

RODEC PHARMA LIMITED
(FORMERLY KNOWN AS RODEC PHARMACEUTICAL PRIVATE LIMITED)
F-46, PANKAJ CENTRAL MARKET I.P EXTENSION, PATPARGANJ
NEW DELHI -110092
CIN- U24233DL1997PLC090729
Email id-mukeshgupta@rodec.in
Contact No – 9810512980

NOTICE OF AGM

Notice is hereby given that 27th Annual General Meeting of the members of "Rodec Pharma Limited" will be held on **Monday, 30th day of September, 2024 at 11:00AM** at the registered office of the Company situated at F-46, Pankaj Central Market, I.P. Extension, Patparganj, New Delhi-110092 to transact the following business:

Ordinary business:

1. To consider, approve and adopt the Audited Financial Statements comprising of the Balance Sheet and Statement of Profit & Loss for the year ended March 31, 2024 and Notes thereto together with the Report of the Board of Directors and Auditors thereon.

Date: 24/08/2024

Place: Delhi

**By the Order of the Board of
FOR RODEC PHARMA LIMITED**

RODEC PHARMA LIMITED


MUKESH KUMAR GUPTA

DIRECTOR

DIN: 00555175

R-10/40, RAJ NAGAR, GHAZIABAD-201002

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Notes:

- (1) A member entitled to attend and vote at meeting is entitled to appoint the proxy to attend and vote at the meeting in case of poll on his behalf and such proxy need not be a member of the company.
- (2) The instrument of proxy, duly stamped and signed shall be deposited at the registered office not less than 48 hours before the commencement of the meeting.
- (3) The relevant explanatory statement pursuant to section 102 of the Companies act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- (4) All documents referred to in the notice and accompanying explanatory statement are open for inspection at the registered office of the company on all working days during business hours up to the date of the general meeting and at the venue of the meeting for the duration of the meeting.

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DIRECTOR REPORT

Dear Members,

Your Directors have pleasure in presenting 27th Annual Report on the affairs of the Company together with the Audited Financial Statement for the financial year ended 31st March, 2024.

FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY

The Company's performance, for the financial year ended 31st March, 2024 is summarized below:

Particulars	(Rs. In Thousands)	
	Year ended 31.03.2024	Year ended 31.03.2023
Total Revenue (including Other Income)	897668.30	717215.99
Less: Total Expenditure	739755.72	640506.63
Profit/ (Loss) before Tax	157912.58	76709.36
Less:		
-Current Tax	41000.00	19500.00
-Current Tax Expenses for Prior Years	1040.50	246.34
- Deferred Tax	-279.94	174.81
Profit /(Loss) for the period	116152.02	56788.21

OPERATIONS PERFORMANCE

The Company has reported total revenue (including Other Income) of **Rs. 897668.30 (in thousands)** for the year under review (FY 2023-24) as compared to **Rs. 717215.99 (in thousands)**, reported in the previous financial year (FY 2022-23). The Net Profit for the year under review is amounted to **Rs.116152.02 (in thousands)** as compared to **Rs.56788.21 (in thousands)** in the previous year.

Your Directors are hopeful that the company will continue to achieve better growth with good margins in the future years as well.

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TRANSFER TO RESERVES

During the year under review, the Company has not transferred any fund to general reserves.

DIVIDEND

No dividend has been recommended by the Board during the year.

SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

There is no Subsidiary company or Associate company or Joint Venture.

DEPOSITS

The Company has not invited or accepted any deposits from the public during the year ended March 31, 2024. There were no unclaimed or unpaid deposits as on March 31, 2024.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company.

CHANGE IN THE NAME OF COMPANY:

The company was originally incorporated on 18th November 1997 under Companies Act, 1956 as “RODEC PHARMACEUTICALS PRIVATE LIMITED”

Further, the name of the company was changed to “RODEC PHARMA PRIVATE LIMITED” on 16th January 2024, duly approved by the Ministry of Corporate Affairs.

Thereafter, your company has also been converted from “Private Limited” to a “Public Limited” on 19th June 2024, and consequently the name of the company has also been changed from “RODEC PHARMA PRIVATE LIMITED” to “**RODEC PHARMA LIMITED**”.

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MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have been occurred from the end of the financial year of the Company, to which the financial statements relates, till the date of the board report.

SECRETARIAL STANDARDS

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) as may be amended from time to time.

CHANGES IN SHARE CAPITAL

There was no change in the Share Capital of the company during the year under review.

- **DISCLOSURE REGARDING ISSUES OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:** The Company has not issues any equity shares with differential rights during the year under review.
- **DISCLOSURE REGARDING ISSUES OF EMPLOYEE STOCK OPTIONS:** The Company has not provided any Stock Option Scheme to the employees during the year under review.
- **DISCLOSURE REGARDING THE ISSUES OF SWEAT EQUITY SHARES:** The Company has not issued any Sweat Equity Shares during the year under review

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

(a) Conservation of Energy:

Your Company has taken proper measures to conserve energy through administrative systems and other procedures. Improvement in methods and techniques of energy conservation as well as the optimal utilization of energy in all operations has continued to be a focus area of the company.

(b) Technology Absorption:

The provision of Clause B of Sub Rule (3) of Rule 8 of Companies (Accounts) Rules, 2014 are not applicable as the Company has not imported any technology during the year under review.

(c) Foreign Exchange Earning and Outgo:

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL.

DIRECTORS OR KEY MANAGERIAL PERSONNEL AND CHANGES AMONG THEM

There is no change in the Directorship of the Company during the financial year 2023-2024.

NUMBER OF MEETING OF THE BOARD

During the year, the Board Meetings were convened are as follow and the intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

S. No.	Date of Board Meeting	Number of Director attended the meeting
1	06/04/2023	3
2	03/06/2023	3
3	29/07/2023	3
4	14/08/2023	3
5	02/09/2023	3

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6	07/12/2023	3
7	08/12/2023	3
8	20/12/2023	3
9	29/12/2023	3
10	09/01/2024	3
11	17/01/2024	3
12	22/01/2024	3
13	23/02/2024	3
14	27/03/2024	3

DECLARATION BY INDEPENDENT DIRECTORS

The Company is not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Hence, no declaration needs to be obtained.

