	(26.58)
Income Tax relating to this item	1.62	6.69
Re-measurements of post-employment benefit obligations of Associate	(9.99)	(112.63)
Income Tax relating to this item	-	20.19
<b>(a)</b>	<b>(21,801.85)</b>	<b>10,552.95</b>
<b>Items that will be reclassified to Profit and Loss</b>		
Exchange differences in translating the financial statements of a foreign operations	391.27	132.22
<b>(b)</b>	<b>391.27</b>	<b>132.22</b>
<b>(a + b)</b>	<b>(21,410.57)</b>	<b>10,685.16</b>

**33 Other Explanatory Notes to the Consolidated Financial Statement:****A Additional Information:**

I The Subsidiary and Associates considered in the Consolidated Financial Statements are:									
Sr. No.	Name of Company	Subsidiary / Associates	Country of Incorporation	Proportion (%) of Shareholding Year Ended					
				31st March, 2023		31st March, 2022			
1	Alembic City Limited	Subsidiary	India	100.00%		100.00%			
2	Alembic Pharmaceuticals Limited	Associate	India	28.54%		28.54%			
II	Particulars	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 a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Net Assets	Amount (₹ in lakhs)
I	<b>Alembic Limited (Parent)</b>	35.72%	74,233.52	41.58%	7,927.03	101.78%	(21,791.49)	591.07%	(13,864.45)
II	Subsidiary:								
	1. Foreign : NA								
	2. Indian : Alembic City Limited	0.09%	186.24	0.71%	134.82	0.00%	(0.37)	(5.73%)	134.45
	Minority interest in all subsidiaries	-	-	-	-	-	-	-	-
III	Associates:								
	(Investments as per Equity method)								
I	Indian:								
	<b>Alembic Pharmaceuticals Limited</b>	64.19%	133,383.52	57.71%	11,003.04	(1.78%)	381.29	(485.33%)	11,384.33
2	Foreign : NA								
	<b>Total</b>	<b>100.00%</b>	<b>207,803.28</b>	<b>100.00%</b>	<b>19,064.90</b>	<b>100.00%</b>	<b>(21,410.57)</b>	<b>100.00%</b>	<b>(2,345.67)</b>

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**B Capital Commitments:**

₹ In Lakhs

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
- Property, Plant and Equipments	5,999.19	4,728.41
- Investment Property	3,736.47	3,219.58
	9,735.67	7,948.00

**C Contingent Liabilities:**

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Wage revision and reinstatement of employees and other demands	Unascertained	Unascertained
b) Letter of Credit, Guarantees and counter guarantees	3,446.01	2,118.72
c) Liabilities Disputed in appeals:		
- Excise Duty	37.96	24.69
- Service Tax (net of Provision ₹ 117.69 Lakhs)	519.71	-
- Sales Tax	136.32	141.38
- Income Tax	659.47	659.47
- Green Cess	19.29	19.29
- Export obligation against advance license	1.14	0.85
d) Claims against the Group not acknowledged as debt		
(i) Real Estate Division - (Refer Note 1)	-	-
(ii) API Division (Refer Note 2) (P.Y net of Provision ₹ 991.26 Lakhs)	-	1,060.87
e) Disputed Liability in respect of Ministry of Industry, Department of Chemicals and Petrochemicals in respect of Price of Rifampicin Allowed in formulations and landed cost of import	9.99	9.95

Note 1. Represent a litigation filed in National Consumer Forum in respect of one project with frivolous claims, which the Company is confident of being awarded in its favour.

Note 2. The Company had informed the stock exchanges vide communication dated 14th February, 2023 that the Appeal filed by the Company before the Hon'ble High Court of Gujarat in matter(s) arising out of Special Civil Application No. 2683 of 2004 and others, against the State of Gujarat, Collector of Electricity Duty, Chief Auditor, Industries Commission; has been dismissed. The Company has filed an appeal before the Hon'ble Supreme Court of India challenging the referred Order. Pending decision of the Hon'ble Supreme Court, the Company has made an aggregate provision in its books for the principal amount of ₹ 2,052.13 lakhs (₹ 991.26 lakhs was already provided in previous periods) and disclosed contingent liability for interest, the amount of which is not ascertainable (P.Y. ₹ 2,902 Lakhs) and is not acknowledged or accepted by the Company.

