



# **30<sup>th</sup> Annual Report**

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## **2022-23**



**Ishita Drugs & Industries Limited**

*"Our basic drugs in the service of humanity worldwide"*

**THIRTIETH ANNUAL REPORT 2022-23**

Board of Directors : **Mr. Jagdish Agrawal** - Managing Director  
**Mr. Govind Gupta** - Director  
**Mrs. Abha Agrawal** - Director  
**Mr. Niranjana Agrawal** - Director  
**Mr. Arvind Sapkal** - Director

Chief Financial Officer : **Mr. Sumit Agrawal**

Bankers : **Union Bank**  
**ICICI Bank Ltd.**  
**Punjab National Bank**

Auditors : **M/s. Jaymin Shah & Associates**  
Chartered Accountants,  
Ahmedabad.

Secretarial Auditor : **M/s. Meenu Maheshwari & Associates**  
Practicing Company Secretaries  
Ahmedabad

Corporate Office : 401, 3<sup>rd</sup> EYE -II, Opp.Parimal Garden,  
C.G.Road, Ahmedabad - 380 006.

Registered Office & Factory : Survey No. 179/1, Village : Vasna-Iyava,  
Taluka : Sanand, District : Ahmedabad

Website : **[www.ishitadrugs.com](http://www.ishitadrugs.com)**

Investors' Complaints may be addressed to : **Ms. Srushti Pandya**  
Company Secretary and Compliance Officer  
at Corporate office.  
E-mail: [investors@ishitadrugs.com](mailto:investors@ishitadrugs.com)

**ANNUAL GENERAL MEETING**  
On Wednesday, 27<sup>th</sup> September, 2023  
at 11.30 A.M.

**NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the **THIRTIETH (30<sup>th</sup>) ANNUAL GENERAL MEETING** of the Members of **ISHITA DRUGS AND INDUSTRIES LIMITED (CIN: L24231GJ1992PLC017054)** will be held on Wednesday, 27<sup>th</sup> September, 2023 at **“Manthan”, Hotel Krsna Lila, Nr. Rexroth Bosch, Village Iyava, Taluka Sanand, Sanand Viramgam Highway, Gujarat 382170** to transact the following business:

**ORDINARY BUSINESS :**

To consider, and if thought fit, to pass, all the following resolutions as an Ordinary Resolution:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Abha Agrawal (DIN 01589479), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To consider the re-appointment of M/s Jaymin Shah & Associates, Chartered Accountants (FRN No. 129406W) as the Statutory Auditors of the company for a period of one year:  
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time, the Company hereby appoints M/s. Jaymin Shah & Associates, Chartered Accountants (FRN No. 129406W) as the Statutory Auditors of the Company to hold office from the conclusion of this (30<sup>th</sup>) Annual General Meeting (AGM) till the conclusion of the next (31<sup>st</sup>) Annual General Meeting of the Company on such remuneration plus applicable taxes, out-of-pocket expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS:**

4. **To approve the Related party transactions with Ishita Pharmaceuticals:**

To Consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**  
“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulations, 2015, including any amendments and modifications thereof for the time being in force, approvals of the members of the company be and are hereby accorded to enter into the contracts or agreements or transactions with Ishita Pharmaceuticals, a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, to sales, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the proving or

receiving of loans or guarantees or securities or making investments, notwithstanding that such transactions, entered into individually or taken together with previous transactions during a financial year, may exceed 10% of the annual turnover of the Company, as per last audited financial statement, in a financial year or such other threshold limits as may be specified by the SEBI (LODR) Regulations from time to time.”

“RESOLVED FURTHER THAT Managing Director of the Company be and is hereby authorized to do all acts, deeds, matters, or things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. **To approve the Related party Transactions with Anvi Lifesciences Private Limited:**

To Consider, and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulations, 2015, including any amendments and modifications thereof for the time being in force, approvals of the members of the company be and are hereby accorded to enter into the contracts or agreements or transactions with Anvi Lifesciences Private Limited, a “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, to sales, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the proving or receiving of loans or guarantees or securities or making investments, notwithstanding that such transactions, entered into individually or taken together with previous transactions during a financial year, may exceed 10% of the annual turnover of the Company, as per last audited financial statement, in a financial year or such other threshold limits as may be specified by the SEBI (LODR) Regulations from time to time.”

“RESOLVED FURTHER THAT Managing Director of the Company be and is hereby authorized to do all acts, deeds, matters, or things and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By order of the Board of Directors  
For Ishita Drugs & Industries Ltd.

Sd/-

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

**Jagdish Agrawal**  
**Managing Director**

**Notes**

- a) A member entitled to attend and vote in the meeting is also entitled to appoint one or more proxies to attend and vote instead of him and not later than 48 hours before the time fixed for holding the meeting.
- b) Members are requested to advise immediately any change in their address to the Company.
- c) Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution/Authority letter, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- d) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e) Member Register and Share Transfer books shall remain closed from 21.09.2023 to 27.09.2023 (both days inclusive).
- f) Members may avail of the facility of nomination in terms of section 72 of the Companies Act, 2013 by nominating any person to whom their shares in the Company shall vest on occurrence of events stated in Form SH-13. Form SH-13 is to be submitted in duplicates to Big Share Services Private Limited (Big Share), Registrar and Share transfer Agent (RTA) of the Company. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participant.
- g) Relevant documents referred to in the accompanying notice and the Explanatory Statement thereto, are open for inspection at the registered office of the Company on all working days (barring Tuesday and Sunday) between 11.00 a.m. to 5.00 p.m. prior to the date of AGM.
- h) Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- i) In line with the 'Green Initiative in the Corporate Governance' launched by the ministry of Corporate affairs, Electronic Copy of the Notice of Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy Form are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) and have given their positive consent to receive the same through electronic means. Members other than above, physical copies of the Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form are being sent in the permitted mode.
- j) The Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialized w.e.f. December 05, 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
- k) **The Securities and Exchange Board of India (SEBI)**

vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated furnishing of PAN, KYC details (i.e., Postal Address with pin code, Email Address, mobile number, bank account details) and nomination details by holder of securities in physical form. Members who are holding shares in physical mode and have not updated their KYC details, are required to update the same with the RTA i.e. Bigshare Services Private Limited through email to [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com) or [bssahd1@bigshareonline.com](mailto:bssahd1@bigshareonline.com) or via post.

The members should note that effective October 1, 2023 or such other date as may be decided by the relevant Statutory Authority, any service request or complaints received from members, who are holding shares in physical forms and have not updated their KYC details, will not be processed by RTA. Further, RTA shall be constrained to freeze such Folio(s).