STATUTORY AUDITOR & AUDIT REPORT

M/s Rishi Kapoor & Company, Chartered Accountants (Firm Reg. No. 006615C), were re-appointed as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of the Annual General Meeting held on 30.11.2021 till the conclusion of Annual General Meeting of the Company for F.Y 2025-26. The Statutory Auditor has given confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner for continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors. The Auditors' Report with notes to accounts are self-explanatory and, therefore, do not call for further comments. The Audit Report does not contain any qualification, reservation or adverse remarks.

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EXPLANATION ON EVERY QUALIFICATION BY AUDITOR IN HIS REPORT

The auditor has not made any observation in the auditor report so no comments is required from your directors pursuant to Section 134(3)(f) of the Companies Act, 2013.

DETAILS OF FRAUD REPORTED BY AUDITOR UNDER SECTION 143 (12) OF COMPANIES ACT, 2013

During the year under review, no fraud has been reported by the auditor as specified under section 143 (12) of Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT U/S SECTION 134

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended on 31st March, 2024 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) 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 as at March 31, 2024 and of the profit and loss of the company for that period;
- (iii) 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;
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) 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.

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SECRETARIAL AUDIT UNDER SECTION 204 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of section 204 of the companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Secretarial Audit does not apply to the company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The particulars of loans, guarantees or investments made during the Financial Year 2023-24, if any, have been disclosed in the notes attached to and forming part of the Financial Statements of the Company prepared for the Financial Year ended March 31, 2024 as per the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in form AOC-2 is attached as **Annexure-A**. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

The Provisions of section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of the Board and its Powers) Rules 2014, is not applicable on the company, hence our company is not required to constitute Nomination and Remuneration committee.

The Company is also not required to constitute stakeholders Relationship committee under section 178(5) of the companies Act, 2013.

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AUDIT COMMITTEE

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2013 relating to composition of Audit Committee is not applicable to the Company

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE & CSR POLICY

The Company is required to constitute a Corporate Social Responsibility Committee as it fall within purview of Section 135(1) of the Companies Act, 2013 and hence it has constituted a Corporate Social Responsibility (CSR) Committee, comprising of the following members as on 31st March 2024:-

S. No.	Name of Director	Category	Designation
1.	Mukesh Kumar Gupta	Director	Chairman
2.	Smt. Chhaya Gupta	Director	Member
3.	Utkarsh Gupta	Director	Member

The Annual Report on the CSR Activities of the company for FY 2023-24, containing the details of Areas of CSR expenditure & details of the Amount of CSR spend is annexed herewith as Annexure-B

MAINTENANCE OF COST RECORDS

In accordance with the provisions under Section 148 of the Companies Act, 2013 read with the rules made there under, the provisions relating to the maintenance of the Cost records are applicable on the Company & the company is maintaining the same accordingly. Further the provisions related to the cost audit are not applicable on the company.

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RISK MANAGEMENT POLICY

Pursuant to section 134(3) (n) of the Companies Act, 2013, the Company has developed and implemented a risk management policy which identifies major risks that may affect the Company. The same has also been adopted by the Board and is also subject to review from time to time. Further, risk mitigation process and its related measures have been also formulated as well as spelled out in the said policy.

DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM

The provisions of Section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014 with respect to establishment of Vigil Mechanism is not applicable to the Company.

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

The Company has formed an Internal Complaint Committee in compliance with the provisions of the Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. The details are as follows:

1. Number of Complaints of sexual harassment received in the year: Nil
2. Number of complaints disposed during the year: N.A
3. No. of cases pending for more than ninety days: N.A
4. No. of workshops or awareness programme against sexual harassment carried out: None
5. Nature of action taken by the employer or District officer: N.A

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SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, there has been no such significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The management has taken all necessary steps to plug the internal control weaknesses. The management has implemented an effective and meaningful system in place to safeguard the assets of the company.

PARTICULARS OF EMPLOYEES

None of the employees who have worked throughout the year or a part of the Financial Year 2023-24, were getting remuneration in excess of the threshold mentioned under Section 197(12) of the Act read with rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014.

THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

During the Financial Year 2023-24, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company. As on the date of this report, there is neither application nor proceeding pending against your company nor your company has made any application against the other company under the Insolvency and Bankruptcy Code, 2016.

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

Your Company has not done any one time settlement during the year under review, hence no disclosure is required.

ACKNOWLEDGMENTS

Directors of the company take this opportunity to place on record their appreciation and sincere gratitude to the Government and the Bankers to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

Date: 24/08/2024

Place: Delhi

By the Order of the Board of
FOR RODEC PHARMACEUTICALS PRIVATE LIMITED
RODEC PHARMA LIMITED

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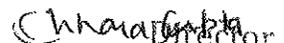
Director

MUKESH KUMAR GUPTA

DIRECTOR

DIN:00555175

**R-10/40, RAJ NAGAR,
GHAZIABAD-201002**



Director

CHHAYA GUPTA

DIRECTOR

DIN: 00560474

**R-10/40, RAJ NAGAR,
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Annexure-A

Form AOC-2

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

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of the contracts/ arrangement/ transactions	Duration of the contract/ arrangement s/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Smt. Chhaya Gupta (Director)	Rent	1 Year	Rs. 900000.00	01/04/2023	-
Mukesh Kumar Gupta (Director)	Rent	1 Year	Rs. 900000.00	01/04/2023	-
Mukesh Kumar Gupta (Director)	Director's Remuneration	1 Year	Rs. 9000000.00	01/04/2023	-
Smt. Shubhangi Gupta (Daughter of Director)	Salary	1 Year	Rs. 1800000.00	01/04/2023	-
Smt. Chhaya Gupta (Director)	Director's Remuneration	1 Year	Rs. 1800000.00	01/04/2023	-

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Utkarsh Gupta (Director)	Director's Remuneration	1 Year	Rs.1650000.00	01/04/2023	
Nupur Gupta (Daughter of Director)	Salary	1 Year	Rs. 1214400.00	01/04/2023	-

Date: 24/08/2024
Place: Delhi

By the Order of the Board of
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FOR RODEC PHARMACEUTICALS PRIVATE LIMITED

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MUKESH KUMAR GUPTA
DIRECTOR
DIN:00555175
R-10/40, RAJ NAGAR,
GHAZIABAD-201002

Director

CHHAYA GUPTA
DIRECTOR
DIN: 00560474
R-10/40, RAJ NAGAR,
GHAZIABAD-201002

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Annexure-B

CORPORATE SOCIAL RESPONSIBILITY REPORT

**Format for the Annual Report on CSR Activities to be Included in the Board's Report For
Financial Year as on 31st March, 2024**

