ANNUAL REPORT : 2022 - 2023

DINESH REMEDIES LIMITED

(CIN: U24230GJ2005PLC045447)

Regd. Office: Shri Dinesh Mills premises, Akota Road, Vadodara - 390 020

Factory: Village Mahuvad, Haranmal Road, Padra-Jambusar Highway,
Taluka Padra District Vadodara - 391 440

DINESH REMEDIES LIMITED
(CIN – U24230GJ2005PLC045447)
Regd. Office : Shri Dinesh Mills premises, Akota Road, Vadodara – 390 020
Phone No. (0265) 2960060 / 61 / 62 / 63 / 64
Email : cs@dineshremedies.com Website: www.dineshremedies.com
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NOTICE

NOTICE is hereby given that, Eighteenth Annual General Meeting of the Members of Dinesh Remedies Ltd. will be held at the Registered Office of the Company at Shri Dinesh Mills Premises, Akota Road, Vadodara on Friday, 30th June, 2023 at 4.00 p.m. to transact the following business.

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2023, the Boards' Report and Auditors' Report thereon.

2. To appoint a Director in place of Shri Dixitbhai R. Patel (DIN: 01169162), who retires by rotation and being eligible, offers himself for re-appointment.

Regd. Office:
Shri Dinesh Mills Premises
Akota Road,
Vadodara – 390 020
Date: 26th May, 2023

By Order of the Board,
For DINESH REMEDIES LIMITED,

Sd/-
S. K. SHUKLA
COMPANY SECRETARY
M. No. A – 13259

NOTE:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. **THE BRIEF DETAILS OF SHRI DIXITBHAI IS ATTACHED TO THE NOTICE (ANNEXURE: A).**

ANNEXURE TO THE NOTICE

ANNEXURE: A

<table>
<tr><td colspan="2">(1) Name</td><td colspan="2">Shri Dixit Rashmikant Patel (DIN: 01169162)</td></tr>
<tr><td colspan="2">Age</td><td colspan="2">46 years</td></tr>
<tr><td colspan="2">Qualification</td><td colspan="2">S. Y. B.Com.</td></tr>
<tr><td colspan="2">Expertise</td><td colspan="2">Overall Business Management</td></tr>
<tr><td colspan="2">Tenure</td><td colspan="2">Director of the Company since 07/09/2018</td></tr>
<tr><td colspan="2">Shareholding in the Company</td><td colspan="2">31,39,715 Equity shares of Rs.10/- each.

3,92,464, 4% Optionally Convertible Cumulative Preference Shares (OCCPS) of Rs. 10/- each.</td></tr>
<tr><td colspan="2">Other Directorship:</td><td colspan="2"></td></tr>
<tr><td>Sr. No.</td><td>Name of the Company</td><td>Position held</td><td>Member/Chairman of the Committee of the Company</td></tr>
<tr><td>1</td><td>Devbhoomi Real Estate Pvt. Ltd.</td><td>Director</td><td>None</td></tr>
<tr><td>2</td><td>Urvakunj Nicontin LLP</td><td>Designated Partner</td><td>None</td></tr>
</table>

Inter Relationship: He is not related to any Director of the Company.

Regd. Office:
Shri Dinesh Mills Premises
Akota Road,
Vadodara – 390 020
Date: 26th May, 2023

By Order of the Board,
For DINESH REMEDIES LIMITED,

Sd/-
S. K. SHUKLA
COMPANY SECRETARY
M. No. A – 13259

BOARDS' REPORT

To,
The Members,
Dinesh Remedies Limited

Your Directors have pleasure in submitting their 18th Annual Report on the Business & Operations of the Company together with the Annual Financial Statement for the year ended 31st March, 2023.

1. PERFORMANCE OF THE COMPANY

(Rs. In Lakhs)

Particulars	2022 – 2023	2021 – 2022
Revenue from Operations	**3846.53**	3505.15
Profit before Depreciation, Interest & Tax (PBDIT)	**408.54**	837.51
Net Profit	**40.47**	596.42

2. DIVIDEND

(A) Dividend on 4% OCCPS: The Company had allotted 4%, 24,89,340 Optionally Convertible Cumulative Preference Shares (OCCPS) of Rs.10/- each on Right basis to Shri Dinesh Mills Ltd and Shri Rashmikant Patel & family. Since the Company has distributable profit, the Board of Directors has approved the divided @ 4% on the above referred OCCPS amounting to Rs. 9,95,736/-.

(B) Dividend on Equity Shares: The Board of Directors have not recommended any dividend on equity shares but to plough back the profit to fund the expansion and also considering the present market condition.

3. TRANSFER TO GENERAL RESERVE

The Company has not transferred any amount to General Reserve.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND (IEPF)

As the Company has not declared / paid any dividend on equity shares since incorporation of the Company and therefore, the provisions relating to transfer of unclaimed dividend to IEPF does not apply to the Company.

5. THE STATE OF AFFAIRS OF THE COMPANY

(A) REVIEW OF OPERATIONS: During the year under review, Revenue from Operations of the Company has been increased from 3505.15 Lakhs to Rs.3846.53 Lakhs but the net profit has been considerably reduced from Rs. 596.42 Lakhs to Rs. 40.47 Lakhs as compared to the previous year especially due to increase in the gelatin price, power & fuel, interest and depreciation and also due to subdued market demand, the Company could not be able to get the benefits of installation of 8th Capsule manufacturing machine.

(B) FINANCIAL HIGHLIGHTS: (Rs. in Lakhs)

Sr. No.	Particulars	2022 – 2023	2021– 2022
1	Revenue from Operations	**3846.53**	3505.15
2	Operating profit (PBDIT)	**408.54**	837.51
3	Depreciation	**232.23**	176.13
4	Interest	**135.84**	64.95
5	Profit before Tax	**40.47**	596.42
6	Provision for Taxation	**NIL**	NIL
7	Net Profit	**40.47**	596.42

The various ratio analysis is given in Note No. 36 attached to the Annual Financial Statement for the year ended 31st March, 2023.

(C) OVERALL OUTLOOK: Due to excess production, subdued demand, increase in raw materials cost, power & fuel, interest, reduction in the sales price, Global slowdown and substantial depreciation of international currency against US Dollar has adversely affected the performance of the Company which has also created the liquidity crises in the markets and this trend is likely to continue during the current financial year 2023–2024. However, the Management would strive to mitigate the adverse impact to the extent possible. This forward looking statement would be subject to changes in the Government policies over the globe and conditions of the domestic & international markets.

(D) There is no change in the nature of the business of the Company.

6. MATERIAL CHANGES AND COMMITMENT, IF ANY

There are no material changes and commitments affecting the financial position of the Company occurred from 1st April, 2023 to the date of this Report.

7. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure – "A"** attached to this Report.

8. RISK MANAGEMENT

The Company has been taking appropriate actions from time to time to mitigate adverse impact of various Risks viz. Interest rate, gelatin price, foreign exchange, business operations & changes in the Regulatory requirements etc. which may adversely affect the performance of the Company. The provisions relating to Risk Management Committee is not applicable to the Company.

9. THE CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the CSR policy of the Company and in compliance with requirements of Section 135 of the Act, the Company has spent Rs.4,75,000/- during the year under review as per the details given in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014 attached as **Annexure – "B".**

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not given any loans, guarantees or made investments pursuant to Section 186 of the Companies Act, 2013.

11. CONTRACTS / ARRANGEMENTS WITH THE RELATED PARTIES

During the year under review, no contracts / arrangements are entered with the Related Parties pursuant to Section 188 of the Companies Act, 2013. However, the transactions with the Related parties in the ordinary course of business and on Arms' Length basis are given in Note No.36 attached to the Annual Financial Statement as Good Corporate Governance practice and also disclosed in **Form AOC – 2** attached as **Annexure – "C"** to this Report.

12. COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standard 1 (SS-1) relating to the meetings of the Board of Directors and Secretarial Standard 2 (SS-2) relating to the General meetings issued by the Institute of Company Secretarial of India and approved by the Central Government which are effective from 1st October, 2017.

13. AUDITORS REPORTS

The Auditors' Report issued by M/s. R. K. Doshi & Co. LLP on the Accounts is self-explanatory and therefore, does not call for any explanation. There were no qualifications, reservations or adverse remarks made by the above referred Statutory Auditors.

The Secretarial Audit issued by the Secretarial Auditor, M/s. Yogesh Mudsha & Associates, Practicing Company Secretary is self-explanatory and therefore, does not call for any explanation. There were no qualifications, reservations or adverse remarks made by the above referred Secretarial Auditor. The copy of the Secretarial Audit Report is attached as **Annexure – "D".**

During the year under review, no fraud has been reported to the Audit Committee of the Company by the above referred Statutory Auditors and Secretarial Auditor.

14. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company has the Remuneration Policy as recommended by the Nomination & Remuneration Committee of Directors of the Company relating to appointment of Directors, Key Managerial Personnel and payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters pursuant to Section 178(3) of the Companies Act, 2013.

15. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached as **Annexure – "E"** to this Report which can also be viewed on the website of the Company.

16. THE MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, five meetings of Board of Directors of the Company were held on 20/05/2022, 03/08/2022, 21/10/2022, 02/11/2022 and 04/02/2023.

17. KEY MANAGERIAL PERSONNEL (KMP)

Shri Nimish Patel, Chairman & Managing Director, Shri S K Shukla, Company Secretary and Shri Bindesh Patel, Chief Financial Officer are the KMP of the Company pursuant to Section 203 of the Companies Act, 2013 and the Rules made thereunder. There is no change in the KMP during the year under review.

18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

19. DEPOSITS

The Company has neither accepted nor renewed any deposit pursuant to Section 73 and 76 of the Companies Act, 2013 and Rules made thereunder during the financial year 2022 – 2023 and no deposit has remained unpaid or unclaimed as on 31st March, 2023.

20. DIRECTORS

Pursuant to Section 149 and 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors are not liable to retire by rotation whereas other Directors are liable to retire by rotation and accordingly, Shri Dixitbhai Patel, Director of the Company would retire by rotation and being eligible, offer himself for re-appointment. The particulars of the Director retiring by rotation and seeking re-appointment have been given in the Notice of the ensuing 18th Annual General Meeting of the members of the Company.

21. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have given the declaration that, they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Rules made thereunder.

22. PERFORMANCE EVALUATION OF DIRECTORS

The performance evaluation of all the Directors including Independent Directors and the Board as a whole which includes the Committees thereof was done on 4th February, 2023 as per the Performance Evaluation Policy of the Company.

As per provisions of the Companies Act, 2013 read with Rules made thereunder, a separate meeting of the Independent Directors was held on 4th February, 2023 to consider the following agenda:

a) Review the performance of Non-Independent directors and the Board as a whole including committees thereof.

b) Review the performance of the Chairperson of the Company.
c) Asses the efficacy and adequacy of flow of information.

All the Independent Directors were present in the meeting held on 4th February, 2023 and considered the above referred agenda.

23. COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM

The Audit Committee consists of three Independent Directors viz. Shri Paresh Saraiya, Chairman of the Audit Committee, Shri Sanjiv Shah and Shri Sujit Bhayani are the members of the Audit Committee.

The provisions relating to vigil mechanism are not applicable to the Company.

24. SHARES

(a) BUY BACK OF SECURITIES: The Company has not bought back any of its securities during the year under review.
(b) SWEAT EQUITY: The Company has not issued any Sweat Equity Shares during the year under review.
(c) **BONUS SHARES:** No Bonus Shares were issued during the year under review.
(d) **EMPLOYEES STOCK OPTION PLAN:** The Company has not provided any Stock Option Scheme to the employees.

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Internal Audit department conducts audit of all departments of the Company and places Audit reports/plans before the Audit Committee which reviews adequacy of internal audit functions, audit procedures and its coverage periodically. The minutes of the Audit Committee meetings are placed at the meetings of the Board of Directors from time to time. The Company has adopted the concept of pre-audit and therefore, the mistakes, if any are rectified before the transactions are finally booked in the Accounts of the Company. The provisions relating to appointment of Internal Auditor pursuant to Section 138 of the Companies Act, 2013 & Rules made thereunder are not applicable to the Company.

26. INDUSTRIAL RELATIONS

During the year under review, industrial relations have remained cordial. As on 31st March, 2023, there were 199 employees in the Company.

There is no employee drawing the remuneration exceeding the limits prescribed under Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

27. SEXUAL HARRASSMENT OF WOMAN EMPLOYEES

The Company has constituted “Internal Complaints Committee” pursuant to the provisions of the Sexual Harassment of Woman at work place (prevention, prohibition & redressal) Act, 2013 and the status of the complaint during the financial year 2022–2023 is as under:

Details of Complaints	Status
No. of complaints as at 1st April, 2023	Nil
Received during the year	Nil
Resolved during the year	Nil
No. of complaints as at 31st March, 2023	Nil

28. COST RECORDS & COST AUDIT

The Companies (Cost Records & Audit) Rules, 2014 specified by the Central Government pursuant to Section 148 of the Companies Act, 2013 are not applicable to the Company as the product manufactured by the Company is not falling under the Custom Tariff Heading given pursuant to above referred Rules.

29. INSURANCE

All the properties of the Company including buildings, plant & machinery and stocks have been insured.

30. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm that:

(a) in the preparation of the Annual Accounts for the financial year 2022–2023, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

(b) the Directors had selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the Annual Accounts on a going concern basis; and

(e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

31. ACKNOWLEDGEMENTS

Your Board of Directors thanks all the stakeholders viz. shareholders, customers, suppliers, bankers, employees for their support during the period under review.

FOR AND ON BEHALF OF THE BOARD,

Sd/-

Place: Vadodara **NIMISH PATEL**
Date: 26th May, 2023 **CHAIRMAN**
(DIN: 00039549)

ANNEXURE – "A"

A. CONSERVATION OF ENERGY:

1. The steps taken or impact on Conservation of Energy: Appointed Consultant to carry out Energy Audit during the year under review.: None
2. The steps taken by the Company for utilizing alternate sources of Energy: None.
3. **The Capital Investments on Energy Conservation Equipments: NIL.**

B. TECHNOLOGY ABSORPTION*:*

As no foreign technology is imported, the question of its absorption does not arise.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total foreign exchange used and earned: Rs. 297.00 Lakhs and Rs. 100.67 Lakhs respectively.

FORM: A

RESEARCH & DEVELOPMENT:

The R & D department of the Company is making every effort to improve the quality and has been active in developing the different mixtures of colors being used in manufacturing of the capsules.

Expenditure on R & D: Rs. 8.80 Lakhs

FOR AND ON BEHALF OF THE BOARD,

Sd/-

Place: Vadodara
Date: 26th May, 2023

NIMISH PATEL
CHAIRMAN
(DIN: 00039549)

Annexure – "B"

DINESH REMEDIES LIMITED

CIN: U24230GJ2005PLC045447

Regd. Office: Shri Dinesh Mills premises, Akota Road, Vadodara – 390 020

Tel No. 0265 – 2960060 / 61 / 62 / 63 /64 Email: cs@dineshremedies.com

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

1. **Brief outline on CSR Policy of the Company:**
The Company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013. The CSR policy, inter alia, covers the concept (CSR philosophy,snapshot of activities undertaken by the Company and applicability, scope/area/localities to be covered and activities), resources, identification and approvalprocess (resources/fund allocation, identification process and approval process) modalities of execution and implementation and monitoring.

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
Not Applicable				

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: *http://www.dinesremedies.com/*

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): **Not Applicable.**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 ofthe Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: **Not Applicable**

6. Average net profit of the Company as per section 135(5): **Rs. 236.33 Lakhs**

7. a) Two percent of average net profit of the Company as per section 135(5): **Rs. 4,73,000/- Lakhs**

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

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

   (d) Total CSR obligation for the financial year (7a+7b- 7c): **Rs. 4.73/- Lakhs**

8. a) CSR amount spent or unspent for the financial year:

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

(b) Details of CSR amount spent against ongoing projects for the financial year: **Not Applicable**

(c) Details of CSR amount spent against other than ongoing projects for thefinancial year:

(Rs. in Lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No	CSR project or activity Identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency *
1	Rescue and Rehabilitation of Stray Animals, (RRSA Foundation), Anand	Animal Welfare	Various district of the Gujarat State	3.50 Lakhs	3.50 Lakhs	3.50 Lakhs	implementing agency – RRSA Foundation, Anand
2	Pranin Foundation, Vadodara	Animal Welfare	Various district of theGujarat State	1.25 Lakhs	1.25 Lakhs	1.25 Lakhs	implementing agency – Pranin Foundation, Vadodara
	TOTAL			**4.75 Lakhs**	**4.75 Lakhs**	**4.75 Lakhs**	

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

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs. 4.75 Lakhs**

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

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Nil**

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable, since no amount is remained unspent**.

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

(a) Date of creation or acquisition of the capital asset(s): **Not Applicable**

(b) Amount of CSR spent for creation or acquisition of capital asset: **Not Applicable**

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**

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

FOR AND ON BEHALF OF THE BOARD,

Sd/-
NIMISH PATEL
CHAIRMAN
(DIN: 00039549)

Place: Vadodara
Date: 26th May, 2023

ANNEXURE – "C"

(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 THE THIRD PROVISO THERETO.

1. *Details of contracts or arrangements or transactions not at Arm's Length basis:* None

2. *Details of material contracts or arrangements or transactions at arm's length basis*: There were no material contracts or arrangements or transactions entered into by the Company with any Related Party during the year review. However, the particulars of Related Party transactions carried out in the ordinary course of business and at arm's length basis are given in Note No.36 forming part of the financial statements of this Annual Report.

FOR AND ON BEHALF OF THE BOARD,

Sd/-

Place: Vadodara
Date: 26th May, 2023

NIMISH PATEL
CHAIRMAN
(DIN: 00039549)

ANNEXURE – “D”

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 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 the SEBI (Listing Obligation and Disclosure) Regulations, 2015]

To,
The Members,
Dinesh Remedies Limited
Shri Dinesh Mills Premises,
Padra Road, Vadodara-390005

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dinesh Remedies Limited which is a Material Subsidiary Company of Shri Dinesh Mills Limited (hereinafter called the company), Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, Minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, we hereby report that, in our opinion, the Company has, during the audit period covering financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that, the Company has proper board process and compliance mechanism in place to extent in manner and subject to the reporting made here under:

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

1. The Companies Act, 2013 and the rules made there under

2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA”) and the Rules made there under

3. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Acts, Rules Regulations, gudelines and standards etc. mentioned above.

Further, as per representation of management letter, considering its nature of business, process and location, the following acts are specifically applicable to the Company. There are adequate system and process in the Company to monitor and ensure compliance:

1. The Water (Prevention and Control of Pollution) Act, 1974 and Rules
2. The Air (Prevention and Control of Pollution) Act, 1981 and Rules
3. Environment Protection Act, 1986 and Rules
4. Water Cess Act, 1977 and Rules

We further report that;

The Board of Directors of the Company is duly constituted with the proper balance of executive directors, non-executive directors and independent directors. Mr. Aditya Bharat Patel (DIN: 03292506) and Mr. Nishank Nimish Patel (DIN: 05170801) were appointed on 20th May, 2022 as an Additional Directors of the Company and subsequently, the same were regularized as Directors in the Annual General Meeting held on 22nd July, 2022 during the period under review.

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

All the decision is carried by majority and no dissent was given by any member of the Board including committees thereof.

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

We further report that, during the period under review, Annual General Meeting was held on 22/07/2022 and 2 Special Resolutions and 2 Ordinary Resolutions were passed by the members of the Company.

Date: 13-04-2023
Place: Vadodara

For Yogesh Mudsha & Associates
Practicing Company Secretaries
Sd/-
CS Yogesh Mudsha
(Proprietor)
Membership No: A47688
COP: 20833
UDIN: A047688E000087343

ANNEXURE – "E"
FORM No. MGT–9
EXTRACT OF ANNUAL RETURN
as at the Financial Year ended on 31st March, 2023

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

I. REGISTRATION AND OTHER DETAILS:

(i)	Corporate Identification Number (CIN)	**U24230GJ2005PLC045447**
(ii)	Registration Date	**09/02/2005**
(iii)	Name of the Company	**DINESH REMEDIES LIMITED**
(iv)	Category / Sub-Category of the Company	**Indian Non-Govt. Company**
(v)	Address of the Registered office and contact details	**Shri Dinesh Mills premises, Akota Road, Vadodara – 390020**
(vi)	Whether Listed company	**NO – Unlisted Public Company**
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	**None – Not Applicable**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Empty Hard Gelatin Capsules Shells	21009	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Shri Dinesh Mills Limited	L17110GJ1935PLC000494	HOLDING	55.52%	Section 2(46)

IV. SHARE HOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (1st April, 2022)				No. of Shares held at the end of the year (31st March, 2023)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.Promoters									
(1) **Indian**									
a) Individual/ HUF	0	3139720	3139720	13.31%	0	3139720	3139720	13.31%	NIL
b) Central Govt.	0	0	0	0	0	0	0	0	NIL
c) State Govt.(s)	0	0	0	0	0	0	0	0	NIL
d) Bodies Corporate	0	13098095	13098095	55.52%	0	13098095	13098095	55.52%	NIL
e) Banks / FI	0	0	0	0	0	0	0	0	NIL

f) Any other	0	0	0	0	0	0	0	0	NIL
Sub Total (A) (1):-	0	**16237795**	**16237795**	**68.83%**	0	**16237795**	**16237795**	**68.83%**	NIL
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	NIL
b). Others - Individuals	0	0	0	0	0	0	0	0	NIL
c). Bodies Corporate	0	0	0	0	0	0	0	0	NIL
d). Banks/FI	0	0	0	0	0	0	0	0	NIL
e). Any Other.	0	7353765	7353765	31.17%	0	7353765	7353765	31.17%	NIL
Sub Total (B)(2):-	0	**7353765**	**7353765**	**31.17%**	0	**7353765**	**7353765**	**31.17%**	NIL
Total shareholding of Promoter (A)= (A)(1)+(B)(2)	0	**23591580**	**23591580**	**100%**	0	**23591580**	**23591580**	**100%**	NIL
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e)Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h)Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2.Non-Institutions									
a) Bodies Corporate									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1/- lakh.	0	0	0	0	0	0	0	0	0

ii) Individual shareholders holding nominal share capital in excess of Rs. 1/- Lakh	0	0	0	0	0	0	0	0	0
c)Others, (specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)= (B)(1)+ (B)(2)	0	0	0	0	0	0	0	0	0
C.Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	**23591580**	**23591580**	**100%**	0	**23591580**	**23591580**	**100%**	NIL