- l) Non Resident Indian members are requested to inform Big Share/ respective DPs, immediately of :
  - i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- m) Members may also note that the notice of Annual General Meeting will also be available on the Company's website [www.ishitadrugs.com](http://www.ishitadrugs.com)
- n) A route map showing directions to reach the venue of the Annual General Meeting is given as per requirement of Secretarial Standards-2 on General Meetings.
- o) **Voting through electronic means:**
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. The e-voting facility will be available during the voting period as indicated herein below :

<b>Electronic Voting Event Number : (EVEN) : 125401</b>	
<b>Commencement of e-voting</b>	<b>End of e-voting</b>
Sunday, 24 <sup>th</sup> September, 2023 at 10.00 am IST	Tuesday, 26 <sup>th</sup> September, 2023 at 5.00p.m. IST

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**v. The process and manner for remote e-voting are as under:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

**I. Individual Shareholders holding securities in demat mode with NSDL.**

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>

either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**II. Individual Shareholders holding securities in demat mode with CDSL**

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing myeasi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

**III. Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting

website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [maheshwarics@yahoo.com](mailto:maheshwarics@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

Shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing below mentioned documents.

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

#### **Please note the following:**

- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- ii. Meenu Maheshwari, Practicing Company Secretary of Meenu Maheshwari & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- iv. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company ([www.ishitadrugs.com](http://www.ishitadrugs.com)) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors  
For Ishita Drugs & Industries Ltd.

Sd/-

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

**Jagdish Agrawal**  
**Managing Director**

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

**ITEM NO. 2**

Mrs. Abha Jagdishprasad Agrawal (DIN: 01589479) is Non-Executive Director of the Company. She retires by rotation, and being eligible, has offered herself for re-appointment. No remuneration is proposed to be paid to her.

Additional information on Director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards – 2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure 1 hereto.

None of the Directors, except Mrs. Abha Jagdishprasad Agrawal, and Mr. Jagdish Agrawal, Managing Director of the Company, are in any way concerned or deemed to be interested in the proposed resolution at Item No. 2 of the Notice.

The Board of Directors of your Company recommends that the Resolution under Item No. 2 be passed in the interest of the Company.

**ANNEXURE 1**

<b>Name of the Director :</b>	Mrs. Abha Agrawal
<b>DIN :</b>	01589479
<b>Age &amp; Date of Birth :</b>	72 years, February 12, 1951
<b>Date of first appointment on the Board :</b>	05.02.1992
<b>Qualifications:</b>	M. A. (Psychology)
<b>Directorship in other Companies :</b>	1. Ishita Overseas Private Limited 2. Anvi Lifesciences Private Limited
<b>Membership of Committee</b>	Member of : 1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee
<b>No. of Board Meetings attended during the Financial Year 2022-23 :</b>	4/4 (Four)
<b>No. of shares held in the Company:</b>	2,37,792 (7.95%)
<b>Relationship with other Directors / KMP</b>	No relationship with any Directors / KMP except : Mr. Jagdish Agrawal, Managing Director (Spouse) Mr. Sumit Agrawal, CFO (Son)
<b>Proposed Remuneration</b>	NIL

**ITEM NOS. 4 & 5:**

Pursuant to the provision of Section 188 of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of Members by way of Ordinary resolution, in case certain transactions with the related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members at General Meeting is required for all Material related party transactions, even if the transactions are in the ordinary course of business and at an arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with the previous transactions during the financial year exceeds Rs. 1000 crore or 10% of the annual turnover of the Company, as per the last Audited Financial Statements of the Company, whichever is lower.

M/s. Ishita Pharmaceuticals (IP) is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. IP is engaged in the business of manufacturing drugs, excipients and drug intermediates. It's range of products are different from the products of our Company.

M/s. Anvi Lifesciences Private Limited (ALPL) is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ALPL is engaged in the business of manufacturing of finished dosage formulations and also trading of APIs and drug intermediates.

The Company has entered into various Related Party Transactions (RPTs) with IP & ALPL, from time to time, which are in the ordinary course of business and at arm's length basis. However, the estimated value of transaction in respect of transactions with IP & ALPL for



the Financial year 2023-24 may exceed 10% of the annual consolidated turnover of the Company as per the last Audited Financial statements of the Company, and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the prior approval of the Members by way of Ordinary Resolution at the General Meeting.

The said RPT transactions with IP & ALPL would be commercially beneficial to the Company and would be in the best interest of the shareholders. The Company has benefitted from such transactions with IP & ALPL in the past. Accordingly, the said Material RPT transactions are recommended for approval of the Members.

The RPT transactions carried out with IP & ALPL will be reported and reviewed on a quarterly basis by the Audit Committee.

The relevant information pertaining to transactions with IP & ALPL as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is given below:

Sr. No.	Particulars	Information	
		IP	ALPL
1	Name of the related party	M/s. Ishita Pharmaceuticals	M/s. Anvi Lifesciences Private Limited
2	Name of the director or Key Managerial Personnel who is related, and Nature of Relationship	Shri Jagdish Agrawal, Managing Director, is a Partner in IP Shri Sumit Agrawal, CFO, is a Partner in IP	Shri Jagdish Agrawal, Managing Director, is a member of ALPL Smt. Abha Agrawal, Director, and Shri Sumit Agrawal, CFO, are Directors of and Members in ALPL
3	Nature, type, material terms, monetary value and particulars of the contract or arrangements	The proposed transactions relate to sale & purchase of materials, and leasing of premises, which shall be governed by the Company's Related Party Transactions Policy and shall be approved by the Audit Committee	
4	Tenure of the proposed transaction	Transactions / Arrangements / Contracts with a duration of up to 1 year	
5	Any other information relevant or important for the members to take a decision on the proposed resolution.	All the transactions are on recurring basis and on arm's length basis and in the ordinary course of business.	
6	Justification as to why the RPT is in the interest of the listed entity;	The details are provided in the foregoing paragraphs	
7	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable	
8	Where the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) of the aforesaid circular	Not Applicable	

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolutions to the extent of their shareholding.

The said transaction(s) have been recommended by the Audit Committee. The Board considers that the proposed related party transactions with IP & ALPL play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution, as set out in Item No. 4 & 5 of this Notice, for approval of the Members. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

By order of the Board of Directors  
For Ishita Drugs & Industries Ltd.

Sd/-

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

**Jagdish Agrawal**  
Managing Director

**DIRECTORS' REPORT**

Dear Shareholders,

We have pleasure in presenting the **Thirtieth (30<sup>th</sup>) Annual Report** together with the Audited Financial Statement for the year ended 31<sup>st</sup> March, 2023.

**FINANCIAL RESULTS**

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2023 is summarized below:

₹ in Lacs

	For the year ended <b>31.03.2023</b>	For the year ended <b>31.03.2022</b>
Turnover & other incomes	1227.29	1419.67
Operating gross profit	96.23	119.73
Financial Charges	(5.36)	(2.46)
Depreciation	(12.93)	(12.98)
Profit before tax & after exceptional items	<b>77.94</b>	<b>104.30</b>
Provision for Income Tax	(21.00)	(25.00)
Provision for Deferred Tax	0.80	1.20
Net profit / loss (-)	<b>57.74</b>	<b>80.50</b>

**REVIEW OF BUSINESS OPERATIONS & FINANCIAL PERFORMANCE**

There was a general downtrend in the industry, domestically as well as internationally, during the year under review, in the post COVID environment. This led to subdued demand and downward price trend for the products of the Company. On account of the above factors, there was a decline of 13.55% in the Revenues of the Company from ₹ 1419.67 lakh in the previous year to ₹ 1227.29 lakhs during the year under review.