1. Brief outline on CSR Policy of the Company.

Rodec Pharma Limited aims to fulfill its responsibility towards the society. For the betterment of the society, the company has spent the amount for the welfare of the people at large and to develop communities for poor people and safeguard mothers and children's against diseases and other medical conditions by providing donation for purchase of medical equipments etc.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mukesh Kumar Gupta	Chairman	2	2
2.	Smt. Chhaya Gupta	Director	2	2
3.	Utkarsh Gupta	Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.-<https://rodec.in/>

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

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5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any-

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
NIL			

6. Average net profit of the company as per section 135(5).-Rs. 61680750.00

7 (a) Two percent of average net profit of the company as per section 135(5)-Rs. 1234000/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.-Rs. 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. 1234000/-

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
1234000/-	-	-	-	-	-

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(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State.	District.					Name	CSR Registration number.
1.	Cancer Charitable Society	(i)	Yes	Ghaziabad,	Uttar Pradesh	24	1134000/-	-	No	Cancer Charitable Society	CSR00026590
2.	Deendayal Kamdhenu Goushala Samiti	(i)	Yes	Mathura		24	100000/-	--	No	Deendayal Kamdhenu Goushala Samiti	CSR00015847
Total							1234000/-				

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
--									
Total									

(d) Amount spent in Administrative Overheads- N.A

(e) Amount spent on Impact Assessment, if applicable- N.A

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)- Rs.1234000/-

(g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 1234000.00
(ii)	Total amount spent for the Financial Year	Rs. 1234000.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

RODEC PHARMA LIMITED
(FORMERLY KNOWN AS RODEC PHARMACEUTICAL PRIVATE LIMITED)
F-46, PANKAJ CENTRAL MARKET I.P EXTENSION, PATPARGANJ
NEW DELHI -110092
CIN- U24233DL1997PLC090729
Email id-mukeshgupta@rodec.in
Contact No – 9810512980

9. 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- NOT APPLICABLE

(Asset-wise details)

- (a) Date of creation or acquisition of the capital asset(s).
- (b) Amount of CSR spent for creation or acquisition of capital asset.
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

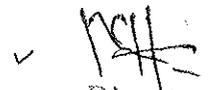
10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). - NA

(Director) CHHAYA GUPTA	(Chairman CSR Committee) MUKESH KUMAR GUPTA
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Date: 24/08/2024

Place: Delhi

By the Order of the Board of
FOR RODEC PHARMACEUTICALS PRIVATE LIMITED


MUKESH KUMAR GUPTA
 DIRECTOR
 DIN:00555175
 R-10/40, RAJ NAGAR,
 GHAZIABAD-201002

Chhaya Gupta
CHHAYA GUPTA
 DIRECTOR
 DIN: 00560474
 R-10/40, RAJ NAGAR,
 GHAZIABAD-201002

1527



**RISHI KAPOOR & COMPANY
CHARTERED ACCOUNTANTS**

**Plot No. 10, Advocate Chambers, RDC, Raj Nagar
GHAZIABAD-201002**

Phones: 0120-4371050, Fax: 4371070,(M) 9910385499

Email: carishikapoor@yahoo.co.in

CIN: U24233DL1997PLC090729

INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS OF
RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **RODEC PHARMA LIMITED (Formerly Known as Rodec Pharmaceuticals Private Limited)** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including other comprehensive incomes) and the statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive incomes and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014.

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



AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards, the financial position of the Company as at 31st March 2024 and its financial performance and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

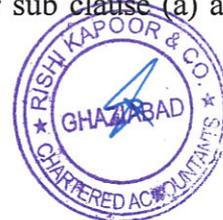
1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India vide Order number S.O.849(E) dated 25th February 2020 in terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A & Note No.28, a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;



- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e) On the basis of written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;
- f) In our opinion, the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls are adequate in commensurate to the size of the business;
- g) 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 explanation given to us;
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - 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 Company has not advanced or loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of Funds) or in any other persons or entities including foreign entities 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 or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries.

(b) That no funds have been received by the company from any persons or entity including foreign entities with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) That we had considered reasonable and appropriate audit procedures, in the circumstances based on such audit procedures nothing has come to our notice that caused us to believe that the representations under sub clause (a) and (b) contain any misstatement.



- v. The Company has not declared or paid any dividend during the year as per section 123 of the Companies Act 2013.
- vi. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has been enabled for all relevant transactions recorded in the respective software.

Further, for the periods where audit trail (edit log) facility was enabled, we did not come across any instance of the audit trail feature being tampered with

Place: Ghaziabad
Date : 24.08.2024

For Rishi Kapoor & Company
Chartered Accountants
FRNo. 006615C




(Rishi Kapoor)
Partner
M.No.075483

Annexure A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors Report to the Members of the Company on the Financial Statements for the year ended 31st March 2024, we report that:

- i. According to the information and explanations given to us and on the basis of our examination of the records of the Company in respect of its Property, Plant & Equipment's and Intangibles:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
 - (B) The Company has no Intangible Assets existing as on the date of Balance Sheet and therefore the provisions of clause 3(i)(a)(B) is not applicable to the company and hence not commented upon.
 - (b) The Property, Plant and Equipment have been physically verified by the management at regular intervals and no material discrepancies were noticed on such verification and the same have been properly dealt with the books of accounts. In our opinion, this period of physical verification is reasonable having regard to the size of the company and the nature of its assets;
 - (c) The title deeds of all immovable properties are held in the name of the company and are disclosed in the financial statements. Further there is No dispute on above said immovable properties.
 - (d) In our opinion and according to the information and explanations given to us, The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore the provisions of clause 3(i)(d) are not applicable to the company and hence not commented upon.
 - (e) In our opinion and according to the information and explanations given to us , no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made there under.
- ii. In our opinion on the basis of information and explanation given to us in respect of its inventories :
 - (a) The inventory has been physically verified during the year by the management and the frequency of verification is reasonable. The procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the company and nature of its business. The Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
 - (b) The Company has taken working capital limits in excess of five crore rupees in aggregate from banks and other financial institutions on the basis of security of current assets and therefore the provisions of clause 3(ii)(b) are applicable to the company.