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (i.e. 1st April, 2022)			Shareholding at the end of the year (i.e. 31st March, 2023)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Shri Dinesh Mills Limited	13098095	55.52%	0	13098095	55.52%	0	0
2	Star Capsules LLC, USA	7375765	31.17%	0	7375765	31.17%	0	0
3	Shri Rashmikanbhai C. Patel Joint with Mrs. Chandrikaben Patel and Shri Dixit R Patel	3139715	13.31%	0	3139715	13.31%	0	0
4	Shri Bharatbhai U. Patel Jointly With Shri Nimishbhai U. Patel	1	0	0	1	0	0	0

5	Shri Bharatbhai U. Patel	1	0	0	1	0	0	0
6	Shri Nimishbhai U. Patel	1	0	0	1	0	0	0
7	Mrs. Roopaben B. Patel	1	0	0	1	0	0	0
8	Mrs. Arushaben N. Patel	1	0	0	1	0	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year (1st April, 2022)		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year (1st April, 2022)	23591580	100%	0	0
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	0	0	0	0
3	At the end of the year (31st March, 2023)	23591580	100%	0	0

(iv) Shareholding Pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
	For each of the top 10 shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	0	0	0	0
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

(v) *Shareholding of Directors and Key Managerial Personnel:*

Sr. No.	***Shareholding of each Directors and each Key Managerial Personnel***	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year (01/04/2022) (1) Shri B U Patel = 02 shares (2) Shri N U Patel = 01 share (CMD–KMP) (3) Shri Paresh Saraiya = NIL (4) Shri Sanjiv Shah = NIL (5) Shri Sujit Bhayani = NIL (6) Shri Dixit R. Patel = 31,39,715 shares (7) Shri S K Shukla = NIL (CS–KMP) (8) Shri Bindesh Patel = NIL (CFO–KMP)	31,39,718	13.31	0	0
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	0	0	0	0

	At the end of the year (31/03/2023) (1) Shri B U Patel = 02 shares (2) Shri N U Patel=01 share (CMD–KMP) (3) Shri Paresh Saraiya = NIL (4) Shri Sanjiv Shah = NIL (5) Shri Sujit Bhayani = NIL (6) Shri Dixit R. patel = 31,39,715 shares (7) Shri S K Shukla = NIL (CS–KMP) (8) Shri Bindesh Patel=NIL (CFO–KMP)	31,39,718	13.31	0	0

V. INDEBTEDNESS: Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (i.e. 01/04/2022)	756.85	0.00	0.00	756.85
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	756.85	0.00	0.00	756.85
Total (i + ii + iii)	**756.85**	**0.00**	**0.00**	**756.85**
Change in Indebtedness during the financial year (2022 – 2023)				
* Addition	777.74	0.00	0.00	777.74
* Reduction	119.28	0.00	0.00	119.28
Net Change	**1415.31**	**0.00**	**0.00**	**1415.31**
Indebtedness at the end of the financial year (i.e. 31/03/2023)				
i) Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	1415.31	0.00	0.00	1415.31
Total (i + ii + iii)	**1415.31**	**0.00**	**0.00**	**1415.31**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Shri N. U. Patel (C.M.D.)	
1	Gross salary (One Time Honorarium)	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	**Nil**	**Nil**

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		PMS	SMS	SJB	DRP	BUP	
1	Independent Directors						
	Fee for attending board / committee meetings	24500	20500	16500	0	0	61500
	Commission	0	0	0	0	0	0
	Others, please specify	0	0	0	0	0	0
	Total (1)	**24500**	**20500**	**16500**	**0**	**0**	**61500**
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	0	0	0	7500	0	7500
	Commission	0	0	0	0	0	0
	Others, please specify (One Time Honorarium)	0	0	0	0	0	0
	Total (2)	**0**	**0**	**0**	**7500**	**0**	**7,500**
	Total (B)=(1+2)	**24500**	**20500**	**16500**	**7500**	**0**	**69,000**
	Total Managerial Remuneration						
	Overall Ceiling as per the Act	-	-	-	-		-

PMS: Shri Paresh M. Saraiya, SMS: Shri Sanjiv M. Shah, SJB: Shri Sujit J. Bhayani DRP: Shri Dixit R. Patel and BUP: Shri Bharat U. Patel

C. Remuneration to Key Managerial Personnel other than MD /Manager / WTD during the financial year 2022 – 2023

Sr.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	Nil	2.00 Lacs	10.87 Lakhs	12.87 Lakhs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	– as % of profit	Nil	Nil	Nil	Nil
	– others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	2.00 Lacs	10.87 Lakhs	12.87 Lakhs

CEO: Chief Executive Officer, CS: Company Secretary, CFO: Chief Financial Officer

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	None	None	None	None
Punishment	N.A.	None	None	None	None
Compounding	N.A.	None	None	None	None
B. DIRECTORS					
Penalty	N.A.	None	None	None	None
Punishment	N.A.	None	None	None	None
Compounding	N.A.	None	None	None	None
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	None	None	None	None
Punishment	N.A.	None	None	None	None
Compounding	N.A.	None	None	None	None

FOR AND ON BEHALF OF THE BOARD,

Sd/-

NIMISH PATEL
CHAIRMAN
(DIN: 00039549)

Place: Vadodara
Date: 26th May, 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of Dinesh Remedies Limited
Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Dinesh Remedies Limited ("the Company"), which comprises of the balance sheet as at 31st March 2023, and the statement of Profit and Loss (including other comprehensive income), and the Statement of changes in equity and statement of cash flows for the year then ended, and notes to the 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 March 2023, and its profits, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Information Other than the Standalone Financial Statements 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 the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility 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 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 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone 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 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 and the Cash Flow statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;

    d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

    e. On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

    f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A";

    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 / provided by the Company to its director's during year is in accordance with the provisions of Section 197 of the Act.

    h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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, wherever necessary, of pending litigations on its financial position in its financial statements;

        ii. the Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

    iv.

    a. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared any dividend during the year hence reporting under this clause is not applicable.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For, R K Doshi & Co LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

Sd/-
Rajiv K Doshi
Partner
Membership Number: 032542
UDIN: 23032542BGVYNA4413

Place: Vadodara
Dated: 26th May, 2023

<u>Annexure - A to the Auditors' Report</u>

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 Dinesh Remedies Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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

The 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. The company's internal financial control over financial reporting includes those policies and procedures which:

(1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provides reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provides reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 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, R K Doshi & Co LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

Rajiv K Doshi
Partner
Membership Number: 032542
UDIN: 23032542BGVYNA4413

Place: Vadodara
Dated: 26th May, 2023

ANNEXURE - B TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

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

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

B. The Company does not have any intangible assets hence reporting under this clause is not applicable.

(b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) Based on our examination of the property tax receipts and documents of land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) As disclosed in notes to the financial statements, the company has not been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from banks during the year on the basis of security of current assets of the Company. The annual returns/ statements filed by the Company with such banks and furnished to us for our verification are in agreement with the books of accounts of the Company.

(iii) The Company has not made any investments, provided any guarantee or security or granted any loans secured or unsecured to any companies, firms, Limited Liability Partnerships or any other parties during the year.

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) As the Company has not made any investments, provided any guarantee or security or granted any loans secured or unsecured, reporting under clause 3(iii)(b) of the Order is not applicable.

(c) As the Company has not provided any loans or advances in the nature of loans, reporting under clause 3(iii)(c) of the Order is not applicable.

(d) In view of 3(iii)(c) above, reporting under clause 3(iii)(d) of the Order is not applicable.

(e) In view of 3(iii)(c) above, reporting under clause 3(iii)(e) of the Order is not applicable.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investments, given any guarantee and securities hence reporting on the compliance of provisions of section 185 and 186 of the Act is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

(vii) In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

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

Name of Statute	Nature of Dues	Year	Amount Involved (Rs. In Lakhs)	Amount Unpaid (Rs. In Lakhs)	Forum where dispute is pending
Income Tax Act	Income Tax	AY 2018-19	39.96	39.96	CIT (A)

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix)

(a) In our opinion, the Company has not defaulted in the repayment of loan or in the payment of interest thereon from the loans or borrowings taken from banks and financial institutions. The company has not issued debentures during the year hence reporting to that extent is not applicable.

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

(c) According to the information and explanations given to us, term loans raised during the year were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint ventures hence reporting under clause 3(ix)(e) of the Order is not applicable.

(f) The Company does not have any subsidiary, associate or joint ventures hence term loans cannot be raised by pledging shares. Accordingly, reporting under clause 3(ix)(f) of the Order not applicable.

(x)

(a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

(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 upto the date of this report.