Due to decrease in revenues and reduction in prices of our finished products, the operating profits of the Company decreased to ₹ 96.23 lakh compared to ₹ 119.73 lakh during the previous year, a decline of about 19.63%. The lower operating profits and higher financial charges led to lower net profits of ₹ 57.74 lakh compared to ₹ 80.50 lakh in the previous year, a decline of nearly 28.27%.

The Board is pleased to mention that the Company has received an Environmental Clearance from the State Level Environment Impact Assessment Authority (SEIAA), Gujarat, for manufacturing additional products under the category "Synthetic Organic Chemicals (API and its intermediates)" during the year under review. Subject to further requisite approvals from the Gujarat Pollution Control Board, the Company can now take further steps to increase the product portfolio of the Company, which will help improve capacity utilization and add to the top line.

The company is deeply concerned with the global impacts of climate change and is in tune with India's commitment to increasing the share of non-fossil energy. With a view to reduce our carbon footprint and to move towards green and clean energy, the Company has installed and commissioned a 29.43 KW Roof Top Solar Power Plant at its manufacturing facility situated at Sanand, Dist. Ahmedabad, Gujarat, during the year.

**FUTURE OUTLOOK**

The economic environment around the world continues to be subdued in the post COVID era. While Indian economy is performing relatively better, there are issues of inflation and lower demand during the current year. However, the company hopes to keep its operations at a stable level despite the challenges.

In the current year, the company would apply for further approvals from Gujarat Pollution Control Board, subsequent to the grant of EC. On obtaining the local Consents, the Company would be in a position to add new products to its portfolio and / or manufacture additional quantities of existing products. This would help the Company to achieve better growth in its revenues in the long term.

The Company has adequate built up reserves and liquidity for its operational and growth needs.

**SHARE CAPITAL**

The Authorised Share Capital of the Company as on 31<sup>st</sup> March, 2022 was ₹ 3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided in to 35,00,000 (Thirty-Five Lakhs) Equity Share of ₹ 10/- (Rupees Ten only) each.

During the year under review, Board of Directors of the Company at its Meeting held on 30<sup>th</sup> May, 2022, proposed to increase the Authorised Share Capital to ₹ 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each, and the proposal was approved by the shareholders at the 29<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2022.

As on 31<sup>st</sup> March, 2023 the Authorised Share Capital of the Company is ₹ 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each.

There is no change in the Paid-up Share Capital of the Company. The Paid-up Capital of the Company as on 31<sup>st</sup> March, 2023 remains the same at ₹ 2,99,03,000/- (Rupees Two Crores Ninety-Nine Lakhs Three Thousand Only) divided in to 29,90,300 (Twenty-Nine lakh Ninety Thousand Three Hundred) Equity share of ₹ 10/- (Rupees Ten Only) each.

**DIVIDEND**

Keeping in view the future strategic initiatives of the Company, the Board has not recommended any dividend for the year ended 31<sup>st</sup> March, 2023.

**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has adequate and effective internal controls to provide reasonable assurance on achievement of its operational, compliance and reporting objectives. The Internal Financial Controls of the Company encompasses the policies, standard operating procedure manuals, and risk & control measures adopted by the Company for ensuring the orderly and efficient conduct of its business and support functions, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting record.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/  
ASSOCIATE COMPANIES**

Your Company does not have any Subsidiary or Joint Venture or Associate Company.

**DEPOSITS**

During the year ended March 31, 2023, the Company has not accepted any public deposits and as such, no amounts on account of principal or interest on public deposits were outstanding as on the date of the Balance Sheet.

**EXTRACT OF THE ANNUAL RETURN**

The extract of the annual return in Form No.MGT – 9 shall form part of the Board's report and is set out as **Annexure A** to this Report.

**DISCLOSURES RELATING TO MANAGERIAL  
REMUNERATION**

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / employees of your Company is set out in **Annexure B** to this report. Company does not have any employee, who was in receipt of remuneration in excess of limits specified in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendments if any thereof, Company appoints M/s Jaymin Shah & Associates, Chartered Accountants (FRN: 129406W) as Statutory Auditors of the Company, for the period of one year i.e., from the conclusion of this (30<sup>th</sup>) AGM till the conclusion of next (31<sup>st</sup>) AGM of the Company.

The Auditors' Report on the financial statements for the financial year 2022-23 does not contain any qualification, reservation, or adverse remarks. The remarks made in the Auditors' report are self-explanatory.

**SECRETARIAL AUDIT**

Pursuant to the provision of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed M/s Meenu Maheshwari & Associates, Company Secretaries in Practice, to undertake the Secretarial Audit of the Company.

Secretarial Audit Report given by Ms. Meenu Maheshwari, Practising Company Secretary [COP No. 8953] is set out as **Annexure C** and Certificate of Non disqualification of Directors as **Annexure D** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

**NUMBER OF BOARD MEETINGS CONDUCTED DURING  
THE YEAR**

During the year under review, 4 (Four) meetings of the Board of Directors were held. Details on Composition of the Board and its Committees, including the dates and terms of

reference is provided in the Corporate Governance Report which forms part of this Annual Report.

**MATERIAL CHANGES AND COMMITMENTS**

There are no such material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year ended March 31, 2023 and the date of report.

**PARTICULARS OF EMPLOYEE**

There are no employees employed by the Company throughout the financial year or for a part of the financial year who were drawing remuneration above the limits provided in section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and therefore there are no details required to be given in the report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

- (a) Mrs. Abha Agrawal (DIN: 01589479) retires by rotation, and being eligible, has offered herself for re-appointment. The Board has recommended her re-appointment.
- (b) Declaration by an Independent Director(s): All Independent Directors have submitted requisite declarations confirming that they:
  - i. Continue to meet the criteria of independence as prescribed under section 149(6) and 149(7) of the Companies Act, 2013 and regulation 16(1)(b) of the SEBI Listing regulations; and there has been no change in the circumstances affecting their status as an independent director of the Company.
  - ii. Are compliant of the code of conduct laid down under Schedule IV of the Act.

**PARTICULARS OF LOANS GUARANTEES OR  
INVESTMENTS UNDER SECTION 186**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS  
WITH RELATED PARTIES**

All the contracts/agreements/transactions entered into with Related Parties as per the Act and Regulation 23 of the SEBI Listing Regulations during the year were in the ordinary course of business and on arm's length basis and do not attract the provision of Section 188 of the Companies Act, 2013. The required statements and disclosures with respect to the related party transactions are placed before the Audit Committee for the prior approval. The particulars of such contracts and arrangements with related parties are given in notes to the Financial Statements, forming part of this Annual Report.