- iii. The Company has made investments in and provided corporate guarantee and security but not granted any loans or advances except joint venture during the year in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore the provisions of clause 3(iii) are applicable to the company but there is no adverse comment.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2015 with regard to the deposits accepted are not applicable.
- vi. According to the information and explanations given to us, the provisions of cost audit under sub-section (1) of Section 148 of the Act are not applicable to the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts accrued in the books of account in respect of undisputed statutory dues including GST, provident fund, ESI, income-tax, sales tax, service tax, duty of customs, duty of excise, VAT and any other material statutory dues have been generally/regularly deposited during the year by the Company with the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year for a period of more than six months from the date they become payable.
- (b) There are no dues as referred to in sub clause (a) above, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanation given to us, there are no transactions which have not been recorded in the books of account on account of surrender or undisclosed income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion and according to the information and explanation given to us, the company has not defaulted in the repayment of dues to financial institution or banks and debenture holders.
- (b) In our opinion and according to the information and explanation given to us, the company is not a declared willful defaulter by any bank or financial institution or other lender.



- (c) In our opinion and according to the information and explanation given to us, the company has duly applied its term loans for the purpose for which the said loans were obtained.
- (d) In our opinion and according to the information and explanation given to us, the company has not applied funds raised on short term basis for long term purposes.
- (e) In our opinion and according to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) In our opinion and according to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) In our opinion and according to the information and explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments)
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. (a) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company nor have we been informed of any such instance by the Management.
- (b) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have not filed any report under sub-section (12) of section 143 of the Companies Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) In our opinion and according to the information and explanation given to us, during the year the Company have not received any whistle blower complaints.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.
- xiii. In our opinion and according to the information and explanation given to us, Management has approved all transactions with related parties, hence, are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.



- xiv. (a) In our opinion, prima facie, the company has an adequate internal audit system which is commensurate with the size and nature of its business.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, Provisions for Internal Audit are not applicable on the Company.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the company and hence not commented upon.
- xvi. (a) In our opinion and according to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.
- (b) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not conducted any Non- Banking Financial or Housing Finance activities. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company and hence not commented upon.
- (c) In our opinion and according to the information and explanation given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company and hence not commented upon.
- (d) In our opinion and according to the information and explanation given to us, the Group has no Core Investment Company as a part of the Group. Therefore, the provisions of clause 3(xvi)(d) of the Order are not applicable to the Company and hence not commented upon.
- xvii. Based upon the audit procedures performed and the information and explanations given by the management, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. That during the year, there has been no resignation of the statutory auditors. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company and hence not commented upon.
- xix. In our opinion and according to the information and explanation given to us and on the basis of events, financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, no material uncertainty seems to exist as on the date of the audit report and the company seems to be 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, however we could not comment about the future viability of the company.



- xx. (a) In our opinion, the company is not aligned to the requirements of section 135 of the Companies Act 2013. Therefore, the provisions of clause 3(xx)(a) of the Order are not applicable to the Company and hence not commented upon.
- (b) In our opinion, the company is not aligned to the requirements of section 135 of the Companies Act 2013. Therefore, the provisions of clause 3(xx)(b) of the Order are not applicable to the Company and hence not commented upon.
- xxi. Based upon the audit procedures performed and the information and explanations given by the management, the company has no subsidiaries or holding companies and thus consolidation is not applicable on the company. Therefore, the provisions of clause 3(xxi) of the Order are not applicable to the Company and hence not commented upon.

Place: Ghaziabad
Date : 24.08.2024

For Rishi Kapoor & Company
Chartered Accountants
FRNo. 006615C




(Rishi Kapoor)
Partner
M.No.075483

M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)
BALANCE SHEET AS AT 31ST MARCH, 2024
CIN : U24233DL1997PLC090729

(₹ in Thousands)

PARTICULARS	NOTE NO.	AS AT 31.03.2024	AS AT 31.03.2023
I. EQUITY & LIABILITIES			
1. SHAREHOLDER' FUNDS			
a Share Capital	1	1036.00	1036.00
b Reserves & Surplus	2	335702.49	219550.46
c Money received against Share Warrants		-	-
2. SHARE APPLICATION MONEY PENDING ALLOTMENT			
	-	-	-
3. NON CURRENT LIABILITIES			
a Long Term Borrowings	3	22099.32	49134.28
b Deferred Tax Liabilities (Net)		-	-
c Other Long Term Liabilities	4	5500.00	4600.00
d Long Term Provisions	5	-	-
4. CURRENT LIABILITIES			
a Short Term Borrowings	6	44929.48	68102.79
b Trade Payables	7	53113.09	51026.87
c Other Current Liabilities	8	35369.88	47000.53
d Short Term Provisions	9	41404.20	20270.20
		TOTAL	TOTAL
		<u>539154.45</u>	<u>460721.13</u>
II. ASSETS			
1. NON CURRENT ASSETS			
a Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant & Equipment	10	111843.08	111361.31
(ii) Intangible Assets	-	-	-
(iii) Capital Work In Progress	-	49016.09	24031.96
(iv) Intangible Assets Under Development	-	-	-
(v) Fixed Assets held for Sale	-	-	-
b Non Current Investments	11	170530.67	104225.00
c Deferred Tax Assets (Net)	12	1149.95	870.01
d Long Term Loans & Advances	13	1595.18	24972.22
e Other Non Current Assets	14	1856.69	646.58
2. CURRENT ASSETS			
a Current Investments	-	-	-
b Inventories	15	46058.73	30808.33
c Trade Receivables	16	118298.55	90325.96
d Cash & Cash Equivalents	17	575.30	13550.11
e Short Term Loans & advances	18	4949.44	36729.78
f Other Current Assets	19	33280.77	23199.87
		TOTAL	TOTAL
		<u>539154.45</u>	<u>460721.13</u>

Significant Accounting Policies and Notes on Accounts

28

In terms of our report attached

For Rishi Kapoor & Company

Chartered Accountants

FRN 006615C

(Rishi Kapoor)

Partner

M.No.075483

For and on behalf of the Board of Directors



(Mukesh Kumar Gupta)

Director

Din No : 00555175



(Chhaya Gupta)

Director

Din No : 00560474

Place : Ghaziabad

Date : 24.08.2024

UDIN : 24075483BKBXTU8692

M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024
CIN : U24233DL1997PLC090729