**D Disclosure pursuant Leases:****As Lessee****Short term Leases**

The Group has obtained premises for its business operations under operating lease or leave and license agreements. These are not non-cancellable and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognised in Statement of Profit and Loss under the head "Rent Expense" in note no 31.

# Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## As Lessor

- i) Finance Lease Receivable (reconciliation gross/net investment)

The Reconciliation between the total gross investment in the lease and net investment in lease at the statement of financials position date is as follows.

₹ in Lakhs

Particulars	31st March 2023	31st March 2022
Gross Receivable	350.99	423.69
Less: unearned finance income	86.91	72.71
<b>Total</b>	<b>264.08</b>	<b>350.99</b>
Of which		
Current Position	103.79	86.91
Non Current Position	160.29	264.08

- ii) The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be received after the reporting date.

Particulars	₹ in Lakhs
Less than one year	2,591.49
One to Two Year	2,379.30
Two to Three Year	2,251.32
Three to Four Year	2,162.48
Four to Five Year	1,639.59
More than Five Year	2,824.65
<b>Total</b>	<b>13,848.82</b>

## E Related Party Disclosures:

List of Related Parties with whom the Company has entered into transactions during the year.

- (a) **Holding Company** : Nirayu Limited
- (b) **Subsidiary**: Alembic City Limited
- (c) **Associate Company**: Alembic Pharmaceuticals Limited
- (d) **Other Related Parties**:
  1. Shreno Limited
  2. Paushak Limited
  3. Shreno Publications Limited
  4. Rakshak Services Private Limited
  5. Shreno Engineering Limited
  6. Bhailal Amin General Hospital
  7. Alembic CSR Foundation
  8. Alembic Limited Provident Fund
  9. Alembic Limited Gratuity Fund
  10. Alembic Limited Superannuation Scheme
  11. Viramya Packlight LLP
  12. Gallup Life Private Limited

# Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**(e) Key Managerial Personnel**

1. Mr. Chirayu Amin	Chairman
2. Mrs. Malika Amin	Managing Director and Chief Executive Officer
3. Mr. Udit Amin	Non-Executive Director
4. Mr. C. P. Buch	Independent Director
5. Mr. Sameer Khera	Independent Director
6. Mr. Mayank Amin	Independent Director
7. Mrs. Rati Desai	Independent Director
8. Mr. Abhijit Joshi	Director
9. Mr. Rasesh Shah	Chief Financial Officer
10. Mr. Drigesh Mittal	Company Secretary

**(f) Close Relatives of Key Managerial Personnel**

1. Mr. Pranav Amin
2. Mr. Shaunak Amin
3. Ms. Yera Amin
4. Mrs. Shreya Mukharji
5. Mrs. Jyoti Suresh Patel
6. Mrs. Ninochaka Anup Kothari
7. Mrs. Asha Subhash Khera

**(g) Key Managerial Personnel Compensation**

₹ In Lakhs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Short-term employee benefits	257.65	233.61
Terminal Benefits	25.63	22.64
Other Benefits	187.40	209.44
<b>Total Compensation</b>	<b>470.69</b>	<b>465.69</b>

**(h) Transactions with Related Parties**

During the year, the following transactions were carried out with related parties and relative of Key Managerial Personnel in the ordinary course of the business

Holding - Nirayu Limited	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Rent Income	0.19	-
Dividend Paid	2,914.47	323.83
Receiving of services	-	0.96
Sale of Goods	-	3.25
Security Deposit Received	0.12	-

Associate - Alembic Pharmaceuticals Limited	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Purchase of Goods	22.12	42.98
Sale of Goods	470.97	595.96
Rendering of services	1,437.80	1,755.16
Reimbursement of Expenses	429.41	92.56
Rent Income	1,001.14	1,000.85
Dividend Income	5,609.75	7,817.12
Refund Security Deposit	-	3.84
Security Deposit Received	-	12.64