(c) As informed to us, the Company has not received any whistle blower complaints (up to the date of audit report)

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv)

(a) In our opinion, the Company has an adequate internal audit function / system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi)

(a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year. The previous auditor has retired after completing their tenure as per the provisions of Companies Act, 2013.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For, R K Doshi & Co LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242
Sd/-
Rajiv K Doshi
Partner
Membership Number: 032542
UDIN: 23032542BGVYNA4413
Place: Vadodara
Dated: 26th May, 2023

DINESH REMEDIES LIMITED
CIN: U24230GJ2005PLC045447
STATEMENT OF ASSETS AND LIABILITIES

	Note No.	As at 31-03-2023 Rs. In Lakhs		As at 31-03-2022 Rs. In Lakhs	
ASSETS					
NON-CURRENT ASSETS					
(a) Property, Plant and Equipment	4	**3,320.92**		2,671.83	
(b) Financial Assets					
(i) Others	5	**79.12**		68.20	
(c) Other Non Current Assets	6	**6.05**		7.44	
			3,406.09		**2,747.47**
CURRENT ASSETS					
(a) Inventories	7	**390.75**		550.73	
(b) Financial Assets					
(i) Trade Receivables	8	**958.22**		888.32	
(ii) Cash and Cash Equivalents	9	**2.79**		1.20	
(iii) Bank Balance Other Than Obove	10	**1.71**		-	
(c) Other Current Assets	11	**85.37**		134.37	
			1,438.85		**1,574.62**
TOTAL ASSETS			**4,844.94**		**4,322.09**
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	12	**2,359.16**		2,359.16	
(b) Other Equity	13	**246.23**		211.60	
			2,605.39		**2,570.76**
LIABILITIES					
NON-CURRENT LIABILITIES					
(a) Financial Liabilities					
(i) Borrowings	14	**1,421.52**		812.45	
(b) Provisions	15	**22.44**		22.42	
			1,443.95		**834.86**
CURRENT LIABILITIES					
(a) Financial Liabilities					
(i) Borrowings	16	**267.79**		194.61	
(ii) Trade Payables	17				
- total outstanding dues of micro enterprises and small enterprises;		**2.77**		14.06	
- total outstanding dues of creditors other than micro enterprises and small enterprises;		**435.42**		540.36	
(iii) Other Financial Liabilities	18	**41.94**		97.70	
(b) Other Current Liabilities	19	**24.64**		48.93	
(c) Provisions	20	**23.05**		20.81	
			795.60		**916.46**
TOTAL EQUITY & LIABILITIES			**4,844.94**		**4,322.09**
Corporate Information, Basis of Preparation & Significant Accounting Policies	1-3				

The accompanying notes are an integral part of the Financial Statements

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For, R K DOSHI & CO LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

Chairman & Managing Director
Mr. N. U. Patel
DIN: 00039549

Director
Mr. B. U. Patel
DIN: 00039543

Rajiv K. Doshi
Partner
Membership Number: 032542
Place: Vadodara
Dated : 26th May, 2023

Chief Financial Officer
Mr. B. V. Patel

Company Secretary
Mr. S. K. Shukla (M.No.A-13259)

DINESH REMEDIES LIMITED
CIN: U24230GJ2005PLC045447
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

	Note No.	2022-23 Rs. In Lakhs		2021-22 Rs. In Lakhs	
INCOME					
Revenue from operations	21	**3,846.53**		3,505.15	
Other income	22	**5.92**		17.05	
TOTAL INCOME			**3,852.45**		**3,522.20**
EXPENSES					
Cost of Materials Consumed	23	**1,868.69**		1,352.55	
Purchase of Stock-in-Trade	24	**47.71**		-	
Changes in inventories of finished goods, Stock-in-Trade and work-inprogress	25	**(48.67)**		(23.86)	
Employee benefits expense	26	**472.04**		472.26	
Finance Costs	27	**135.84**		64.95	
Depreciation and amortization expenses	4	**232.23**		176.13	
Other expenses	28	**1,106.97**		883.74	
TOTAL EXPENSES			**3,814.83**		**2,925.78**
Profit/(Loss) before exceptional items and tax			**37.63**		**596.42**
Exceptional items (net)			**-**		**-**
Profit/(Loss) before tax			**37.63**		**596.42**
Tax items					
Current tax			**-**		**-**
Deferred tax asset / (liability)			**-**		**-**
Total tax items			**-**		**-**
Profit/(Loss) for the year			**37.63**		**596.42**
Other Comprehensive Income					
Items that will not be re-classified to Profit or Loss					
Re-measurement gains/ (losses) on post employment benefit plans (net of taxes)			**2.85**		**(3.74)**
Other Comprehensive Income/ (Loss) for the year			**2.85**		**(3.74)**
Total Comprehensive Income/ (Loss) for the year			**40.47**		**592.68**
Earnings Per Equity Share (Basic)	30		**0.16**		2.53
Earnings Per Equity Share (Diluted)	30		**0.14**		2.29
Corporate Information, Basis of Preparation & Significant Accounting Policies	1-3				

The accompanying notes are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For, R K DOSHI & CO LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

Chairman & Managing Director
Mr. N. U. Patel
DIN: 00039549

Director
Mr. B. U. Patel
DIN: 00039543

Chief Financial Officer
Mr. B. V. Patel

Company Secretary
Mr. S. K. Shukla (M.No.A-13259)

Rajiv K. Doshi
Partner
Membership Number: 032542
Place: Vadodara
Dated : 26th May, 2023

DINESH REMEDIES LIMITED
CIN: U24230GJ2005PLC045447
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED

(A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2023 **(Rs. In Lakhs)**

Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes during the year	Balance as at 31st March, 2023
2,359.16	-	-	-	2,359.16

For the year ended 31st March, 2022

Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes during the year	Balance as at 31st March, 2022
2,359.16	-	-	-	2,359.16

(B) OTHER EQUITY

For the year ended 31st March, 2023

Particulars	Surplus in Profit and loss	Equity component of Cumulative Preference Shares	FVOCI Reserve	Total Equity
Balance as at 1st April, 2022	**169.10**	**46.25**	**(3.75)**	**211.60**
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Profit/(Loss) for the year	**37.63**	-	-	**37.63**
Addition / (deduction)	-	**(5.84)**	-	-
Other Comprehensive income/(loss) for the year				
Remeasurements gain/(loss) on defined benefit plans	-	-	**2.85**	**2.85**
Balance as at 31st March, 2023	**206.73**	**40.41**	**(0.91)**	**246.23**

For the year ended 31st March, 2022

Particulars	Surplus in Profit and loss	Equity component of Cumulative Preference Shares	FVOCI Reserve	Total Equity
Balance as at 1st April, 2021	(427.32)	-	(0.01)	(427.33)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Profit/(Loss) for the year	596.42	-	-	596.42
Addition / (deduction)	-	46.25	-	-
Other Comprehensive income/(loss) for the year				
Remeasurements gain/(loss) on defined benefit plans	-	-	(3.74)	(3.74)
Balance as at 31st March, 2022	**169.10**	**46.25**	**(3.75)**	**211.60**

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For, R K DOSHI & CO LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

Chairman & Managing Director
Mr. N. U. Patel
DIN: 00039549

Director
Mr. B. U. Patel
DIN: 00039543

Rajiv K. Doshi
Partner
Membership Number: 032542
Place: Vadodara
Dated : 26th May, 2023

Chief Financial Officer
Mr. B. V. Patel

Company Secretary
Mr. S. K. Shukla (M.No.A-13259)

DINESH REMEDIES LIMITED
CIN: U24230GJ2005PLC045447
NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

4 - PROPERTY, PLANT AND EQUIPMENT **(Rs. In Lakhs)**

	Freehold land	Buildings	Furniture, Fixtures and Furnishing	Plant and Equipments	Electrical Installations	Vehicles	Tubewell and Waterworks	Weighing Scales	Total
Cost:									
As at 1st April, 2022	**59.90**	**709.54**	**59.22**	**3,782.68**	**137.71**	**8.63**	**4.44**	**1.14**	**4,763.25**
Additions	-	103.97	7.59	708.12	61.66	-	-	-	881.33
Disposals / transfers	-	-	-	-	-	-	-	-	-
As at 31st March, 2023	**59.90**	**813.51**	**66.81**	**4,490.80**	**199.36**	**8.63**	**4.44**	**1.14**	**5,644.58**
Accumulated depreciation:									
As at 1st April, 2022	**-**	**239.95**	**47.47**	**1,737.87**	**60.14**	**4.42**	**0.97**	**0.63**	**2,091.44**
Additions	-	24.84	3.13	194.98	8.18	0.89	0.15	0.04	**232.23**
Disposals / transfers	-	-	-	-	-	-	-	-	**-**
As at 31st March, 2023	**-**	**264.79**	**50.60**	**1,932.85**	**68.32**	**5.32**	**1.12**	**0.67**	**2,323.67**
Net book value									
As at 31st March, 2022	59.90	469.59	11.76	2,044.82	77.57	4.20	3.47	0.51	**2,671.83**
As at 31st March, 2023	**59.90**	**548.71**	**16.21**	**2,557.95**	**131.05**	**3.31**	**3.32**	**0.47**	**3,320.92**

DINESH REMEDIES LIMITED
CIN: U24230GJ2005PLC045447
CASH FLOW STATEMENT FOR THE YEAR ENDED

	2022-23	2021-22
(A) CASH FLOW FROM OPERATING ACTIVITIES	**Rs. In Lakhs**	**Rs. In Lakhs**
Profit/ (loss) Before Tax	**37.63**	**596.42**
Adjustments for:		
Depreciation and amortization	**232.23**	176.13
Interest and finance charges	**135.84**	64.95
Interest income	**(2.02)**	(3.13)
Non-cash adjustment in OCI	**2.85**	(3.74)
Loss on sale of fixed assets	-	7.82
Operating Profit before Working Capital Changes	**406.52**	**838.44**
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables	**(69.90)**	(340.43)
(Increase)/decrease in other assets	**39.46**	(117.43)
(Increase)/decrease in Bank Balance other than above	**(1.71)**	
(Increase)/decrease in inventories	**159.98**	(215.27)
Increase/(decrease) in Trade Payables	**(116.23)**	208.15
Increase/(decrease) in Other Current Liabilities	**(80.06)**	83.67
Increase/(decrease) in provisions	**2.26**	8.08
Cash Generated from Operations	**340.33**	**465.22**
Income taxes paid	-	-
Net Cashflow from Operating Activities	**340.33**	**465.22**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	**(881.33)**	(884.24)
Sale of Fixed assets	-	2.65
Interest received	**2.02**	3.13
Net Cashflow from Investing Activities	**(879.31)**	**(878.46)**
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Borrowings		
Receipts	**658.46**	429.61
Payments	-	-
Proceeds from issue of Optionally Convertible Cumulative Preference Shares	-	248.93
Short Term Borrowings		
Receipts	**15.49**	-
Payments	-	(235.38)
Interest and finance charges	**(133.38)**	(49.24)
Net Cashflow from Financing Activities	**540.57**	**393.91**
Net Increase/(Decrease) in Cash and Cash Equivalents	**1.60**	**(19.33)**
Cash and bank balances at the beginning of the year	**1.20**	**20.53**
Cash and bank balances at the end of the year	**2.79**	**1.20**

NOTES:

1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows

2) Figures in bracket indicate cash outflow.

3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

Cash and cash equivalents at the end of the year consist of cash on hand, cheques, draft on hand and balance with banks as follows:

DETAIL OF CASH AND CASH EQUIVALENTS	**As at 31-03-2023 Rs. In Lakhs**	**As at 31-03-2022 Rs. In Lakhs**
Balances with banks		
In current accounts	**2.07**	**0.84**
Cash on hand	**0.72**	**0.36**
	2.79	**1.20**

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For, R K DOSHI & CO LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

Chairman & Managing Director
Mr. N. U. Patel
DIN: 00039549

Director
Mr. B. U. Patel
DIN: 00039543

Rajiv K. Doshi
Partner
Membership Number: 032542
Place: Vadodara
Dated : 26th May, 2023

Chief Financial Officer
Mr. B. V. Patel

Company Secretary
Mr. S. K. Shukla (M.No.A-13259)

5 - NON - CURRENT FINANCIAL ASSETS - OTHERS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Unsecured, considered good, unless otherwise stated		
Security deposits	**76.99**	58.71
Term deposit accounts with maturity period of more than twelve months	-	9.49
Others *	**2.13**	-
	79.12	**68.20**

Allowance for Doubtful Loans
Company has analysed the above deposits for any allowance for doubtful loans based on the expected credit loss model.