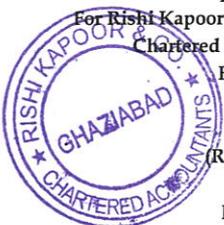
(₹ in Thousands)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31.03.2024	FOR THE YEAR ENDED 31.03.2023
I. CONTINUING OPERATIONS			
1	Revenue from Operations	884210.05	716128.21
2	Other Income	13458.25	1087.78
	TOTAL	<u>897668.30</u>	<u>717215.99</u>
3 EXPENSES			
a	Cost of Raw Material Consumed	103026.30	7899.04
b	Purchase of Stock In Trade	198853.93	287718.50
c	Change in Inventories of Finished Goods, Work In Progress & Stock In Trade	-10598.47	-3136.70
d	Employee Benefit Expenses	211835.19	181608.17
e	Finance Costs	8016.96	5387.72
f	Depreciation & Amortisation Expenses	9185.25	3715.64
g	Other Expenses	219436.57	157314.26
	TOTAL	<u>739755.72</u>	<u>640506.63</u>
4	Profit / (Loss) before Exceptional & Extraordinary Items & Tax {(1+2)-3}	<u>157912.58</u>	<u>76709.36</u>
5	Exceptional Items	-	-
6	Profit / (Loss) before Extraordinary Items & Tax (4+/-5)	<u>157912.58</u>	<u>76709.36</u>
7	Extraordinary Items	-	-
8	Profit / (Loss) before Tax (6+/-7)	<u>157912.58</u>	<u>76709.36</u>
9 Tax Expenses			
a	Current Tax Expenses for Current Year	41000.00	19500.00
b	MAT Credit (Where applicable)	-	-
c	Firm Tax	-	-
d	Current Tax Expenses Relating to Prior Years	1040.50	246.34
e	Net Current Tax Expenses	42040.50	19746.34
f	Deferred Tax Asset / (Liability)	279.94	-174.81
	TOTAL	<u>41760.56</u>	<u>19921.15</u>
10	Profit / (Loss) from Continuing Operations (8+/- 9)	116152.02	56788.21
11	Profit / (Loss) from Discontinuing Operations Before Tax	-	-
12	Tax Expenses of Discontinuing Operations	-	-
13	Profit / (Loss) from Discontinuing Operations After Tax (11+/-12)	-	-
14	Profit / (Loss) For the Year (10+/-13)	116152.02	56788.21
15	Earning per Share (of Rs.10/- each) :		
a	Basic	1121.16	548.15
b	Diluted	1121.16	548.15

Significant Accounting Policies and Notes on Account 28

in terms of our report attached

For Rishi Kapoor & Company
Chartered Accountants
FRN 006615C



(Rishi Kapoor)
Partner
M.No.075483

Place : Ghaziabad

Date : 24.08.2024

UDIN : 24075483BKBTXU8692

For and on behalf of the Board of Directors


(Mukesh Kumar Gupta)
Director
Din No : 00555175


(Chhaya Gupta)
Director
Din No : 00560474

M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

(₹ in Thousands)

NOTES ON ACCOUNT

Note No. - 1,

A SHARE CAPITAL

a AUTHORISED CAPITAL

Equity shares of Rs. 10/- each

TOTAL

b ISSUED, SUBSCRIBED & FULLY PAID UP CAPITAL

Equity shares of Rs. 10/- each

TOTAL

AS AT 31.03.2024		AS AT 31.03.2023	
Number	Amount	Number	Amount
250000	2500.00	250000	2500.00
250000	2500.00	250000	2500.00
103600	1036.00	103600	1036.00
103600	1036.00	103600	1036.00

B (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	No. of Equity Shares	Amount	No. of Equity Shares	Amount
Equity shares outstanding at the beginning of the year	103600	1036.00	103600	1036.00
Add:- Share issued during the year	-	-	-	-
Less :- Share Bought back during the year	-	-	-	-
Equity shares outstanding at the end of the year	103600	1036.00	103600	1036.00

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	AS AT 31.03.2024		As at 31st March, 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
As Per Annexure "A" Attached				

(iii) Details of share holding of the Promoters:

Name of the Promotor	As at 31st March, 2024			As at 31st March, 2023		
	Number of shares held	% holding in that class of shares	Change%	Number of shares held	% holding in that class of shares	Change%
As Per Annexure "B" Attached						

Terms / rights attached to the equity shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. All the Equity Shares carry the same rights with respect to voting, dividends etc.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.



M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

(₹ in Thousands)

Note No. - 2	As at 31st March, 2024	As at 31st March, 2023
RESERVES & SURPLUS		
Share Premium Account		
Opening Balance	9324.00	9324.00
Add ; Share Premium received during the Year	-	-
Closing Balance	9324.00	9324.00
Profit & Loss Account		
Opening Balance	210226.46	153438.26
Add ; Net Profit / (Net Loss) for the year	116152.02	56788.21
Closing Balance	326378.49	210226.46
TOTAL	335702.49	219550.46

NON CURRENT LIABILITIES

Note No. - 3	Current Maturities	Non Current Maturities	Current Maturities	Non Current Maturities
LONG TERM BORROWINGS				
Secured Loans				
From Banks				
HDFC Bank (Hypothecation of Motor Car)	1854.07	6168.04	1706.88	8022.11
HDFC Bank (Hypothecation of Motor Car)	100.96	-	288.36	100.96
HDFC Bank (Hypothecation of Motor Car)	-	-	288.00	-
AXIS Bank (Hypothecation of Motor Car)	1139.70	791.96	1056.02	1931.66
HDFC Bank (Hypothecation of Motor Car)	489.02	868.11	-	-
	3583.75		3339.27	
Unsecured Loans				
From Related Parties				
(List enclosed)		14271.21		39079.55
TOTAL		22099.32		49134.28

Note No. - 4				
OTHER LONG TERM LIABILITIES				
Security Deposits		5500.00		4600.00
TOTAL		5500.00		4600.00

Note No. - 5
LONG TERM PROVISIONS
No Provision for gratuity is made as there is No Liability for the same. The same is dealt on cash Basis.

CURRENT LIABILITIES

Note No. - 6	As at 31st March, 2024	As at 31st March, 2023
SHORT TERM BORROWINGS		
Loans repayable on Demand		
From Banks		
Secured		
HDFC Bank - Cash Credit (Hypothecation of Stock and Book Debts)	41345.73	64763.53
Long Term Borrowing Payable with in one year (Note No.3)	3583.75	3339.27
TOTAL	44929.48	68102.79

In the opinion of the Board of Directors, the company has utilized its borrowings from banks and other financial institutions purely for the purpose for which it was taken.