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

₹ In Lakhs

Key Managerial Personnel and their relatives	Name of Parties	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Managerial Remuneration			
	Mrs. Malika Amin	144.00	144.00
	Mr. Udit Amin	170.00	192.54
	Mr. Rasesh Shah	117.23	92.11
	Mr. Drigesh Mittal	22.06	20.14
Dividend Paid			
	Mr. Chirayu Amin	149.72	16.64
	Mrs. Malika Amin	138.22	15.36
	Others	143.68	14.38
Sitting Fees			
	Mr. Chirayu Amin	1.70	1.80
	Mr. Udit Amin	2.00	1.50
	Mr. C. P. Buch	3.80	3.70
	Mr. Sameer Khera	3.20	3.30
	Mr. Mayank Amin	3.20	3.30
	Mrs. Rati Desai	1.70	1.70
	Mr. Abhijit Joshi	1.80	1.60
Sale of Goods			
	Mr. Sameer Khera	634.19	-
	Mrs. Asha Subhash Khera	309.62	-

## Significant Transactions with Other Related Parties

Other Related Parties	Name of Parties	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Purchase of Goods			
	Paushak Limited	7.09	6.80
	Shreno Publications Limited	1.37	4.30
	Shreno Limited	-	1.08
Sale of Goods			
	Paushak Limited	7.65	11.13
Sale of Property, Plant and Equipments			
	Paushak Limited	38.26	10.62
Rendering of services			
	Shreno Limited	573.09	519.48
	Paushak Limited	41.30	41.30
Receiving of services			
	Rakshak Services Private Limited	23.14	18.64
	Bhailal Amin General Hospital	0.04	0.02
Rent Income			
	Shreno Publications Limited	84.13	73.06
	Paushak Limited	46.44	46.44
	Shreno Engineering Limited	0.57	0.39
	Bhailal Amin General Hospital	3.50	-
	Gallup Life Private Limited	0.58	-

# Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Significant Transactions with Other Related Parties

₹ In Lakhs

Other Related Parties	Name of Parties	For the year ended 31st March, 2023	For the year ended 31st March, 2022
CSR Contribution			
	Alembic CSR Foundation	19.38	23.09
Post Employment Benefit Plans			
	Alembic Limited Provident Fund	199.83	194.58
	Alembic Limited Gratuity Fund	65.60	25.00
	Alembic Limited Superannuation Scheme	2.21	2.36
Dividend Paid			
	Paushak Limited*	0.03	0.00
	Others*	0.04	0.00
Dividend Income			
	Paushak Limited	70.54	35.27
Reimbursement of Expenses			
	Paushak Limited	6.59	6.98
Advance to Related party			
	Alembic Limited Provident Fund	(176.00)	176.00
	Shreno Limited	672.31	-
Security Deposit Received			
	Bhailal Amin General Hospital	2.22	-

\* Amount less than One thousand

## Outstanding Balances

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Holding-Nirayu Limited</b>		
Deposits Payable	0.12	-
<b>Associate-Alembic Pharmaceuticals Limited</b>		
Trade Receivable	459.61	419.11
Trade Payable	0.04	16.37
Deposits Payable	278.49	278.49
Investment in Equity Shares	8,665.07	8,665.59
<b>Other Related Parties</b>		
Trade Receivable	413.90	45.19
Trade Payable	1.29	1.57
Advance*	670.83	176.00
Deposits Payable	2.22	-
Investment in Equity Shares	36,545.30	61,102.32
<b>Key Managerial Personnel</b>		
Commission Payable	170.00	192.54

\*Advances has been given in accordance with Section 186(4) of the Companies Act, 2013 and the same has been given for general Business Purpose

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**F Payment to Auditors:**

₹ In Lakhs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Statutory Auditors</b>		
Audit Fees ( Including Limited Review)	10.10	10.00
Other services	0.07	-
Reimbursement of expenses	0.14	0.07
<b>Tax Auditor</b>		
Tax Audit Fees	3.00	3.00
<b>Secretarial Auditor</b>		
Secretarial Audit fees	1.87	1.60
	15.18	14.67