* pertains to amount given for purchase of equity shares of a company in Mexico country. As on the the balance sheet date, shares are pending allotment to the company

6 - NON - CURRENT ASSETS - OTHERS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Other Assets		
- Gratuity Fund	**6.05**	7.44
	6.05	**7.44**

7 - INVENTORIES	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
(valued at lower of cost and net realizable value)		
Raw Material	**208.13**	414.78
Work in Progress	**60.10**	32.91
Finished Goods	**71.78**	50.29
Consumable Stores and Spares	**30.81**	30.94
Others	**19.94**	21.81
	390.75	**550.73**

- As per inventory taken and valued by the Management
- Inventories which comprise raw materials, consumables, work-in-progress and finished goods are carried at the lower of cost and net realisable value

8 - TRADE RECEIVABLES	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Unsecured		
Other debts		
Considered good	**958.22**	888.32
Considered doubtful	-	-
	958.22	888.32
Less: Provision for doubtful debts	-	-
	958.22	**888.32**

Trade receivable ageing schedule as at 31 March, 2023	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
i. Undisputed Trade Receivables - considered good	**888.30**	**51.33**	-	**0.01**	**18.58**	**958.22**
ii. Undisputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	-
iii. Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
iv. Disputed Trade Receivables - considered good	-	-	-	-	-	-
v. Disputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	-
vi. Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
	888.30	**51.33**	-	**0.01**	**18.58**	**958.22**

Trade receivable ageing schedule as at 31 March, 2022	< 6 months	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
i. Undisputed Trade Receivables - considered good	869.64	0.07	0.04	-	18.58	**888.32**
ii. Undisputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	-
iii. Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
iv. Disputed Trade Receivables - considered good	-	-	-	-	-	-
v. Disputed Trade Receivables - which has significant increase in credit risk	-	-	-	-	-	-
vi. Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
	869.64	**0.07**	**0.04**	-	**18.58**	**888.32**

Allowance for Doubtful Debts
Company has analysed any allowance for doubtful debts based on the lifetime expected credit loss model.
No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

9 - CASH AND CASH EQUIVALENTS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Balances with banks		
In current accounts	**2.07**	0.84
Cash in hand	**0.72**	0.36
	2.79	**1.20**

10 - BANK BALANCES OTHER THAN ABOVE	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Term deposit accounts with maturity period of more than 3 Months but less than 12 Months	**1.71**	-
	1.71	-

11 - CURRENT ASSETS - OTHERS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Unsecured, considered good, unless otherwise stated		
Others		
Prepaid expenses	**6.57**	4.92
Balance with statutory authorities	**15.61**	14.35
Advances to Trade Payables	**63.18**	110.57
Others	**0.01**	4.53
	85.37	**134.37**

12 - SHARE CAPITAL	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Authorised:		
2,40,00,000 (March 31, 2022: 2,40,00,000) Equity Shares of Rs. 10 each	**2,400.00**	2,400.00
Issued, Subscribed and paid-up:		
2,35,91,580 (March 31, 2022: 2,35,91,580) Equity Shares of Rs. 10 each fully paid up	**2,359.16**	2,359.16
	2,359.16	**2,359.16**

12.1. Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at 31-03-2023		As at 31-03-2022	
	No. of Shares	(Rs. In Lakhs)	No. of Shares	(Rs. In Lakhs)
At the beginning of the year	**2,35,91,580**	**2,359.16**	2,35,91,580	2,359.16
Add: Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	**2,35,91,580**	**2,359.16**	**2,35,91,580**	**2,359.16**

12.2. Terms/Rights attached to the equity shares

The Company has one class of shares referred to as equity shares having a par value of Rs. 10 each. Each shareholder is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

12.3. Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of Shareholder	As at 31-03-2023		As at 31-03-2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Shri Dinesh Mills Ltd.	**1,30,98,095**	**55.52%**	1,30,98,095	55.52%
Shri Rashmikant C. Patel	**31,39,715**	**13.31%**	31,39,715	13.31%
Star Capsules LLC, USA (OCB)	**73,53,765**	**31.17%**	73,53,765	31.17%
	2,35,91,575	**100.00%**	**2,35,91,575**	**100.00%**

12.4. Shareholding pattern of Promoters

Name of Promoter	As at 31-03-2023			As at 31-03-2022		
	No. of Shares	% of total shares	% Change during year	No. of Shares	% of total shares	% Change during year
Shri Dinesh Mills Ltd.	**1,30,98,095**	**55.52%**	**0.00%**	1,30,98,095	55.52%	0.00%
Shri Rashmikant C. Patel	**31,39,715**	**13.31%**	**0.00%**	31,39,715	13.31%	0.00%
Star Capsules LLC, USA (OCB)	**73,53,765**	**31.17%**	**0.00%**	73,53,765	31.17%	0.00%
	2,35,91,575	**100.00%**	**0.00%**	**2,35,91,575**	**100.00%**	**0.00%**

13 - OTHER EQUITY	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Surplus in Statement of Profit and Loss		
Opening balance	**169.10**	(427.32)
Profit / (loss) during the year	**37.63**	596.42
Closing balance	**206.73**	**169.10**
Fair Value through Other Comprehensive Income [FVTOCI] Reserve **		
Opening balance	**(3.75)**	(0.01)
Adjusted from surplus in statement of profit and loss		
- Re-measurement gains / (losses) on employee benefits	**2.85**	(3.74)
	(0.91)	**(3.75)**
Equity Component of 4% Optionally Convertible Cumulative Preference Shares #	**40.41**	46.25
	40.41	**46.25**
Total of other equity	**246.23**	**211.60**

** The Company has transferred acturial remeasurement gain / (losses) of employee benefits through Other Comprehensive Income within equity. The said gain / (losses) will not be reclassified to profit and loss account.

Represents equity portion of 4% Optionally Convertible Cumulative Preference Shares issued by the company - Refer note 14 as mentioned below

Notes to other equity

Surplus in Statement of Profit and Loss

Surplus in Statement of Profit and Loss is the profits/(losses) that the Company has earned/(incurred) till date, less any dividends or other distributions paid to shareholders. Surplus in Statement of Profit and Loss is a free reserve available to the Company and eligible for distribution to shareholders, in case where it is having positive balance representing net earnings till date.

Other Comprehensive Income

It Includes other comprehensive income on account of "Re-measurement gains/ (losses) on post employment benefit plans" & "Gain / (Loss) on fair valuation of investments at FVOCI"

14 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS	31-03-2023 (Rs. In Lakhs)	31-03-2022 (Rs. In Lakhs)
Secured Term Loans		
From Banks		
Other Term Loans	**1,415.32**	756.85
Less: Current Maturities of Long Term Debt	**(213.33)**	(142.88)
	1,201.99	**613.97**
Unsecured		
4% Optionally Convertible Cumulative preference shares	**226.68**	218.39
Less: Current Maturities	**(7.15)**	(19.91)
	219.53	**198.48**
	1,421.52	**812.45**

Secured Term Loans

a. Natue of Security

The loans are secured by exclsuive and specific charge created on Fixed Assets

b. Rate of Interest and Terms of Repayment

Name of Institution	Instruments	Repayment Schedule Starting From	Frequency	Rate of Interest	First Installment due
South Indian Bank Ltd	Term Loan - 541	Dec-11	Monthly	10.50%	15-Mar-14
South Indian Bank Ltd	Term Loan - 40L	Sep-18	Monthly	10.75%	14-Apr-19
South Indian Bank Ltd	Term Loan - 40L	Apr-19	Monthly	10.40%	06-Nov-19
South Indian Bank Ltd	Term Loan - 63.50L	Nov-19	Monthly	10.15%	10-Dec-19
South Indian Bank Ltd	Emergency Credit Line Guarantee scheme (ECLGS) - 100L	Jun-20	Monthly	8.60%	09-Jul-21
South Indian Bank Ltd	Term Loan - 61.50L	Dec-21	Monthly	8.30%	10-Mar-22
South Indian Bank Ltd	Term Loan - 561.9L	Sep-21	Monthly	8.30%	10-Mar-22
South Indian Bank Ltd	Term Loan - 76.00L	Aug-22	Monthly	10.10%	05-Aug-22
South Indian Bank Ltd	Term Loan - 701.74L	Dec-23	Monthly	10.10%	05-Dec-22

14.1 4% Optionally Convertible Cumulative Preference Shares

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Rs. In Lakhs	No. of Shares	Rs. In Lakhs
Authorised :				
4% Optionally Convertible Cumulative Preference Shares of Rs. 10 Each	**30,00,000**	**300.00**	30,00,000	300.00
Issued , Subscribed & Paid Up :				
Optionally convertible cummulative preference shares (OCCPS) of Rs.10 Each	**24,89,340**	**248.93**	24,89,340	248.93
Shares Outstanding at the beginning of the year	**24,89,340**	**248.93**	-	-
Add : Shares Issued during the year	**-**	**-**	24,89,340	248.93
Less : Shares redeemed during the year	**-**	**-**	-	-
Shares Outstanding at the end of the year	**24,89,340**	**248.93**	**24,89,340**	**248.93**

14.2 Share holding Pattern of 4% Optionally Convertible Cumulative Preference Shares

Name of Shareholder	As at 31-03-2023		As at 31-03-2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Shri Dinesh Mills Ltd.	**20,96,876**	**84.23%**	20,96,876	84.23%
Shri Rashmikant C. Patel	**3,92,464**	**15.77%**	3,92,464	15.77%
Total	**24,89,340**	**100.00%**	**24,89,340**	**100.00%**

4% Optionally Convertible Cumulative Preference Shares are issued with an option either to convert or redeem 50% of shares issued at end of 5 years and balance 50% of shares at end of 6 years from the date of issue. Accordingly as per Ind AS 109, this becomes compounding financial instruments and required fair value impact is given in the books of account.

15 - NON - CURRENT PROVISIONS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Provision for employee benefit		
Gratuity	**14.55**	15.03
Leave Encashment `	**7.89**	7.38
	22.44	**22.42**

16 - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Secured		
(a) Loans repayable on demand		
- from banks	**32.94**	(39.36)
- FBP Packing credit*	**14.36**	71.17
	47.30	**31.81**
Current Maturities of Long Term Debts	**220.49**	162.80
	267.79	**194.61**

a. Natue of Security

(Working capital loans are secured by hypothecation of present and future stock of raw materials, stock-in-process, finished goods, stores and spares, book debts, material in transit, etc.). Rate of interest of the captioned loan is 10%.