The Board of Directors has informed that all statements submitted in the bank or financial institutions are in agreement with books of accounts.

The Board of Directors has informed that all the charges are duly created, registered and satisfied with the Registrar of Companies.



M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

(₹ in Thousands)

Note No. - 7

As at 31st March, 2024

As at 31st March, 2023

TRADE PAYABLES-BILLED

Trade Payables (List enclosed)

TOTAL

53113.09

53113.09

51026.87

51026.87

Trade Payables ageing schedule :

Particulars	Outstanding for following periods from due date of Payment				Total Rs.
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
As at 31 March, 2024					
(i) MSME	38789.63	-	-	-	38789.63
(ii) Others	14323.46	-	-	-	14323.46
TOTAL	<u>53113.09</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>53113.09</u>
As at 31 March, 2023					
(i) MSME	37927.21	-	-	-	37927.21
(ii) Others	13099.65	-	-	-	13099.65
TOTAL	<u>51026.87</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>51026.87</u>

Balance of Trade Payables are subject to confirmation.

The details of the parties in the form of MSME and non MSME had been Provided by the Management. Further the management has also confirmed that during the year, No Company has been stuck off, from which the company has done any transactions.

Provision for interest on delayed payments, if any, made to concerned MSME creditors has not been made by the management of the company

The Board of the directors of the company had informed that they had treated accounting date as due date for ageing purpose.

Note No. - 8

OTHER CURRENT LIABILITIES

Statutory Dues Payable

6186.52

4661.42

Other Expenses Payable

29084.46

42262.83

Advance from Customers (List enclosed)

98.89

76.28

TOTAL

35369.88

47000.53

Balance of Advance from Customers is subject to confirmation

Note No. - 9

SHORT TERM PROVISIONS

Provision For Income Tax

41000.00

19500.00

Provision for Corporate Social Responsibility Expenses

404.20

770.20

TOTAL

41404.20

20270.20



M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS AS AT 31st MARCH 2024

₹ in Thousands
Note No. - 10

S.NO.	PARTICULARS	GROSS BLOCK		DEPRECIATION		NET BLOCK			
		AS AT 01.04.2023	ADDITIONS 31.03.2024	DELETIONS 31.03.2023	FOR THE YEAR	UP TO 31.03.2024	UP TO 31.03.2024	AS AT 31.03.2023	AS AT 31.03.2024
1	Plot Situated at C-2, Meerut Road, Gzb	66028.48	-	-	-	-	-	66028.48	66028.48
2	Building	22515.11	-	270.37	2122.15	-	2392.51	20122.60	22244.74
3	Furniture & Fixtures	1982.40	-	1772.78	55.18	-	1827.96	154.44	209.62
4	Computer	1958.97	5795.90	1740.27	759.12	-	2499.38	5255.48	218.71
5	Motor Car	28913.72	2016.53	12404.68	4504.20	3151.62	13757.26	13706.46	16509.05
6	Air Conditioner	1234.87	97.96	788.58	217.02	-	1005.60	327.23	446.29
7	Office Equipment	1369.13	653.89	1150.77	218.45	-	1369.22	653.80	218.36
8	Mobile	829.64	296.22	679.93	186.33	21.12	845.14	259.07	149.71
9	Cycle	44.20	-	38.68	0.92	-	39.60	4.60	5.52
10	Weighing Machine	7.00	29.00	6.55	4.74	-	11.29	24.71	0.45
11	Generator	398.26	-	345.47	6.16	-	351.63	46.63	52.79
12	Tempo	712.79	-	319.86	104.23	-	424.09	288.70	392.94
13	Plant & Machinery	5024.80	1000.32	140.15	999.47	-	1139.62	4885.50	4884.66
14	Motor Cycle	-	92.65	-	7.27	-	7.27	85.38	-
CAPITAL WORK IN PROGRESS									
15	Building	24031.96	21964.77	-	-	-	-	45996.73	24031.96
16	Air Conditioner	-	963.17	-	-	-	-	963.17	-
17	Furniture & Fixtures	-	1609.14	-	-	-	-	1609.14	-
18	Office Equipment	-	447.06	-	-	-	-	447.06	-
TOTAL		155051.34	34966.60	3488.18	9185.25	3172.74	25670591.54	160859.17	135393.27
PREVIOUS YEAR		101210.74	76355.72	22515.11	3715.64	-	19658077.56	135393.27	85268.30



M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

NON CURRENT ASSETS	(₹ in Thousands)	
Note No. - 11	As at 31st March, 2024	As at 31st March, 2023
NON CURRENT INVESTMENTS		
Investments in Equity Shares of RCP Distilleries (India) Private Limited	10290.00	25725.00
210000 (Previous Year 525000) Equity Shares @ 10/- each at the premium of Rs.39/- each		
Advance to RCP Distilleries India Private Limited	160240.67	78500.00
	170530.67	104225.00

Note No. - 12		
DEFERRED TAX ASSET (NET)		
Deferred tax is accounted for by computing the tax effect of timing difference of Depreciation that arises during the year and reverse in subsequent year. During the year, deferred Tax asset of Rs.279941.00 has been recognized and debited in the statement of Profit & Loss Account.		
Opening Balance	870.01	1044.82
Deferred Tax Asset (Liability) during the Year	279.94	-174.81
TOTAL	1149.95	870.01

Note No. - 13		
LONG TERM LOANS & ADVANCES		
Loans and Advances to related parties :		
Secured, considered good	-	-
Unsecured, considered good	-	24000.00
Doubtful	-	-
(List enclosed)	-	24000.00
Less: Provision for doubtful Loans & Advances	-	-
	-	24000.00
Loans and Advances to Others :		
Secured, considered good	-	-
Unsecured, considered good	1595.18	972.22
Doubtful	-	-
(List enclosed)	1595.18	972.22
Less: Provision for doubtful Loans & Advances	-	-
	1595.18	972.22
TOTAL	1595.18	24972.22

Note No. - 14		
OTHER NON CURRENT ASSETS		
Capital Advances	1856.69	646.58
	1856.69	646.58

CURRENT ASSETS		
Note No. - 15		
INVENTORIES		
(Taken, Valued & Verified by the Management of The Company)		
Raw Material	11872.23	7220.30
Semi Finished & Finished Goods	13194.76	4163.89
Stock in Trade	20991.74	19424.14
TOTAL	46058.73	30808.33

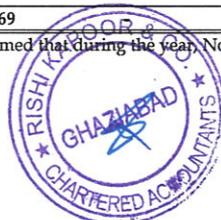
Raw Material is valued at Cost and Finished as well as Semi Finished Goods are valued at Cost Price or Market Price, which ever is lower.