However, Company has not entered in any transaction attracting provision of Section 188 of Companies Act, 2013. **Hence AOC-2 is not required to be attached.**

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements under Section 134(5) of the Act, with respect to Directors' responsibility Statement, it is hereby

confirmed that:

- i. In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to the material departure,
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31<sup>st</sup> March, 2023 and of the profit of the Company for the financial year ended 31<sup>st</sup> March, 2023;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls, which are adequate and are operating effectively;
- vi. The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **RISK MANAGEMENT POLICY**

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

The Board of Directors has duly developed and implemented a risk management policy for the company. The Policy mandates the ways in which respective risks are expected to be mitigated and monitored.

#### **CODE OF CONDUCT**

The Board has laid down a Code of Conduct for Board Members and for Senior Management and Employees of the Company ("Code"). All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to professional conduct for Independent Directors and is uploaded on the website of the Company.

#### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

The Company promotes ethical behavior in all its business activities and has put in implementation of a mechanism wherein the Employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Company or the Compliance Officer.

The Whistle Blower Policy has been appropriately communicated within the Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee.

#### **DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has been employing about one woman employee. The Company has in place an Anti harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress complaints received regularly, is monitored and directly report to the Chairman & Managing Director. There was no complaint received from employee during the financial year 2022-23 and hence no complaint is outstanding as on 31.03.2023 for redressal.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going Concern status of your Company and its operations in future.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The statement containing the necessary information required under Section 134(3)(m) of the Companies Act, 2013, read With Rule 8(3) of the Companies (Accounts) Rules, 2014 [Chapter IX] is annexed herewith as **Annexure E**.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis, for the year under review, as stipulated in SEBI (LODR), 2015, is presented in a separate section forming part of this Annual Report.

#### **CORPORATE GOVERNANCE**

Provisions of Regulation 27 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, relating to Corporate Governance are not applicable to the Company. However, with a view to increase investors' trust and transparency in its operations, the Board has decided to voluntarily adopt and follow some of the provisions of the aforesaid regulations. A separate Report on Corporate Governance forms part of this Annual Report.

#### **ACKNOWLEDGMENT**

The Directors place on record deep appreciation and gratitude for the co-operation and assistance received by the Company from the staff and employees. The Board further thanks bankers, business associates, regulatory and government authorities for their continued support to the Company.

For and on behalf of the Board

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

Sd/-  
**Jagdish Agrawal**  
Managing Director

**ANNEXURE A TO THE BOARD'S REPORT**  
**EXTRACT OF ANNUAL RETURNS AS ON 31<sup>ST</sup> MARCH 2023**

**Form No. MGT-9**

**[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:**

1.	CIN	L24231GJ1992PLC017054
2.	Registration Date	5 <sup>th</sup> February 1992
3.	Name of the Company	ISHITA DRUGS & INDUSTRIES LTD
4.	Category of the Company Sub-Category of the Company	PUBLIC COMPANY COMPANY HAVING SHARE CAPITAL
5.	Address of the Registered office and contact details	SURVEY NO.179/1, VILLAGE VASNA-IYAVA, TAL SANAND, DIST AHMEDABAD. Contact : ishitadrugs@gmail.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited, A-802, Samudra Complex, Near Girish Cold Drinks, Off C.G. Road, Navrangpura, Ahmedbad - 380009 Contact : bssahd@bigshareonline.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

The entire 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	Manufacture of Bulk Drugs, Fine Chemicals and Intermediates	2100	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

The Company does not have any holding, subsidiary or associate company.

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during The year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
1) Indian	--	--	--	--	--	--	--	--	--
a) Individual/ HUF	1047219	--	1047219	35.02	1049410	--	1049410	35.09	0.07
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp	427300	--	427300	14.29	427300	--	427300	14.29	0.00
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total(A)(1):-	1474519	--	1474519	49.31	1476710	--	1476710	49.38	0.07
2) Foreign									
g) NRIs-Individuals	--	--	--	--	--	--	--	--	--
h) Other-Individuals	--	--	--	--	--	--	--	--	--
i) Bodies Corp.	--	--	--	--	--	--	--	--	--
j) Banks / FI	--	--	--	--	--	--	--	--	--
k) Any Other....	--	--	--	--	--	--	--	--	--
Sub-total(A)(2):-	--	--	--	--	--	--	--	--	--

B. Public Shareholding										
1. Institutions										
a) Mutual Funds	--	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--	--
e) V. C. Funds	--	--	--	--	--	--	--	--	--	--
f) Ins. Companies	--	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--	--
Sub-total(B)(1)	--	--	--	--	--	--	--	--	--	--
2. Non Institutions										
a) Bodies Corp.										
(i) Indian	60711	3100	63811	2.12	28235	3100	31335	1.05	(1.07)	
(ii) Overseas	--	--	--	--	--	--	--	--	--	--
b) Individuals										
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	561083	436765	997848	33.37	568708	434065	1002773	33.53	0.16	
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	303968	0	303968	10.17	318000	0	318000	10.63	0.46	
c) Others										
(i) Clearing Members	447	0	447	0.01	515	0	515	0.02	0.01	
(ii) NRI	27718	0	27718	0.93	36678	0	36678	1.23	0.3	
(iii) NBFC Registered with RBI	11500	0	11500	0.38	11500	0	11500	0.38	0.00	
(iv) Trusts	100	0	100	0.00	100	0	100	0.00	0.00	
(v) HUF	96485	0	96485	3.23	98785	0	98785	3.30	0.07	
(vi) Relatives of Promoters (Non- Promoter)	13904	00	13904	0.46	13904	00	13904	0.46	0.00	
Sub-total(B)(2)	1075916	439865	1515781	50.69	1076425	437165	1513590	50.62	(0.07)	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1075916	439865	1515781	50.69	1076425	437165	1513590	50.62	(0.07)	
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	2550435	439865	2990300	100.00	2553135	437165	2990300	100.00	0.00	

\* Previous year figures have been regrouped and reclassified to be in conformity with the current year figures.

## ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumber to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumber to total shares	
1.	AGRAWAL JAGDISHPRASAD G	85000	2.84	NIL	85000	2.84	NIL	0.00
2.	ABHA AGRAWAL	235601	7.88	NIL	237792	7.95	NIL	0.07
3.	JAGDISH AGRAWAL	175259	5.86	NIL	175259	5.86	NIL	0.00
4.	ISHITA AGRAWAL	25140	0.84	NIL	25140	0.84	NIL	0.00
5.	SUMIT AGRAWAL	231969	7.76	NIL	231969	7.76	NIL	0.00
6.	DIVYA SUMIT AGRAWAL	104150	3.48	NIL	104150	3.48	NIL	0.00
7.	UMANG FINANCIALSERVICES LTD.	297300	9.94	NIL	297300	9.94	NIL	0.00
8.	ISHITA OVERSEAS PVT.LTD.	130000	4.35	NIL	130000	4.35	NIL	0.00
9.	SUMIT AGRAWAL (HUF)	60000	2.01	NIL	60000	2.01	NIL	0.00
10.	VIRENDRA AGRAWAL	100	0.00	NIL	100	0.00	NIL	0.00
11.	VARLIKA SUMIT AGRAWAL	40000	1.34	NIL	40000	1.34	NIL	0.00
12.	KRISHN SUMIT AGRAWAL	90000	3.01	NIL	90000	3.01	NIL	0.00
	<b>Total</b>	<b>1474519</b>	<b>49.31</b>	<b>NIL</b>	<b>1476710</b>	<b>49.38</b>	<b>NIL</b>	<b>0.07</b>

## iii. Change in Promoters' Shareholding

Sr. no	Name of shareholders	Shareholding at the beginning of the year		Decrease	Increase	Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1.	ABHA AGRAWAL	235601	7.88	0	2191	237792	7.95

## iv. Shareholding Pattern of top ten Shareholders as on 31.03.2023:

(Other than Directors, Promoters, IEPF and Holders of GDRs and ADRs):

Sr. no	Name of shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	PATEL BHUPESH VAHALABHAI	115000	3.85	161300	5.39
2.	MOHAN DEEP CHANDIRAMANI HUF	82753	2.77	82826	2.77
3.	SANGEETHA S	50000	1.67	50000	1.67
4.	VINOD DAHYALAL KOTHARI	29786	1.00	29786	1.00
5.	ANILA DAHYALAL KOTHARI	28941	0.97	28406	0.95
6.	SHWETA VINOD KOTHARI	26156	0.87	26156	0.87
7.	VINODCHANDRA MULJIBHAI SHAH	22352	0.75	22352	0.75
8.	PRATIBHA P SHAH	19784	0.66	19784	0.66
9.	RINAL ANKIT PATEL	NIL	0.00	19685	0.66
10.	FOREVER MERCHANTS PVT. LTD.	47554	1.59	17570	0.59
	<b>TOTAL</b>	<b>422326</b>	<b>14.13</b>	<b>457865</b>	<b>15.31</b>

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding /accrued but not due for payment

Particulars	Secured Loans excluding deposits ₹	Unsecured Loans ₹	Deposits ₹	Total Indebtedness ₹
Indebtedness at the beginning of the financial year				
i) Principal Amount	---	---	---	---
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total(i+ii+iii)</b>	---	---	---	---
Change in Indebtedness during the financial year				
- Addition	96,04,251	---	---	96,04,251
- Reduction	---	---	---	---
<b>Net Change</b>	<b>96,04,251</b>	---	---	<b>96,04,251</b>
Indebtedness at the end of the financial year				
i) Principal Amount	96,04,251	---	---	96,04,251
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
<b>Total (i+ii+iii)</b>	<b>96,04,251</b>	---	---	<b>96,04,251</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director**

Sr. No.	Particulars of Remuneration	Mr. Jagdish Agrawal	Total Amount (₹)
1.	Gross salary	51,00,000	51,00,000
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	0
5.	Others, please specify	0	0
6.	Total (A)	51,00,000	51,00,000
	Ceiling as per the Act*		84,00,000

\* Remuneration to Managing Director is within the limits prescribed under Schedule V to the Companies Act, 2013

**B. Remuneration to other Directors:**

No remuneration including sitting fees is being paid to any other Director.

**C. Remuneration to Key Managerial Personnel Other Than MD**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total ₹
		CFO	CS	
1.	Gross salary	31,80,000	2,40,000	34,20,000
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission	0	0	0
5.	Others, please specify	0	0	0
6.	Total	<b>31,80,000</b>	<b>2,40,000</b>	<b>34,20,000</b>

**VII. PENALTIES/ PUNISHMENT /COMPOUNDING OF OFFENCES :**

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.



**ANNEXURE B TO THE BOARD'S REPORT**  
**Information required under section 197 of the**  
**Companies Act, 2013 read with Companies**  
**(Appointment and Remuneration of Managerial**  
**Personnel) Rule, 2014**

**A. Ratio of Remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2022-23 is as follows:**

Name of Director	Total Remuneration (₹)	Ratio of remuneration of Director to the median remuneration
Mr. Jagdish Agrawal	51,00,000/-	19.02

**Notes:** No remuneration is being paid to any other director. The median remuneration for all employees of the company has been calculated only for employees working with the company as on March 31, 2023.

**B. Details of percentage increase in the remuneration of Director and CFO in the financial year 2022-23 is as follows :**

Name	Designation	Remuneration in ₹ (PM)		Increase (%)
		2022-23	2021-22	
Jagdish Agrawal	M. D.	4,25,000	4,25,000	0.00
Sumit Agrawal	CFO	2,65,000	2,65,000	0.00

**C. Percentage increase in the median remuneration of all employees in the FY 2022-23**

It is not practical to ascertain the above as the type and number of employees at different levels has changed between FY 2021-22 and 2022-23.

**D. Number of permanent employees on the rolls of the Company as on 31.03.23: 16 (Sixteen)**

**E. Explanation on the relationship between average increase in remuneration and Company performance:**

There was no change in remuneration of all employees in the financial year 2022-23 as compared to the financial year 2021-22. Due to the downtrend in the industry in the post-Covid phase, there was a decrease in revenues / profits of the Company and it was difficult for the company to consider an increase in the remuneration. Remuneration of only those employees was considered who were with the Company in 2021-22 and 2022-23.

Particulars	Growth (%)
Total Revenues	(13.55)
Operating Profit	(19.63)
Profit After Tax	(28.27)

Your Company offers competitive compensation to its employees. Also, the Company has to offer salaries as per the prevailing industry rates, irrespective of the performance, to retain the employees. This ensures a healthy work environment and job satisfaction for the employees. Hence,

there would be a positive co-relation in the increase in remuneration of the employees and the performance of the Company. However, a perfect co-relation will not be visible given the dependency of performance of the Company on other external factors.

**F. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:**

There was no increase in the remuneration of the Key Managerial Personnel during the FY 2022-23 as the net profits of the Company decreased by 28.27% in the year 2022-23 compared to 2021-22.

**G. Details of Share price and market capitalization**

	As on 31 <sup>st</sup> March 2023	As on 31 <sup>st</sup> March 2022	Increase / (Decrease) (%)
Closing Market Price on BSE	49.42	41.35	19.52
Price Earnings Ratio	25.60	15.36	66.63
Market Capitalization (₹ lakh)	1477.81	1236.49	19.52

Details of month wise highs and lows of the price of the shares of the company on the BSE and the volumes traded are given in the Report on Corporate Governance, forming a part of this Annual Report.