* FBP Packing credit facility is being availed from banks at rate of 9.05% if FBP due upto 180 days and 9.15% if FBP overdue beyond 180 days

Quarterly Reconciliation of amount reported in books versus what is being sumbitted in Bank for determination of Drawing power of OD (i.e. Quarterly reconciliation of submitted values to bank with respect ot Debtors, and stock (Value in books vs value submitted to bank)

(Rs. in lakhs)

Name of Bank	Quarter	Particulars of securities provided	Amount as reported in stock statement	Amount as per books of accounts	Amount in difference
The South Indian Bank Ltd.	Q4	Book Debts	961.49	955.41	6.07
The South Indian Bank Ltd.	Q4	Inventory	425.47	390.75	34.72
Net difference					**40.80**

Submission of stock and book debts is done before finalization of the books of account hence the said difference has arose. Majorly this happen on account of pending allocation of overheads to the stock items

17 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Due to micro and small enterprises	**2.77**	14.06
Due to other than micro and small enterprises	**435.42**	540.36
	438.19	**554.41**

Trade payables ageing schedule as at 31 March, 2023	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	**2.77**	**-**	**-**	**-**	**2.77**
Others	**423.18**	**11.17**	**0.26**	**0.80**	**435.42**
Disputed dues (MSME)	**-**	**-**	**-**	**-**	**-**
Disputed dues (Others)	**-**	**-**	**-**	**-**	**-**
					-
	425.95	**11.17**	**0.26**	**0.80**	**438.19**

Trade payables ageing schedule as at 31 March, 2022	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	13.95	0.11	-	-	14.06
Others	539.13	0.27	0.96	-	540.36
Disputed dues (MSME)	-	-	-	-	-
Disputed dues (Others)	-	-	-	-	-
					-
	553.08	**0.38**	**0.96**	**-**	**554.41**

a. Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act,2006

The Company has received intimation from certain number of suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED)

	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;	**2.77**	14.06
(b) Interest paid during the year	-	-
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;	-	-
(d) Interest due and payable for the period of delay in making payment;	-	-
(e) Interest accrued and unpaid at the end of the accounting year; and	-	-
(f) 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; have not been given.	-	-

The outstanding to MSME is calculated based on the information available with the company

	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
18 - CURRENT - OTHER FINANCIAL LIABILITIES		
Other Liabilities #	**41.94**	97.70
	41.94	**97.70**

a. There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as on March 31, 2023 (March 31, 2022: Nil).

Other liabilities includes director remuneration payable amounting to Nil as on March 31, 2023 (March 31, 2022: 43.75L)

19 - OTHER CURRENT LIABILITIES	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Advance from customers	**2.81**	7.24
Statutory liabilities	**21.83**	41.69
	24.64	**48.93**

20 - SHORT TERM PROVISIONS	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Provision for employee benefit		
Gratuity	**20.19**	18.00
Leave Encashment	**2.86**	2.81
	23.05	**20.81**

21 - REVENUE FROM OPERATIONS	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Sale of Products		
- Manufactured goods	**3,793.36**	3,504.12
- Traded goods	**53.17**	1.04
	3,846.53	**3,505.15**

Notes:

21.1 Disaggregation of Revenue

Disaggregation of revenue into various categories to depict the nature, amount, timing and uncertainty of revenue and cash flows

Particulars	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Revenue by Product type		
- Goods	**3,846.53**	3,505.15
Revenue by time of Recognition		
- At a point in time*	**3,846.53**	3,505.15

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

22 - OTHER INCOME	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Interest Received/Receivable		
From banks	**2.02**	3.13
Net gain on foreign currency transaction and translation	**1.28**	5.88
Dividend Income	**0.13**	-
Duty Drawback and Other Export Incentives	**0.53**	4.73
Miscellaneous Income	**1.00**	2.86
Scrap Sale	**0.96**	0.45
	5.92	**17.05**

23 - COST OF MATERIALS CONSUMED	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
GELATINE & OTHERS		
Opening Stock	**414.78**	234.40
Add : Purchases	**1,662.04**	1,532.93
	2,076.82	**1,767.33**
Closing Stock	**(208.13)**	**(414.78)**
	1,868.69	1,352.55
	1,868.69	**1,352.55**

24 - PURCHASES OF STOCK IN TRADE	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Purchase of Stock-in-trade	**47.71**	-
	47.71	-

25 - CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK IN PROGRESS	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Inventories (at close):		
Work -in- Process	**60.10**	32.91
Finished Goods	**71.78**	50.29
	131.87	**83.21**
Inventories (at commencement):		
Work -in- Process	**32.91**	34.55
Finished Goods	**50.29**	24.80
	83.21	**59.35**
Total	**(48.67)**	**(23.86)**

26 - EMPLOYEE BENEFITS EXPENSES	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Salaries and wages	**446.53**	449.56
Contribution to provident and other funds	**22.62**	19.83
Staff Welfare Expense	**2.89**	2.87
	472.04	**472.26**

27 - FINANCE COSTS	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
Interest expenses	**116.51**	38.61
Unwinding interest component on cumulative preference shares	**12.41**	15.71
Other borrowing costs (including bank charges)	**6.92**	10.64
	135.84	**64.95**

28 - OTHER EXPENSES	2022-23 (Rs. In Lakhs)	2021-22 (Rs. In Lakhs)
OPERATING, ADMINISTRATION AND GENERAL EXPENSES		
Stores, Spares and Packing Materials	**156.37**	134.79
Electricity, Power and Fuel	**532.97**	373.93
Repairs, maintenance and refurbishing *	**42.40**	54.45
Rates and taxes	**3.08**	2.04
Director's Sitting fees	**0.69**	0.97
Insurance	**11.86**	10.37
Legal and professional charges	**33.18**	37.85
Payment to the auditors**	**1.49**	0.97
Freight Outward	**126.52**	98.86
Freight Inward	**3.09**	-
CSR expenses (Refer note 35)	**4.75**	-
Commission and brokerage	**1.44**	10.79
Loss on sale of assets	**-**	7.82
Sundry Balances written off	**1.56**	4.37
Miscellaneous expenses	**187.57**	146.53
	1,106.97	**883.74**
* includes:		
Repairs to buildings	**4.09**	9.40
Repairs to machinery	**20.34**	30.78
Other Repairs	**17.97**	14.28
**Payments to the auditors for		
-Statutory audit	**1.31**	0.84
-income tax return and other fees	**0.18**	0.13

29 - INCOME TAX

a) Components of Income tax expense includes current tax charged to Profit and loss of Rs. NIL (Previous year: Rs.NIL).
b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2023 and March 31, 2022:

Particulars	**31-03-2023**	**31-03-2022**
Accounting Profit /(Loss) before income tax	**37.63**	596.42
Enacted Tax rates in India	**34.94%**	34.94%
Computed tax expense	**13.15**	208.41
Non - Deductible expenses for tax purpose	**81.15**	61.55
Deductible expenses for tax purpose	**(124.08)**	(73.05)
Unused Tax losses	**29.78**	(196.91)
Tax expense as per statement of Profit and Loss account	**-**	-

30 - EARNINGS PER EQUITY SHARE	**2022-23 (Rs. In Lakhs)**	**2021-22 (Rs. In Lakhs)**
Profit/(loss) available for equity shareholders (In Rupees)	**37.63**	596.42
Weighted average numbers of equity shares outstanding	**2,35,91,580**	2,35,91,580
Nominal value per equity share (in Rupees)	**10.00**	10.00
Earnings /(loss) Per Equity Share- Basic (In Rupees)	**0.16**	2.53
Earnings /(loss) Per Equity Share- Diluted (In Rupees)#	**0.14**	2.29

Basic EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year, after considering adjustment for the effects of all dilutive potential equity shares i.e. cumulative optionally convertible preference shares

 # Calculation of Diluted Earning Per Share

	2022-23 (Rs. In Lakhs)	**2021-22 (Rs. In Lakhs)**
- Calculation of Weighted Average Number of Equity Shares for calculating Diluted EPS		
Equity Shares outstanding during the year	**2,35,91,580**	**2,35,91,580**
Add: 4% Optionally Convertible Cumulative Preference Shares	**24,89,340**	24,89,340
Weighted Average number of Shares for calculating diluted EPS	**2,60,80,920**	2,60,80,920
Profit/(loss) available for equity shareholders (In Rupees)	**37.63**	596.42
Diluted EPS	**0.14**	2.29

	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
31 - CONTINGENT LIABILITIES AND COMMITMENTS		
CONTINGENT LIABILITIES		
(a) Arrears of Bonus to employess for FY 2014-15, as amended by Factories Act, not provided for	-	-
(b) Income Tax matters		
Tax assessment matter	**39.96**	-
TDS defaults appearing on portal	**0.11**	1.61

Notes:

(a) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.

COMMITMENTS

NIL

The amounts shown above represents the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately or relate to a present obligations that arise from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate cannot be made. The Company has been advised that it has strong legal positions against such disputes

32 - SEGMENT REPORTING

(a) Primary segment - Business Segment

The Company has only one business segment : "Pharmaceutical"

(b) Secondary segment - Geographical Segment

Information of geographical segment:

Particulars	Year	In India (Rs. In Lakhs)	Outside India (Rs. In Lakhs)	Total (Rs. In Lakhs)
Segment Revenue	2022-23	**3,529.80**	**316.73**	**3,846.53**
	2021-22	3,202.28	302.87	**3,505.15**
Carrying cost of Assets	2022-23	**4,844.94**	-	**4,844.94**
	2021-22	4,322.09	-	**4,322.09**

33 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

-Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year Rs. 19.00 Lakhs (Previous Year Rs. 16.44 Lakhs)

(b) Defined benefit plans

- Gratuity

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.30% p.a. (Previous Year 6.41% p.a.) compound has been used.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

	Gratuity (Unfunded)	
	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
Change in present value of the defined benefit obligation during the year		
Present value of obligation as at the beginning of the year	**33.04**	28.02
Interest Cost	**2.12**	1.70
Current Service Cost	**3.88**	3.28
Benefits Paid	**(1.50)**	(2.10)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	**-**	(0.00)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	**(1.26)**	(0.50)
Actuarial (Gain)/Loss on arising from Experience Adjustment	**(1.53)**	2.64
Present value of obligation as at the end of the year	**34.73**	**33.04**
Change in fair value of plan assets during the year		
Fair Value of plan assets at the beginning of the year	**15.03**	17.66
Interest Income	**0.96**	1.07
Contributions by the employer	**-**	-
Benefits paid	**(1.50)**	(2.10)
Return on plan assets	**0.05**	(1.60)
Fair Value of plan assets at the end of the year	**14.55**	**15.03**
Net Asset/ (Liability) recorded in the Balance Sheet		
Present value of obligation as at the end of the year	**34.73**	**33.04**
Net Asset/ (Liability)-Current	**20.19**	18.00
Net Asset/ (Liability)-Non-Current	**14.55**	15.03
Expenses recorded in the Statement of Profit & Loss during the year		
Net Interest Cost	**2.17**	0.10
Current Service Cost	**3.88**	3.28
Total expenses included in employee benefit expenses	**6.04**	**3.38**
Recognized in Other Comprehensive Income during the year		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	**(2.85)**	**3.74**
Maturity profile of defined benefit obligation		
1st following year	**8.50**	7.05
2nd following year	**4.25**	4.61
3rd following year	**3.91**	3.66
4th following year	**3.72**	3.35
5th year and thereafter	**3.84**	27.29
Quantitative sensitivity analysis for significant assumption is as below:		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
1 percentage point increase in discount rate	**(1.30)**	(1.32)
1 percentage point decrease in discount rate	**1.43**	1.46
1 percentage point increase in salary increase rate	**1.45**	1.47
1 percentage point decrease in salary increase rate	**(1.34)**	(1.35)
1 percentage point decrease in Employee Turnover	**0.13**	0.05
1 percentage point decrease in Employee Turnover	**(0.15)**	(0.06)

34 - HEDGED AND UNHEDGED DERIVATIVE INSTRUMENTS

(a) The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at 31st March, 2023 are as under:

	As at 31st March, 2023		As at 31st March, 2022	
	Foreign Currency	(Rs in Lakhs)	Foreign Currency	(Rs in Lakhs)
Receivables				
Trade Receivables				
(in USD)	**1,06,730**	**87.71**	1,44,750	108.79
Payables				
Trade payables				
(in USD)	-	-	1,11,650	85.10

35 - CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee. As per the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to spend at least 2% of the average net profits determined under section 198 of the Companies Act 2013 during the immediately three financial years. The details of provisions made by company are as follows.