Note No. - 16		
TRADE RECEIVABLES (To the extent considered good)		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	118298.55	90325.96
Doubtful	-	-
(List enclosed)	118298.55	90325.96
Less: Provision for doubtful trade receivables	-	-
TOTAL	118298.55	90325.96

Trade Receivables ageing schedule (As told by the Management)

Particulars	Outstanding for following periods from due date of Payment					Total Rs.
	Less than 6 Months	6 Months - 1 year	1 Year - 2 year	2 Year - 3 year	More than 3 years	
As at 31 March, 2024						
(i) Undisputed Trade Receivables - considered good	116547.97	503.81	-	-	-	117051.78
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables - considered good	-	-	-	-	1246.77	1246.77
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
TOTAL	116547.97	503.81	-	-	1246.77	118298.55
As at 31 March, 2023						
(i) Undisputed Trade Receivables - considered good	88318.50	760.69	-	-	-	89079.19
(ii) Undisputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
(ii) Disputed Trade Receivables - considered good	-	-	-	-	1246.77	1246.77
(iv) Disputed Trade Receivables - considered Doubtful	-	-	-	-	-	-
TOTAL	88318.50	760.69	-	-	1246.77	90325.96

Balance of Trade Receivables is subject to confirmation, Further management has also confirmed that during the year, No Company has been stuck off, from which the company had made any transactions.



M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

(₹ in Thousands)

Note No. - 17

As at 31st March, 2024

As at 31st March, 2023

CASH & CASH EQUIVALENTS

Cash in Hand	278.76	4166.65
Fixed Deposit with Bank against Bank Guarantee	-	3217.10
Fixed Deposit with Bank against OD Limit	-	1110.00
Axis Bank - OD against FDR	-	1.35
HDFC, C/A - 4454	247.02	5055.00
HDFC, C/A - 5098	49.52	-
TOTAL	575.30	13550.11

Note No. - 18

SHORT TERM LOANS & ADVANCES

Sundry/Other Advances		
Loans and Advances to Suppliers & Others :		
Secured, considered good	-	-
Unsecured, considered good	4949.44	36729.78
Doubtful	-	-
(List enclosed)	4949.44	36729.78
Less: Provision for doubtful Loans & Advances	-	-
TOTAL	4949.44	36729.78

Balance of Sundry/Other Advances is subject to confirmation

Note No. - 19

OTHER CURRENT ASSETS

Income Tax Refundable	-	3646.41
GST Recoverable	1024.38	274.93
Advance Income Tax, TDS & TCS	30221.46	18285.29
Prepaid Expenses	1092.20	369.53
Deposit with Labour Court	442.74	442.74
Accrued Interest on FDR	-	180.97
IPO Expenses	500.00	-
TOTAL	33280.77	23199.87

In the opinion of the board of directors, the aggregate value of other current assets on realization will not be less than amount at which they are stated in the balancesheet. Balances of Amount GST Recoverable are subject to confirmation



M/S RODEC PHARMA LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)

CONTINUING OPERATIONS

	For The Year Ended 31st March,2024	For The Year Ended 31st March,2023
(₹ in Thousands)		
Note No. - 20		
REVENUE FROM OPERATIONS		
Sales-Manufacturing	328963.34	12207.17
Sales-Trading	555246.71	703921.05
TOTAL	<u><u>884210.05</u></u>	<u><u>716128.21</u></u>
Note No. - 21		
OTHER INCOME		
Profit on Sale of Fixed Assets	470.55	-
Profit on Sale of Shares	1575.00	-
Interest (Received)	11233.59	888.70
Interest on Income Tax Refund	138.90	-
Interest on FDR	40.21	199.07
TOTAL	<u><u>13458.25</u></u>	<u><u>1087.78</u></u>
EXPENSES		
Note No. -22		
COST OF MATERIAL CONSUMED		
Opening Stock	7220.30	-
Add: Purchases	107678.23	15119.33
	114898.53	15119.33
Less : Closing Stock	11872.23	7220.30
	<u><u>103026.30</u></u>	<u><u>7899.04</u></u>
Note No. - 23		
PURCHASE OF STOCK IN TRADE		
Purchases	198853.93	287718.50
TOTAL	<u><u>198853.93</u></u>	<u><u>287718.50</u></u>
Note No. - 24		
CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS & STOCK IN TRADE		
Opening Stock :-		
Semi Finished & Finished Goods	4163.89	-
Stock in Trade	19424.14	20451.33
	23588.03	20451.33
Closing Stock :-		
Semi Finished & Finished Goods	13194.76	4163.89
Stock in Trade	20991.74	19424.14
	34186.50	23588.03
Increase / Decrease in Finished & Semi-Finished Goods	<u><u>-10598.47</u></u>	<u><u>-3136.70</u></u>
Note No. - 25		
EMPLOYEE BENEFIT EXPENSES		
Salaries to Staff & Salesmen	171137.44	132354.77
Directors' Salary	12450.00	9600.00
Employer's Contribution to P.F	7770.60	5700.89
Employer's Contribution to E.S.I	872.11	934.08
Bonus & Incentive to Staff	18983.93	32550.45
Gratuity (Paid)	221.86	74.28
Staff Welfare	399.24	393.71
TOTAL	<u><u>211835.19</u></u>	<u><u>181608.17</u></u>



RODEC PHARMA PRIVATE LIMITED
(Formerly Known as Rodec Pharmaceuticals Private Limited)
CIN: U24233DL1997PLC090729

**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS FOR THE
YEAR ENDED 31st MARCH, 2024**

Note No. : 28

A. Significant Accounting Policies

1. Basis of accounting:-

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis.

2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis except discount claims, rebates and retirement benefits which cannot be determined with certainty during the year.

3. Property, Plants & Equipment :-

Property, Plants & Equipment are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

4. Depreciation :-

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

5. Inventories :-

Inventories are valued as under:-

Inventories : Raw Material at Cost Price and Finished as well as Semi Finished are Lower of cost or net realizable Value.

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6. Retirement Benefits:-

The gratuity, leave encashment and retirement benefits are accounted for on actual basis.

7. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961.