**H. Comparison of average increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remunerations:**

There was no increase of in the remuneration of all employees, including Key Managerial Personnel, during the year under review. (Remuneration of only those employees was considered who were with the company in 2021-22 & 2022-23).

**I. Key Parameters of the variable Component of remuneration paid to the director**

The remuneration payable to the Director for the year 2022-23 does not include any variable component.

**J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.**

**K. Affirmation**

Pursuant to Rule 5(1) (xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

**L. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014**

The company has no such employees.

**ANNEXURE C TO THE BOARD'S REPORT  
SECRETARIAL AUDIT REPORT**

**Form No.MR-3**

**For the financial year ended 31/03/2023**

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

To,  
The Members,  
**ISHITA DRUGS AND INDUSTRIES LIMITED**  
CIN No. L24231GJ1992PLC017054  
179/1, VASNA –YAVATA L. SANAND,  
Ahmedabad

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. ISHITA DRUGS AND INDUSTRIES LIMITED (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2023**, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013("the Act") and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act,1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Report)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India

- ((Listing Obligations And Disclosure Requirements) Regulations, 2015;
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (vi) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable as there was no reportable event during the financial year under review)
  - (vii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable as there was no reportable event during the financial year under review)
    - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Report)
    - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit Report)
  - (viii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable as there was no reportable event during the financial year under review)
  - (ix) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not applicable as there was no reportable event during the financial year under review)
  - (x) Circulars/Guidelines issued thereunder;
  - (xi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. Management has identified and confirmed the following laws as being specifically applicable to the Company;

- Pharmacy Act, 1948;
- Drugs & Cosmetics Act, 1940,;
- Narcotic Drugs and psychotropic Substances Act , 1985;
- Indian Boilers Act, 1923;
- Factories Act, 1948;
- The Insecticide Act, 1968;
- Environment Protection Act, 1986 and other environmental laws
- Hazardous Wastes (Management and Handling) Rules, 1989 and Amendment Rule, 2003
- Maternity Benefits Act, 1961
- Sale of Goods Act, 1930
- The Payment of Gratuity Act, 1972

- The Payment of Wages Act, 1936
- Equal Remuneration Act, 1976
- The Industrial Disputes Act, 1947
- The Child Labour (Regulation & Abolition) Act, 1970

I have also examined compliance with the applicable clauses of the Secretarial Standards (SS 1 and SS 2) issued by the Institute of Company Secretaries of India (applicable for the period ending 31<sup>st</sup> March, 2023);

Listing Agreements entered into by the Company with BSE (Stock Code: 524400) (BOMBAY STOCK EXCHANGE) Limited and ASE (Stock Code: 26940) (Ahmedabad Stock Exchange) and/or Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

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

1. The Company has maintained Structured Digital Database (SDD) in manual.

**I further report that –**

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

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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. The majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period there were no instances of;

- (i) Public/Rights/Preferential issue of shares/ Debentures/ Sweat Equity, etc.
- (ii) Redemption/Buy-back of securities.
- (iii) Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013,
- (iv) Merger/ Amalgamation/ Reconstruction, etc.
- (v) Foreign Technical Collaboration.

**For Meenu Maheshwari & Associates**

Sd/-  
Proprietor  
(Meenu Maheshwari )  
Company Secretaries

Firm Regn No.: S2015GJ305400  
ICSI UDIN : F007087E000417145  
Dated : 30/05/2023  
FCS No. 7087 C.P. No. 8953

**Date: 30-05-2023**  
**Place: Ahmedabad**

**Note:- This Report is to be read with my letter of above date which is annexed as Annexure A and it forms an integral part of this report.**

**ANNEXURE A OF SECRETARIAL AUDIT REPORT**

To,  
The Members,  
ISHITA DRUGS AND INDUSTRIES LIMITED  
CIN No. L24231GJ1992PLC017054  
179/1 VASNA –IYAVA TAL. SANAND,  
AHMEDABAD

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

**1) Management Responsibility:**

I. It is the responsibility of the management of the company to Maintain secretarial record, devise proper system to ensure compliance with the provisions of all applicable laws and regulation and to ensure that the system are adequate and operate effectively.

**2) Auditors Responsibility:**

II. I am responsible to express an opinion on this secretarial record, standards and procedure followed by the company with respect to secretarial compliances.

III. I believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.

IV. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.

V. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company, and the verification was done based on the records and documents provided, on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me provide a reasonable basis for my opinion.

VI. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

**3) Disclaimer:**

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

I further report that I had physically verify few documents/ registers/returns and for some document I have relied up on the soft copies/information shared with me.

For Meenu Maheshwari & Associates

Sd/-  
Proprietor  
(Meenu Maheshwari )  
Company Secretaries  
Firm Regn No.: S2015GJ305400  
ICSI UDIN : F007087E000417145  
Dated : 30/05/2023  
FCS No. 7087 C.P. No. 8953

Date: 30.05.2023  
Place: Ahmedabad

**ANNEXURE D TO THE BOARD'S REPORT  
CERTIFICATE OF NON-DISQUALIFICATION  
OF DIRECTORS**

[Pursuant to Regulations 34(3) and Schedule V Para C  
Clause (10) (i) of the SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
ISHITA DRUGS AND INDUSTRIES LIMITED  
SURVEY NO 179/1, VASNA-IYAVA,  
TALUKA, SANAND, AHMEDABAD GJ- INDIA

I have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of ISHITA DRUGS AND INDUSTRIES LIMITED having CIN L24231GJ1992PLC017054 and having registered office at 179/1 VASNA –IYAVA TAL. SANAND. Ahmedabad IN and (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Meenu Maheshwari & Associates

Sd/-  
Proprietor  
(Meenu Maheshwari )  
Company Secretaries  
Firm Regn No.: S2015GJ305400  
ICSI UDIN : F007087E000417123  
Dated : 30/05/2023  
FCS No. 7087 C.P. No. 8953

**ANNEXURE E TO THE BOARD'S REPORT****CONSERVATION OF ENERGY**

The Company has been persistently striving to achieve improved efficiency in energy consumption by consistently running the plant at very high steam efficiency, close monitoring of energy consuming equipment, optimizing the use of steam centers minimizing losses and better housekeeping. The Company continues to make strenuous efforts to conserve and optimize the consumption of energy through improved operational methods.

**FORM - A**

Form for disclosure of particulars with respect to the conservation of energy.

**POWER AND FUEL CONSUMPTION**

	2022-23	2021-22
1) Electricity		
(a) Purchased units KWH (GEB)	<b>72898</b>	80026
Total amount ₹	<b>771673</b>	771837
Average Rate per Unit ₹	<b>10.59</b>	9.64
(b) Own Generation through D.G.		
Amount of Diesel ₹	-----	-----
Units of Diesel consumed (Ltrs)	-----	-----
2) Other Fuels ₹	<b>926276</b>	1501345

**CONSUMPTION PER UNIT OF PRODUCTION**

It is impractical to apportion the consumption and cost of utilities to each product in view of multiplicity of products.