Particulars	As at 31-03-2023	As at 31-03-2022
Gross amount required to be spent by the Company during the year as per the provisions of Section 135 of the Companies Act, 2013	**4.75**	**-**
Gross amount spent by the Company during the year		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above		
Animal Welfare	4.75	-
Total amount spent during the year	**4.75**	**-**
Amount of shortfall / (excess) at the end of the year out of the amount required	**-**	**-**
Total of previous years' shortfall/(Excess) amounts	**-**	**-**
Total of Shortfall amounts of all the years including current year	**-**	**-**

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36 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

(a) Related Parties
i) Holding Company
- Shri Dinesh Mills Limited

ii) Key Management Personnel

Name	Relationship/Designation
- Mr. Nimish Upendrabhai Patel	Chairman & Managing Director
- Mr. Bharatbhai Upendrabhai Patel	Director
- Mr. Sujit Jayshukh Bhayani	Independent Director
- Mr. Paresh Manilal Saraiya	Independent Director
- Mr. Sanjiv Mahendralal Shah	Independent Director
- Mr. Dixit Rashmikant Patel	Non-Executive Director
- Mr. Aditya Patel	Non-Executive Director
- Mr. Nishank Patel	Non-Executive Director
- Mr. Rashmikant Patel	Relative of Director Mr. Dixit Patel
- Mr. Bindesh Patel	Chief Financial Officer
- Mr. Shrihari Shukla	Company Secretary

(b) Transactions with related parties:

Director's Sitting fees	**2022-23**	**2021-22**
- Mr. Sujit Jayshukh Bhayani	**0.17**	0.28
- Mr. Paresh Manilal Saraiya	**0.25**	0.28
- Mr. Sanjiv Mahendralal Shah	**0.21**	0.15
- Mr. Dixit Rashmikant Patel	**0.08**	0.26

Director's Remuneration	**2022-23**	**2021-22**
- Mr. Nimish Upendrabhai Patel	**-**	35.00
- Mr. Bharatbhai Upendrabhai Patel	**-**	35.00

Salary	**2022-23**	**2021-22**
- Mr. Bindesh Patel	**10.87**	8.21
- Mr. Shrihari Shukla	**2.00**	1.02

Proceeds from issue of 4% Optionally Convertible Cumulative Preference Shares	**2022-23**	**2021-22**
- Shri Dinesh Mills Limited	**-**	209.69
- Rashmikant Patel	**-**	39.25

Interest / Dividend Expenses of OCCPS	**2022-23**	**2021-22**
- Shri Dinesh Mills Limited	**8.39**	8.39
- Rashmikant Patel	**1.57**	1.57

(c) Balance Outstanding

Net Outstanding Payable	**2022-23**	**2021-22**
- Mr. Nimish Upendrabhai Patel	**-**	21.35
- Mr. Bharatbhai Upendrabhai Patel	**-**	22.40
- Mr. Bindesh Patel	**-**	1.12
- Mr. Shrihari Shukla	**0.16**	0.08
- Shri Dinesh Mills Limited (OCCPS dividend)	**8.38**	8.38
- Rashmikant Patel (OCCPS dividend)	**1.56**	1.56

37. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at March 31, 2023

Financial Instrument	Note No.	Carrying Amount					Fair value			
		FVTPL	FVOCI	Total Fair Value	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non Current Assets										
Financial Assets										
(i) Others	5	-	-	-	79.12	**79.12**	-	-	-	-
Current Assets										
Financial Assets										
(i) Trade Receivables	8	-	-	-	958.22	**958.22**	-	-	-	-
(ii) Cash and Cash Equivalents	9	-	-	-	2.79	**2.79**	-	-	-	-
		-	**-**	**-**	**1,040.14**	**1,040.14**	**-**	**-**	**-**	**-**
Non Current Liabilities										
Financial Liabilities										
(i) Borrowings	14	-	-	-	1,421.52	**1,421.52**	-	-	-	-
Current Liabilities										
Financial Liabilities										
(i) Borrowings	16	-	-	-	267.79	**267.79**	-	-	-	-
(ii) Trade Payables	17	-	-	-	438.19	**438.19**	-	-	-	-
(iii) Other Financial Liabilities	18	-	-	-	41.94	**41.94**	-	-	-	-
		-	**-**	**-**	**2,169.43**	**2,169.43**	**-**	**-**	**-**	**-**

I. Figures as at March 31, 2022

Financial Instrument	Note No.	Carrying Amount					Fair value			
		FVTPL	FVOCI	Total Fair Value	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Non Current Assets										
Financial Assets										
(i) Others	5	-	-	-	68.20	**68.20**	-	-	-	-
Current Assets										
Financial Assets										
(i) Trade Receivables	8	-	-	-	888.32	**888.32**	-	-	-	-
(ii) Cash and Cash Equivalents	9	-	-	-	1.20	**1.20**	-	-	-	-
		-	**-**	**-**	**957.72**	**957.72**	**-**	**-**	**-**	**-**
Non Current Liabilities										
Financial Liabilities										
(i) Borrowings	14	-	-	-	812.45	**812.45**	-	-	-	-
Current Liabilities										
Financial Liabilities										
(i) Borrowings	16	-	-	-	194.61	**194.61**	-	-	-	-
(ii) Trade Payables	17	-	-	-	554.41	**554.41**	-	-	-	-
(iii) Other Financial Liabilities	18	-	-	-	97.70	**97.70**	-	-	-	-
		-	**-**	**-**	**1,659.17**	**1,659.17**	**-**	**-**	**-**	**-**

During the reporting period ending March 31, 2023 and March 31, 2022, there were no transfers between Level 1 and Level 2 fair value measurements.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company is expecting to derive a good part of its revenues from outside India. Within India, the Company have an extensive marketing network and goodwill among the customers. The Company is optimistic that with its quality product and good customer relations will enable it to enhance its presence in its chosen markets. The Company is concentrating on serving a rationalized customer base in the domestic market accompanied by higher satisfaction and retention levels as an effective counter to the new entrant in the business.

Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in it total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date on account absence of any instruments whose interest rate is dependent on foreign exchange fluctuation.

Refer Notes for interest rate profile of the Company’s interest-bearing financial instrument at the reporting date.

Foreign currency risk

The Company operates in domestic as well as international market, however, the nature of its operations requires it to transact in in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies. In current year about 8.64% of the Company's revenue from capsules is from export. The Company has laid down procedures to de-risk itself against currency volatility and out sources expert advice whenever required.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

I. Foreign Currency Exposure

Refer Note 34 for foreign currency exposure as at March 31, 2023, and March 31, 2022 respectively.

II. Foreign Currency Sensitivity
1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

Currency	2022-23		2021-22	
	1% Increase	1% Decrease	1% Increase	1% Decrease
INR	**0.88**	**(0.88)**	0.24	(0.24)
Total	**0.88**	**(0.88)**	**0.24**	**(0.24)**

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring an the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

(i) Actual or expected significant adverse changes in business,
(ii) Actual or expected significant changes in the operating results of the counterparty.
(iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to mere its obligation,
(iv) Significant increase in credit risk on other financial instruments of the same counterparty.
(v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than reasonable period of time decided by the Management. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Contd.)

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	As at 31-03-2023	As at 31-03-2022
Non-current financial assets - Others	**79.12**	68.20
Current financial assets - Others	**-**	-
Total (A)	**79.12**	**68.20**

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	As at 31-03-2023	As at 31-03-2022
Trade Receivables	**958.22**	888.32
Total (A)	**958.22**	**888.32**

Grand Total (A+B)

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	As at 31-03-2023	As at 31-03-2022
Up to 6 months	**888.30**	869.64
More than 6 months	**69.92**	18.68
Total	**958.22**	**888.32**

IV. Provision for expected credit losses against "II" and "III" above

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	As at 31-03-2023				As at 31-03-2022			
	Less than 1 year	1 to 5 years	More than 5 Years	Total	Less than 1 year	1 to 5 years	More than 5 Years	Total
Non-current financial liabilities - Borrowings	-	1,421.52	-	**1,421.52**	-	812.45	-	**812.45**
Current financial liabilities - Borrowings	267.79	-	-	**267.79**	194.61	-	-	**194.61**
Current financial liabilities - Trade Payables	438.19	-	-	**438.19**	554.41	-	-	**554.41**
Current financial liabilities - Others	41.94	-	-	**41.94**	97.70	-	-	**97.70**
Total	**747.91**	**1,421.52**	**-**	**2,169.43**	**846.72**	**812.45**	**-**	**1,659.17**

Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at 31-03-2023	As at 31-03-2022
Total Debt	**1,689.30**	1,007.06
Equity	**2,605.39**	2,570.76
Capital and net debt	**4,294.69**	**3,577.81**
Gearing ratio	**39.33%**	**28.15%**

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NOTE 39: Ratios as per Schedule III requirements

Ratios	Numerator	Denominator	As at 31-03-2023	As at 31/03/2022	Variance
Current ratio	Current assets	Current liabilities	1.81	1.72	5.26%
Debt equity ratio	Total debt	Shareholder's equity**	0.65	0.39	65.52%
Debt service coverage ratio	Earnings available for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease payments + Principal repayments	1.14	3.73	-69.42%
Return on equity	Profit / (loss) attributable to owners of the Company	Shareholder's equity**	1.55%	23.05%	-21.50%
Inventory turnover ratio	Revenue from Operations (Net)	Inventory	9.84	6.36	54.67%
Trade receivable turnover ratio*	Revenue from Operations (Net)	Trade receivable	4.01	3.95	1.73%
Trade Payable turnover Ratio	Net credit purchases = Gross credit purchases purchase return	Trade payables	3.09	2.44	26.52%
Net capital turnover ratio	Revenue from Operations (Net)	Working capital = Current assets – Current liabilities	5.98	5.33	12.28%
Net profit percentage	Net profit	Revenue from Operations (Net)	1.05%	16.91%	-15.86%
Return on capital employed	Earnings before interest and taxes	Capital employed = Shareholder's Equity + Non Current Borrowing	4.31%	19.55%	-15.24%
Return on Investment	Earnings before interest and taxes	Total Assets	3.58%	15.30%	-11.72%