**G Earnings Per Share (EPS)**

Particulars	As at 31st March, 2023	As at 31st March, 2022
a) Profit / (Loss) after Tax available for equity shareholders	19,064.90	22,205.90
b) Weighted Average number of equity shares	256,781,828	256,781,828
c) Basic and Diluted Earnings per share (Face value per share ₹ 2/- each)	7.42	8.65

**H Defined benefit plans / compensated absences - As per actuarial valuation - Refer Note No. 33 H of Standalone Financial Statements.****I Trade Receivables Aging Schedule as on 31.03.2023**

Particulars	Outstanding for following periods from due date of Payment						
	Not due	Less than 6 Months	6 Months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
a. Undisputed Trade Receivable- Considered good	1,307.34	873.14	164.33	0.23	-	-	2,345.04
b. Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c. Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-	-
d. Disputed Trade Receivable- Considered good	-	-	-	-	-	-	-
e. Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f. Disputed Trade Receivable - credit impaired	-	-	-	-	-	-	-

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Trade Receivables Aging Schedule as on 31.03.2022

₹ In Lakhs

Particulars	Outstanding for following periods from due date of Payment						
	Not due	Less than 6 Months	6 Months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
a. Undisputed Trade Receivable- Considered good	1,054.67	450.84	12.53	4.10	-	-	1,522.14
b. Undisputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
c. Undisputed Trade Receivable - credit impaired	-	-	-	-	-	-	-
d. Disputed Trade Receivable- Considered good	-	-	-	-	-	-	-
e. Disputed Trade Receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
f. Disputed Trade Receivable - credit impaired	-	-	-	-	-	-	-

## J Trade payable Ageing Schedule as on 31.03.2023

Particulars	Outstanding for following periods from due date of Payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a. MSME	310.79	-	-	-	-	310.79
b. Others	1,341.27	41.58	2.71	14.46	27.11	1,427.14
c. Disputed dues - MSME	-	-	-	-	-	-
d. Disputed dues - Others	-	-	-	-	-	-
e. Unbilled dues	-	-	-	-	-	-

## Trade payable Ageing Schedule as on 31.03.2022

Particulars	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
a. MSME	281.37	-	-	-	-	281.37
b. Others	1,541.23	49.92	13.14	18.98	22.13	1,645.39
c. Disputed dues- MSME	-	-	-	-	-	-
d. Disputed dues- Others	-	-	-	-	-	-
e. Unbilled dues	-	-	-	-	-	-

## K Disclosures pursuant to Ind AS 115 -Revenue from Contracts with Customers:

## Disaggregation of revenue

The management determines that the segment information reported under Note 33 (Q) Segment reporting is sufficient to meet the disclosure objective with respect to disaggregation of revenue under Ind AS 115 Revenue from contract with Customers. Hence, no separate disclosures of disaggregated revenues are reported.



## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**L Taxes Reconciliation:****(i) Income Tax Expense**

₹ In Lakhs

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
a) Income tax expense		
<b>i. Current Tax</b>		
Current tax expense	<b>371.50</b>	1,159.50
<b>ii. Deferred Tax</b>		
Decrease/ (Increase) in deferred tax assets	<b>(283.44)</b>	(100.13)
(Decrease)/ Increase in deferred tax liabilities	<b>530.27</b>	121.42
Total Deferred tax expenses (Benefits)	<b>246.83</b>	21.29
Total Income tax expenses (i + ii) *	<b>618.33</b>	1,180.79
* This excludes below tax impact on Other comprehensive income		
Tax Benefit on Actuarial	<b>1.62</b>	6.69
Tax Benefit / (Expenses) due to Fair Value of Investments	<b>2,809.29</b>	(1,370.50)