**RESEARCH AND DEVELOPMENT**

The Company through its R&D efforts has made significant progress in various activities like Process Development, Analytical Methods, Development and Chemical Synthesis.

**FORM-B**

Form of disclosure of particulars with respect to the technology absorption.

**(A) Research and Development (R&D)****1. Specific areas in which R&D is carried out by the Company.**

- Process development for newer bulk drugs and process improvement for existing product
- Development of new analytical methods for quality control and quality assurance during production.

**2. Benefits derived as a result**

- Successful Commercialization of the process developed by R&D department significant savings due to in house process development.
- Better margins due to improvement in yields.
- Improved quality of products due to adaptation of

better methods of analysis by quality assurance.

**3. Future plan of action**

Research and Development efforts will be continued in process development. The Company is considering technical tie-ups with Indian and Foreign research institutes for new molecules in the chemical and biotechnology spheres.

Expenditure on R & D:

	2022-23	2021-22
(a) Capital	----	----
(b) Recurring	₹ 164698	₹ 169966
Total (a+b)	₹ 164698	₹ 169966
(c) Total R&D expenditure as a percentage of total turnover	0.13%	0.12%

**(B) Technology Absorption, Adaptation and Innovation****1. Efforts, in brief, made towards technology absorption, adaptation and innovation :**

Our R&D laboratory has carried out detailed experiments for the Process development of drug intermediates.

**2. Benefits derived as a result of the above efforts, e.g., development, import substitution, etc.:-**

Commercial Production of the specialty chemical product (Drug Intermediate) may be taken up in near future.

**3. In case of imported technology (imported during the last five years reckoned from the beginning of the financial year) Nil****(C) Foreign exchange earnings and outgo (2022-23)**

a) Foreign Exchange Earning - ₹ **1,74,86,934**

(PY ₹ 1,18,88,657)

b) Foreign Exchange Outgo - ₹ **2,28,131**

(PY ₹ 2,25,39,530)

For and on behalf of the Board

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

Sd/-  
**Jagdish Agrawal**  
Managing Director

## **REPORT ON CORPORATE GOVERNANCE & GENERAL SHAREHOLDER INFORMATION**

### **A. REPORT ON CORPORATE GOVERNANCE**

In Compliance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and amendments made thereunder (SEBI Listing Regulations), the Company submits the Corporate Governance Report for the Year ended 31<sup>st</sup> March, 2023.

#### **I. Company's philosophy on Corporate Governance:**

Your company has always adapted the highest ethical standards in business and good Corporate Governance practices so that positive aspects of a "family-run" business are combined with the assurance that investors' interests would be recognized and addressed.

#### **The salient features of the company's philosophy on corporate governance are:**

1. Compliance with all Statutory laws as also other rules / requirements regarding directors / related person remuneration, disclosures, etc.
2. Clear separation of company owned resources and personal accounts
3. Reliance on structures and processes that are recognized as good and moral corporate practices rather on "family" persons, making it a truly professionally managed Company.
4. Full transparency in functioning and accountability of management to the Board
5. Internal controls and Risk management under supervision of Independent Directors  
With transparent and honest administrative practices, the management of your company believes it can further increase investors trust and work responsibly to maximize all shareholders value.

### **II. GOVERNANCE STRUCTURE AND ROLE AND RESPONSIBILITIES**

Company's governance structure comprises of Board of Directors, Committees of the Board and the Management.

#### **Board of Directors:**

##### **Composition:**

As on date, the Board of Directors of your Company comprises Five (5) Directors. Out of which Three (3) are Non-Executive Independent Directors, one (1) is a Non-Executive Promoter Director and one is Managing Director of the Company.

The composition of the Board is in conformity with Regulation 17 and 27 and suitable applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") as well as provision of Companies Act, 2013. The details of the Directors being appointed / re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Regulation 27 and suitable applicable provisions of SEBI (LODR) guidelines, are mentioned in the Notice to the

Annual General Meeting, forming part of the Report.

#### **Number of Board Meetings:**

During the year under review, 4(Four) meeting of the Board of Directors were held as on 31<sup>st</sup> March, 2023. The Board meets at least once in a quarter to consider among the other businesses, quarterly performance and financial results of the Company. To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information is made available to the Board. The maximum time gap between any 2 (Two) Meetings of the Board was not more than 120 (One Hundred and Twenty) days.

#### **Date(s) on which meeting(s) were held:**

Board Meeting was held on 30/05/2022, 13/08/2022, 14/11/2022 and 14/02/2023.

In addition to the above, the Board also meets as and when necessary to address specific issues relating to the business.

#### **Committees of the Board:**

Currently, there are Three (3) Committees of the Board, namely: Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship committee. The Board decides the terms of reference for these Committees. The minutes / report of the meetings of the Committees are placed before the Board for information and action thereon, if any. The details as to the composition, terms of reference, number of meetings etc., of these Committees are provided hereunder:

#### **AUDIT COMMITTEE:**

The Committee comprises three independent directors and one non-independent director and is chaired by an Independent Director.

The constitution of Audit Committee meets with the requirements of Corporate Governance guidelines as well as the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 and suitable applicable provisions of SEBI (LODR) guidelines. Terms of reference of appointment of Audit Committee are as under,

#### **The Committee's terms of reference includes**

##### **Powers of the Audit Committee:**

- It shall have authority to investigate into any matter in relation to the items specified in Section 177 of the Companies Act, 2013 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if necessary.
- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary

**Responsibilities of the Audit Committee:**

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board.
- Reviewing the findings if any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Reviewing the adequacy of internal audit function and discussing with the internal auditors on the significant findings and further course adopted.

Audit Committee met four times during the F.Y. 2022-23 on 30/05/2022, 13/08/2022, 14/11/2022 & 14/02/2023. All the Meetings were also attended by the Auditors of the Company.

**NOMINATION AND REMUNERATION COMMITTEE:****Composition and terms of reference:**

In Compliance of section 178 of Companies Act, 2013 the Nomination and Remuneration Committees comprise of four directors out of which three directors are Independent directors and one is Non-executive director in the Committee, and an Independent Director acts as the Chairman of the Committee.

**The Committee's terms of reference includes:**

- Reviewing and recommending to the Board – the salary, commission, other benefits, service agreements and employment conditions of the Whole-time and the Managing Director and
- Approve the selection, appointment and remuneration of relatives of Directors for holding an office of profit pursuant to Section 188 of the Companies Act, 2013.

**Date(s) on which the meeting(s) were held**

During the financial year ended 31<sup>st</sup> March, 2023, Four(4) Committee Meetings were held on 30/05/2022, 13/08/2022, 14/11/2022 & 14/02/2023.

**Details of remuneration paid to the Directors of the Company are as follows:****Managing Director:**

The present remuneration of the Managing Director (as per terms of re-appointment w.e.f from October 1, 2021) includes a salary of ₹ 4,25,000/- per month and other perquisites, as approved by the Nomination and Remuneration Committee and the Shareholders at the AGM held on 30<sup>th</sup> September, 2021. For the financial year 2022-23, the remuneration payable to Mr. Jagdish Agrawal is reviewed by the Nomination and Remuneration Committee.