**Shareholder's equity excludes revaluation surplus, capital contribution reserve and debenture redemption reserve.

Debt Equity Ratio - During the year, the company has taken additional term loans during the year and profit has decreased

Debt Service Coverage Ratio - Lesser earnings compard to increased borrowing has impacted this ratio

Inventory turnover Ratio - Closing inventory holding is lesser compared to previous year

NOTE: 40: ADDITIONAL DISCLOSURE AS PER NEW SCHEDULE III REQUIREMENTS

a. The Company has not carried out any revaluation of Property, Plant and Equipment in any of the period reported in this Financial Statements hence reporting is not applicable.

b. According to the information, explanations and undertaking given to us, there have been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

c. The quarterly returns/statements of current assets filed by the Company with banks or financial institutions in relation to secured borrowings wherever applicable, are in agreement with the books of accounts and there are no material differences required to be reported.

d. As per the internal assessment of the Management, the Company does not have any transactions with companies struck off.

e. As per the Management of the company, there no charges or satisfaction of charges yet to be registered with Registrar of Companies beyond the statutory period.

f. As per information, explanation and undertaking given to us, following is the undisclosed Income surrendered or disclosed as income during the period / year in the tax assessments under the Income Tax Act, 1961

	March 31, 2023	March 31, 2022
a Transactions not recorded in the books but surrendered/disclosed under Income Tax Act, 1961	-	-
b Previously unrecorded income and recorded during the period	-	-
c Previously unrecorded income and not recorded during the period	-	-
d Previously unrecorded assets and recorded during the period	-	-
e Previously unrecorded assets and not recorded during the period	-	-

g. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

h. The Company have 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,

i. The Company is not declared as willful defaulter by any bank or Financial Institution as on the balance sheet date.

j. During the year, the Company has not traded or invested in Crypto Currency or Virutal Currency

Note : 41 - The figures for the previous periods have been regrouped whenever necessary to confirm to the current period presentation.

The accompanying notes are an integral part of the Financial Statements

"As per our report of even date attached"

For, R K DOSHI & CO LLP
Chartered Accountants
Firm Registration Number: 102745W/W100242

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman & Managing Director
Mr. N. U. Patel
DIN: 00039549

Director
Mr. B. U. Patel
DIN: 00039543

Rajiv K. Doshi
Partner
Membership Number: 032542
Place: Vadodara
Dated : 26th May, 2023

Chief Financial Officer
Mr. B. V. Patel

Company Secretary
Mr. S. K. Shukla (M.No.A-13259)

1. CORPORATE INFORMATION

Dinesh Remedies Ltd. (DRL) has been manufacturing high quality two-piece hard gelatin capsules for the pharmaceutical and dietary supplement markets. The company's focus on continual process improvement and product innovation is backed by state-of-the-art infrastructure and a team of highly skilled and knowledgeable scientists, pharmacists and researchers.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017.

b) Functional and presentation currency

These financial statements are presented in Indian rupee, which is the Company's functional currency. All amounts have been rounded to the nearest lakh, unless otherwise indicated.

c) Basis of measurement

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments), defined benefits plans - plan assets and contingent consideration. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

Current versus non-current classification

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

An asset is treated as current when it is:
a. Expected to be realized or intended to be sold or consumed in normal operating cycle
b. Held primarily for the purpose of trading
c. Expected to be realized within twelve months after the reporting period, or
d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
a. It is expected to be settled in normal operating cycle
b. It is held primarily for the purpose of trading
c. It is due to be settled within twelve months after the reporting period, or
d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

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

2A. USE OF ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgments

The areas involving critical estimates or judgments are:

a) Estimation of current tax expense and payable – Refer accounting policies - 3.9
b) Estimated useful life of property, plant & equipment and intangible assets – Refer accounting policies - 3.1
c) Estimation of defined benefit obligation – Refer accounting policies - 3.8
d) Estimation of fair values of contingent liabilities - Refer accounting policies - 3.12
e) Recognition of revenue - Refer accounting policies - 3.4
f) Recognition of deferred tax assets for carried forward tax losses – Refer accounting policies - 3.9
g) Impairment of financial assets – Refer accounting policies - 3.2 & 3.5

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives.

All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment

Tangible Fixed Assets:

(a) Depreciation on all the assets is being provided on straight line method in accordance with the provisions of section 123 of the Companies Act, 2013 considering the useful life provided in part "C" of the schedule II. The useful life of Continuous process plants and electrical installations are considered based on the technical assessment by the management (20 years' life is considered).

(b) Depreciation on additions to the assets during the year is being provided on pro rata basis at their respective rates derived from useful life from the date of such addition or as the case may be as provided in section 123 of the Companies Act, 2013. On transition to Ind AS as on April 1, 2016, the Company has elected to measure its Property, Plant and Equipment at cost as per Ind AS.

Capital Work- in- progress

Capital work- in- progress represents directly attributable costs of construction to be capitalized. All other expenses including interest incurred during construction period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the construction as per Ind AS-23 "Borrowing Costs". Interest income earned on temporary investment of funds brought in for the project during construction period are set off from the interest expense accounted for as expenditure during the construction period.

3.2 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flows for the remaining year's (remaining useful life) projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

3.3 Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

<u>Initial Recognition</u>

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

<u>Conversion</u>

Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

<u>Exchange Differences</u>

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise.

Transactions covered under forward contracts are accounted for at the contracted rate. All export proceeds have been accounted for at a fixed rate of exchange at the time of raising invoices. Foreign exchange fluctuations as a result of the export sales have been adjusted in the statement of profit and loss account and export proceeds not realized at the balance sheet date are restated at the rate prevailing as at the balance sheet date.

3.4 Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Specifically,

(i) Domestic Sales and Export Sales are recognized and accounted on dispatch of products to the customers. Sales are disclosed at net of discount and returns as, applicable and exclusive of GST.

(ii) Export benefits in respect of exports made under the various export schemes of the Government are recognized based on the reasonable certainty of their receipt from the statutory authorities.

(iii) Claims receivable on account of Insurance are accounted for to the extent the Company is reasonably certain of their ultimate collection.

3.5 Financial Instruments

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

A. Financial Assets

a. Initial recognition and measurement:

All financial assets are recognized initially at fair value (FVOCI / amortized cost / FVTPL). 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 recognized on the settlement date, 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 four categories:

i. Debt instruments at amortized cost:

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

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:

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

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss.

iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c. **Derecognition:**

A financial asset is primarily derecognized when:

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

B. Financial liabilities:

a. **Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as over the counter derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b. **Subsequent measurement:**

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

i. Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes over the counter derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

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

ii. Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

c. **Derecognition:**

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

C. Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

D. Offsetting of financial instruments:

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

3.6 Fair Value Measurement

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

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

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

3.7 Inventories

i. Stores, Machinery Spares, etc. are valued at cost or net realizable value whichever is lower. Cost is arrived at on 'Moving Weighted Average Cost basis.

ii. Raw Materials are valued at cost or net realizable value whichever is lower. Cost is arrived at on 'Annual Weighted Average Cost basis'.
iii. Material in progress is valued at cost or net realizable value whichever is lower.
iv. Finished goods are valued at cost or net realizable value whichever is lower.

3.8 Retirement benefits

i. Defined Contribution Plan

Company's contribution paid/payable during the period to Provident Fund, EDLI, Officer Superannuation Fund and Labour Welfare Fund are recognized in the Profit & Loss Account.

ii. Defined Benefit Plan

Provision for payments to the Employees Gratuity is based on actuarial valuation done at the close of each financial year. At the reporting date, Company's liabilities towards gratuity is determined by independent actuarial valuation using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up final obligation. Past services are recognized on a straight-line basis over the average period until the amended benefits become vested. Actuarial gain and losses are recognized immediately in the statement of Profit and Loss account as income or expenses. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government Bonds, where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation. Company recognizes the undiscounted amount of Short term employee benefits during the accounting period based on service rendered by the employees.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to other comprehensive income in the period in which they occur. Re-measurements are not classified to the statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

3.9 Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Company operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. As at 31st March, 2023, the company is having net deferred tax assets and the same are recognized only if there reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA may be recognized in the books.

The carrying amount (if any) of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent the management estimates that it has become reasonable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date.

Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

3.10 Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs which are not specifically attributable to the acquisition, construction or production of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period.

3.11 Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

3.12 Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate and the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

3.13 Cash and Cash Equivalents

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

3.16 Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the Financial notes accompanying to the financial statements.

DINESH REMEDIES LIMITED
Regd. Office: Shri Dinesh Mills premises, Akota Road,
Vadodara – 390 020
(CIN: U24230GJ2005PLC045447)

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EIGHTEENTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Folio No.: ____________

No. of Shares: _______________

Name of Proxy (if any) ____

I/We hereby record my/our presence at the 18th Annual General Meeting of the Company being held at Registered Office of the Company at Shri Dinesh Mills premises, Akota Road, Vadodara on Friday, the 30th June, 2023 at 4.00 p.m.

Member's / Proxy's Signature

Notes:

1. Please complete the Folio Number and Name, sign this Attendance Slip and hand it over at the Attendance verification counter at the entrance of the Meeting Hall.

2. Members holding shares in physical form are requested to advise the change in their address, if any to the Registrar / Company quoting their Folio Number(s).

3. Member intending to appoint a proxy, should complete the proxy form printed below and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the Annual General Meeting.

DINESH REMEDIES LIMITED
Regd. Office: Shri Dinesh Mills premises, Akota Road,
Vadodara – 390 020
(CIN: U24230GJ2005PLC045447)

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PROXY FORM

Name of Member(s):
Registered Address:
Email ID:
Folio No.

I/We, being a Member /Members of Dinesh Remedies Limited hereby appoint:

1. Name :
   Address:
   E-mail ID:
   Signature ________________________ or failing him

2. Name :
   Address:
   E-mail ID:
   Signature ________________________ or failing him

3. Name :
   Address:
   E-mail ID:
   Signature _________________________ or failing him

as my/our Proxy to attend and (on a poll) for me/us and on my/our behalf at the 18th Annual General Meeting of the Company, to be held on Friday, the 30th June, 2023 at 4.00 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	**Resolutions**	**Optional ***	
Ordinary Business:		**For**	**Against**
1	Adoption of Audited Financial Statement.		
2	Appointment of Shri Dixit Patel (DIN–01169162), who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this on _______ day of _____________ 2023

Signature of Shareholder: ______________________

Signature of Proxy Holder(s): ____________________

Affix
Revenue
Stamp Re.1

Note:

1. The Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting.
2. For this Resolution and explanatory statement and notes, please refer to the Notice of the 18th Annual General Meeting.

*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'for' or 'against' column blank against any or all Resolutions, your proxy will be entitle to vote in the manner as he/she thinks appropriate.

4. Please complete all details including details of manner(s) in above box before submission.