8. Provisions, Contingent Liabilities and Contingent Assets:- (As-29)

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities is disclosed in Notes to the account for:-

- (i) Possible obligations which will be confirmed only by future events not wholly within the control of the company or
- (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statement since this may result in the recognition of the income that may never be realized.

(B) Notes on Financial Statements

1. The detail of the parties in the Form of MSME and Non MSME has been provided by the Management. Further the management has also confirmed that during the year No Company has been Stuck Off, from which the Company had done any transactions.
2. Previous Years' figures have been regrouped/ recast to make them comparable with the current year's figures.
3. The title deeds of immovable properties are held in the name of Company and the company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
4. No proceedings have been initiated / or are pending, during the year against the company as on 31st March 2024 for holding any benami property under the Benami Transactions(Prohibition) Act,1988 and rules thereon.
5. The company has not defaulted in the repayment of loans or in the payment of interest to their lenders.
6. The company does not have any layer of companies.

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7. The Company has not done any arrangements as per section 230 to 237 of the Companies Act, 2013.
8. The Company does not deal in Crypto Currencies during the Year.
9. The company has working capital limit and submitted the statements with banks and other financial institutions, the statements submitted to the bank are in agreement with the books of account and there is no major variation as told by the management of the company.
10. There was no transaction that has been surrendered or disclosed as income during the year in tax assessments under the Income Tax Act.
11. The company has given security as well as corporate guarantee to the Bank in favor of M/s RCP Distilleries India Private Limited.
12. Balance of Unsecured Loans, Other Long Term Liabilities, Trade payables, Other Current Liabilities, Long Term Loan & Advances, Other Non-Current Assets, Trade receivables, Short Term Loan & Advances, Other Current Assets & Purchase as well as Gross Turnover as per GST Returns, GST Payable/ Recoverable have been taken at their book value and are subject to confirmation and reconciliation. Provision for interest on delayed payments made, if any, to concern MSME creditors has not been made by the management of the company
13. Payments to Auditors:

Auditors Remuneration	2023-2024	2022-2023
Audit Fees	150000.00	150000.00
Tax Audit Fees	25000.00	25000.00
Company Law Matters	Nil	Nil
GST	Nil	Nil
Total	175000.00	175000.00

14. Loans and Advances are considered good in respect of which company does not hold any security.

15. Related Party disclosure

(I) Key Management Personnel

Mukesh Kumar Gupta
Smt. Chhaya Gupta
Utkarsh Gupta

(II) Relative of Key Management Personnel

Rodec Healthcare Private Limited
RCP Distilleries India Private Limited



16. Related Party transactions.

Year ended March 31,2024				
Nature of Transactions	Subsidiary /Holding of the company	Associates/ Joint ventures of Company and its subsidiaries or holding	Other Related Parties	Total
Purchase of Goods, Services & Fixed Assets	NIL	NIL	NIL	NIL
Advances Given	NIL	NIL	97400000.00	97400000.00
Advances Received back	NIL	NIL	25725000.00	25725000.00
Other Income (including gain on disposal)	NIL	NIL	12759078.00	12759078.00
Loan Taken	NIL	NIL	56765000.00	56765000.00
Repayment of Loan taken	NIL	NIL	59250000.00	59250000.00
Amount received on sale of investment	NIL	NIL	17010000.00	17010000.00
Any other transaction (Interest & Salary)	NIL	NIL	20238460.00	20238460.00

Balances Payable to related parties are as follows:

As at March 31,2024				
Nature of Transactions	Subsidiary /Holding of the company	Associates/ Joint ventures of Company and its subsidiaries or holding	Other Related Parties	Total
Trade Payable	NIL	NIL	NIL	NIL
Others	NIL	NIL	14906833.11	14906833.11

17. Value of Imports

Raw Material
Finished Goods

Nil

18. Expenditure in Foreign Currency

Nil

19. Earning in Foreign Exchange

Nil



20. RATIO ANALYSIS		Methodology		For the Year ended		Variance(%)	Explanation of variance more than 25%
Ratio		31.03.2024	31.03.2023				
Current Ratio	Total Current Assets over Total Current Liabilities	1.16	1.04	11.31%	-		
Debt-Equity Ratio	Debt over Total Shareholder Equity	0.20	0.53	-62.55%	Due to decrease in Total Debt		
Debt-Service Coverage Ratio	EBITDA over Debt Service (Interest & Lease Payments + Principal Repayments)	15.02	5.74	161.68%	Due to Increase in EBITDA		
Return on Equity Ratio	PAT over Total average Equity	0.417	0.295	41.07%	Due to Increase in PAT		
Inventory Turnover Ratio	Cost of goods sold over Average Inventory	7.58	11.41	-33.59%	Due to Increase in Average Inventory		
Trade Receivables Turnover Ratio	Revenue from Operations over Average Trade Receivables	8.48	8.47	0.09%	Due to Increase in Turnover		
Trade Payables Turnover Ratio	Net Credit Purchases over Average Trade Payables	5.89	6.28	-6.25%	-		
Net Capital Turnover Ratio	Revenue from operations over Average Working Capital (i.e. Total Current assets less Total current liabilities)	48.37	23.86	102.73%	Due to Decrease in Average Working Capital		
Net Profit Ratio	Net Profit over Revenue from operations	0.131	0.079	65.65%	Due to Increase in PAT		
Return on Capital employed Ratio on Investment	Profit before tax & Interest (PBIT) over Average Capital employed (i.e. Total Shareholders' Equity and Debts)	0.46	0.30	52.18%	Due to Increase in EBIT		



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21. All assets and liabilities are presented as Current or Non-current as per criteria set out in Revised Schedule VI to the Company's Act, 1956 Notified by the Ministry of Corporate affairs vide Notification No. SO447 (E) Dated 28th February, 2011 and SO653(E) Dated 30th March, 2011. Based on the nature of operation of the company and realization from the trade receivable, the company has ascertained its operating cycle of less than 12 months. Accordingly 12 months period has been considered for the purpose of Current /Non-current classification of assets & liabilities.

In terms of Our Separate Audit Report of Even Date Attached

For Rishi Kapoor & Company
Chartered Accountants
FRNo 006615C



(Rishi Kapoor)
Partner
M.No.075483

(Mukesh Kumar Gupta)
Director
DIN: 00555175

(Chhaya Gupta)
Director
DIN: 00560474

Place: Ghaziabad
Date: 24.08.2024