**(ii) Reconciliation of tax expense**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Profit before Income tax expense	<b>8,679.79</b>	9,785.74
Tax at the Indian Tax Rate #	<b>2,184.53</b>	2,462.87
Tax impact on items deductible	<b>(205.49)</b>	(152.95)
Tax impact on deduction available under Chapter VIA	<b>(1,423.45)</b>	(1,164.94)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income	-	-
Effect of Income on which tax payable u/s 111A, 112, 112A of Income Tax Act, 1961	-	-
Others (including deferred tax)	<b>62.74</b>	35.81
<b>Income Tax Expense</b>	<b>618.33</b>	1,180.79

# The Company Opted for Concessional tax rate of Income Tax Act, 1961 and the applicable Indian Statutory Tax Rate for the year ended 31st March, 2023 is 25.17% and for 31st March, 2022 was 25.17%.

**(iii) Current Tax (Liabilities) / Assets**

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Opening balance	<b>(203.45)</b>	37.14
Income Tax Paid	<b>652.15</b>	904.43
Current Income Tax for the year	<b>(371.50)</b>	(1,159.50)
Current Income Tax provision for earlier year	<b>0.40</b>	14.47
Net Current Income Tax Asset / (Liability) at the end	<b>77.60</b>	(203.45)

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**M Investment Property:**

₹ In Lakhs

(i) Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Amount recognised in profit or loss for investment properties Rental Income	2,788.10	2,544.12
Direct operating expenses from property that generated rental income	(253.52)	(239.80)
Depreciation	(445.66)	(254.50)
Profit from Investment Property	2,088.92	2,049.81

(ii) Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>Fair Value</b>		
Investment properties	23,363.66	22,094.10
Add: Investment Property under Construction	4,904.25	3,306.29
<b>Total</b>	<b>28,267.91</b>	<b>25,400.39</b>

Estimation of fair value: Method of Estimation

In the absence of valuation reports of Registered Valuer as defined under rule 2 of Companies (Registered Valuer and valuation) Rules, 2017, the Group has used the government registration rates for the purpose of determining the fair value of Land and Buildings.

**N Financial Instruments:****i) Fair value measurement hierarchy**

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	Carrying amount	Level of input used in			Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>Financial assets</b>								
<b>At Fair Value through Profit and Loss</b>								
Investments	5,254.33	5,254.33	-	-	2,584.41	2,584.41	-	-
<b>At FVTOCI</b>								
Investment in Equity instruments	170,101.54	36,716.21	1.29	-	218,200.88	61,312.58	1.29	-
Investment in Debt instruments	0.50	-	0.50	-	0.50	-	0.50	-
<b>At Amortised cost</b>								
Trade Receivables	2,345.04	-	-	-	1,522.14	-	-	-
Cash and cash equivalents	93.18	-	-	-	117.14	-	-	-
Bank balances other than above	96.69	-	-	-	67.38	-	-	-
Loans	-	-	-	-	504.44	-	-	-
Others	1,074.90	-	-	-	699.87	-	-	-
<b>Total</b>	<b>178,966.17</b>	<b>41,970.54</b>	<b>1.79</b>	<b>-</b>	<b>223,696.76</b>	<b>63,896.99</b>	<b>1.79</b>	<b>-</b>
<b>Financial liabilities</b>								
Trade Payables	1,737.93	-	-	-	1,926.76	-	-	-
Security Deposit	1,201.81	-	-	-	970.01	-	-	-
Other Financial liabilities	94.42	-	-	-	64.64	-	-	-
<b>Total</b>	<b>3,034.16</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,961.41</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

## ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis

## iii) Valuation Processes

Valuation of unquoted equity shares/preference shares is done by an external valuation agency.

The main level 3 inputs for unlisted equity securities used by the Group are derived and evaluated as follows:

Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period.

## O Financial Risk Management

The Group has exposure to credit risk, liquidity risk and market risk arising from financial instruments.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed periodically to reflect changes in market conditions and the Group's activities.

The Group monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

### a. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, loans and investments. Credit risk is managed through continuous monitoring of receivables and follow up for overdues.

#### Investments

The Group limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Group does not expect any losses from non-performance by these counter parties, and does not have any significant concentration of exposures to specific industry sector or specific country risks.

#### Trade Receivables

The Company's exposure to credit risk is influenced mainly by individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of the customer. Trade and other receivables and other financial assets, the company has no significant past due but not impaired.

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**b. Liquidity Risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

**Maturities of Financial Liabilities**

The table herewith analyse the Group's Financial Liabilities into relevant maturity groupings based on there contractual maturities for:

The amount disclosed in the table are the contractual undiscounted cash flows. Balance dues within the 12 months equal there carrying balances as the impact of discounting is not significant.

**Contractual maturities of financial liabilities**

₹ In Lakhs

Particulars	Less than 1 year	More than 1 year	Total
<b>As at 31st March, 2023</b>			
<b>Non-derivatives</b>			
Other financial liabilities	626.39	669.84	1,296.23
Trade payables	1,737.93	-	1,737.93
<b>Total Non-derivative liabilities</b>	<b>2,364.32</b>	<b>669.84</b>	<b>3,034.16</b>
<b>As at 31st March, 2022</b>			
<b>Non-derivatives</b>			
Other financial liabilities	431.81	602.84	1,034.65
Trade payables	1,926.76	-	1,926.76
<b>Total Non-derivative liabilities</b>	<b>2,358.57</b>	<b>602.84</b>	<b>2,961.41</b>

**c. Market Risk****1. Price Risk**

The Group is mainly exposed to the price risk due its investment in equity instruments and equity and debt mutual fund. The price risk arises due to unascertainty about the future market value of these investments.

**Management Policy**

The Group maintains its portfolio in accordance with framework set by risk management policies.

**2. Currency Risk**

The Group has no significant exposure to export revenue and import of raw material and property, plant and equipments so the Group is not subject to significant risk that changes in foreign currency value impact.

**P Capital Management****Risk management**

For the purpose of Group's Capital Management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Group. The Group manages its capital to optimise returns to the share holders and make adjustments to it in light of changes in economic conditions or its business requirements. The Group's objective is to safe guard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to share holders through continuing growth and maximise the share holders value. The Group funds its operations through internal accruals. The Management and Board of Directors monitor the return of capital as well as the level of dividend to share holders.

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**Q Segment Reporting****Primary Segment**

The Company has identified “Active Pharmaceutical Ingredient (API)” and “Real Estate” as the primary reportable segment.

**Part-I**

₹ In Lakhs

Particulars	API		Real Estate		Total	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Segment Revenue</b>						
Revenue from Operations	1,935.11	2,630.75	9,902.27	4,509.50	11,837.38	7,140.26
Other Operating Income	713.66	595.88	173.19	85.60	886.85	681.49
Total Revenue from Operations	2,648.76	3,226.64	10,075.46	4,595.11	12,724.23	7,821.75
<b>Segment Result</b>						
Profit before exceptional items and tax	202.94	524.74	3,696.99	1,162.02	3,899.93	1,686.75
Less: Exceptional Items	1,060.86	-	-	-	1,060.86	-
<b>Profit before tax</b>	(857.93)	524.74	3,696.99	1,162.02	2,839.06	1,686.75
Add: Unallocated Income					5,887.26	8,137.89
Less: Finance Cost					46.53	38.91
Less: Tax Expense					618.33	1,180.79
Less: Short/(Excess) Provision of earlier years					(0.40)	(14.47)
<b>Net Profit after tax</b>					8,061.86	8,619.42
<b>Share of Associate's Profit</b>					11,003.04	13,586.48
<b>Profit after tax and share of associate's profit</b>					19,064.90	22,205.90
Other Comprehensive Income					(21,410.57)	10,685.16
<b>Total Comprehensive Income for the period</b>					(2,345.67)	32,891.06

**Part-II**

Particulars	API		Real Estate		Total	
	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2023	As at 31st March, 2022
<b>Segment Assets and Liabilities</b>						
Segment Assets	15,277.70	14,882.52	32,041.91	27,247.70	47,319.61	42,130.22
Segment Liabilities	2,752.80	1,752.48	6,418.66	5,533.32	9,171.46	7,285.80
Add: Unallocable Assets					173,138.70	221,065.06
Less: Unallocable Liabilities					3,483.57	6,251.15
<b>Capital Employed</b>	12,524.90	13,130.04	25,623.25	21,714.38	207,803.28	249,658.33
Addition to Non-Current Assets	(111.47)	(100.42)	2,015.98	3,172.49	1,904.51	3,072.08

**Part-III**

Amount of revenue from major external customer of API Division ₹ 1,908.77 Lakhs (Previous year ₹ 2351.12 Lakhs) (including GST)

## Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

**R Borrowings secured against current assets :**

The Group has borrowings from banks secured against Current Assets and quarterly returns filed for the same with the banks are in agreement with the books of accounts of the Company.

**S Other statutory information**

- 1) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 2) The Group has not traded or invested in Crypto currency or Virtual Currency during the year.
- 3) (i) The Group 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: 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 to or on behalf of the Ultimate Beneficiaries.
- (ii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 4) The Group does not have any such transaction which is not recorded in the books of accounts and 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)
- 5) There is no Scheme of Arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- T** The Statutory Auditors of the Company have given a qualified opinion in their Auditor's report dated 12th May, 2023. The qualification essentially flows from its Associate Company's i.e. Alembic Pharmaceuticals Limited's audit qualification. Statement on impact of audit qualifications for the financial year ended 31st March 2023 explains the audit qualification and its impact and the response from the management of the Associate, which are self-explanatory.
- U** The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.
- V** These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 12th May, 2023.

As per our report of even date

For and on behalf of the Board

**For CNK & Associates LLP**

Chartered Accountants

Firm Registration No.: 101961W/W-100036

**\*Chirayu Amin**

Chairman

DIN: 00242549

**\*Malika Amin**

Managing Director &amp; CEO

DIN: 00242613

**C. P. Buch**

Director

DIN: 05352912

**Himanshu Kishnadwala**

Partner

Membership No. 037391

Mumbai : 12th May, 2023

**Rasesh Shah**

Chief Financial Officer

**Drigesh Mittal**

Company Secretary

\*London /Vadodara: 12th May, 2023

# Notes

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

## Form AOC-I

(Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Part "A": Subsidiaries

₹ in Lakhs

Sr No	Name of Subsidiary	Date of Acquisition	Lastest Audited Balance sheet Date	Reporting Currency	Exchange Rate	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Profit/ (Loss) before taxation	Provision for taxation	Profit/ (Loss) after taxation	Proposed Dividend	% shareholding
1	Alembic City Limited	20/07/2017	31/03/2023	INR	NA	5.00	(326.58)	6,062.16	6,383.74	(136.81)	(34.39)	(102.42)	-	100%

- Names of subsidiaries which are yet to commence operations - NA
- Names of subsidiaries which have been liquidated or sold during the year - NA
- Reporting period for all the above subsidiaries is same as that of Holding company

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

₹ in Lakhs

Sr No	Name of Associate	Date of Acquisition	Lastest Audited Balance sheet Date	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Networth attributable to Shareholding as per latest audited Balance Sheet	Profit / (Loss) for the year	
				No.	Amount of Investment in Associates	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation
1	Alembic Pharmaceuticals Limited	15/04/2011	31/03/2023	56,097,644	8,665.59	28.54%	More than 20% of Holding	NA	133,384.04	11,003.04	NA

- Names of associates or joint ventures which are yet to commence operations. - NA
- Names of associates or joint ventures which have been liquidated or sold during the year. - NA

For and on behalf of the Board

**\*Chiray Amin**  
Chairman  
DIN: 00242549

**\*Malika Amin**  
Managing Director & CEO  
DIN: 00242613

**C. P. Buch**  
Director  
DIN: 05352912

**Rasesh Shah**  
Chief Financial Officer

**Drigesh Mittal**  
Company Secretary

\*London /Vadodara: 12th May, 2023

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