**Non-Executive Directors:**

The Non-Executive Directors on the Board of your Company are very senior and experienced professionals, and play a crucial role in defining the overall growth strategy of the Company. They also play a pivotal role in safeguarding the interests of the investors at large by playing an appropriate control role. Their active involvement in the Company's business processes and their independent views ensure a very high level of governance in the Company.

**The Non-Executive directors are providing honorary services and have not been paid any salary, sitting fees, performance based incentives or any stock options during the financial year 2022-23.**

**Relatives of the Directors**

The Chief Financial Officer of the Company, Mr. Sumit J. Agrawal, is related to the Managing Director, Mr. Jagdish Agrawal and another promoter director, Mrs. Abha Agrawal. As such, his appointment and remuneration is approved by the Remuneration Committee. The present remuneration of the CFO is ₹ 2,65,000/- per month, and other perquisites, as approved by the Remuneration Committee. For the financial year 2022-23, the remuneration payable to Mr. Sumit Agrawal is reviewed by the Remuneration Committee.

**STAKEHOLDER RELATIONSHIP COMMITTEE :****Composition and terms of reference:**

As per sub-section (5) section 178 of Companies Act, 2013 the Share transfers committee has been merged in to Stakeholder Relationship Committee.

The Stakeholder Relationship Committee duly Constituted and comprise of Three (3) directors out of which two directors are Independent directors and one is Non-executive director in the Committee and the committee is chaired by Non Executive Director to specifically look into the redressal of shareholders queries and complaints.

**The terms of reference of the Committee include, inter-alia, the following:**

- To specifically look into queries and complaints received from the shareholders of the Company,
- To oversee the performance of the Registrar and Transfer Agent of the Company, and
- To recommend measures for overall improvement in the quality of services to the investors.
- To effect transfer of shares;
- To effect transmission or deletion of shares;
- To issue duplicate share certificates, issue of certificate on receipt of requests for rematerialization, consolidation or split of share certificates;
- To approve the register of members as on the record date(s) and/ or book closure dates for receiving dividends and other corporate benefits:

INVESTOR COMPLAINTS	
1 Pending at the beginning of the year	NIL
2 Received during the year	NIL
3 Disposed of during the year	NIL
4 Remaining unresolved at the end of the year	NIL

**Date(s) on which the meeting(s) were held**

During the financial year 2022-23, the Committee met four times on 30/05/2022, 13/08/2022, 14/11/2022 and 14/02/2023. There were no pending complaints at the end of the financial year 2022-23.

**III. General Body Meetings :**

The venue and the time of the last three Annual General Meetings of the Company are as follows:

Year	Location	Meeting Date	Time	No. of Special Resolution set Out at the AGM
2021-22	"Manthan", Hotel Krsna Lila, Nr. Rexroth Bosch, Village Iyava, Tal. Sanand, Sanand Viramgam Highway, Gujarat 382170	30/09/22	11.30 AM	1
2020-21	"The Cascade" Pam Inn Regency Hotel, Nr. HP Petrol Pump, Village Vasana Iyava, Tal. Sanand, Sanand Viramgam Highway, Gujarat 382170	30/09/21	11.30 AM	1
2019-20	Survey No 179/1, Vasna-Iyava, Taluka Sanand Ahmedabad Gujarat 382210 In	30/09/20	3.00 PM	0

There was no Extra Ordinary General Meeting (EGM) held during the year ended March 31, 2023.

All special resolutions set out in the notices for the AGM / EGM were passed by the shareholders at the respective meetings with requisite majority.

**IV. Disclosures:****a) Disclosures on materially significant related party transactions:**

Your Company has not entered into any transaction of a material nature except transactions with related parties which are furnished under Notes to the Financial Statements as stipulated under Indian Accounting Standard 24 (AS-24), with the Promoters, Directors or the Management, their subsidiaries or relatives etc. All transactions were carried out on an arm's-length basis and were not prejudicial to the interest of the Company.

**b) Disclosures on non-compliances by the Company :**

Your Company has complied with all the requirements of the Stock Exchange(s) and the Securities Exchange Board of India on matters related to Capital Markets or any other matter, as may be applicable from time to time. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.

**c) Disclosure of Accounting Treatment:**

Your Company follows Accounting Standards prescribed by the Companies Accounting Standard Rules, 2006 and relevant provisions of the Companies Act, 2013. In preparation of financial statements, the Company has not adopted a treatment different from that prescribed in the Accounting Standards.

**d) Details of compliance with mandatory and non-mandatory requirements of Regulation 27 and suitable applicable provisions of SEBI (LODR) Regulations 2015 of the Listing Agreement:**

As already mentioned in the Director's Report, the provisions of the Regulation 27 and suitable applicable provisions of SEBI (LODR) Regulations, 2015, do not apply to the Company. However, the company has voluntarily chosen to adopt and follow certain provisions of the Regulation 27 and suitable applicable provisions of SEBI (LODR) Regulations 2015. The company complies with all the mandatory requirements of the SEBI (LODR) Regulations 2015 with regard to corporate governance.

**e) Vigil mechanism**

The company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or the ethical policy.

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

**f) Familiarisation Programmes for Independent Directors**

The Company has organized Familiarisation Programmes for the Non-Executive Independent Directors of the Company to Familiarize them with the Company vis-a-vis their roles, responsibilities in the Company, nature of the industry in which the Company operates, business models etc.



**g) Code of Conduct on Prevention of Insider Trading**

In terms of the provision of the SEBI(Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Prevention of Insider trading with a view to regulate the trading in securities by the Directors and the Designated Persons of the Company. The code requires pre-clearance for dealing in the Company's shares and prohibits the sale and purchase of Company shares by the Directors and the Designated Persons while in possession of unpublished Price Sensitive Information in relation to the Company and during the period when the Trading Window is closed.

**B. GENERAL SHAREHOLDER INFORMATION:**

1. AGM for the F.Y 2022-23	27/09/2023 at 11.30 a.m. at "Manthan", Hotel Krsna Lila, Nr. Rexroth Bosch, Village Iyava, Taluka Sanand, Sanand Viramgam Highway, Gujarat 382170			
2. Date of Book closure	21/09/2023 to 27/09/2023 (both days inclusive)			
3. Listing on Stock Exchanges	BSE ( Scrip Code : 524400) & ASE ( Scrip Code : 26940 )			
4. Share Registrar	Bigshare Services Private Limited, A-802, Samudra Complex, Nr. Girish Cold Drinks, off C.G. Road, Navrangpura, Ahmedabad - 380009			
5. Share Transfer System	The shares of the company are compulsorily traded in dematerialized form. Shares received in physical form are transferred within a period of 30 days from the date of lodgement subject to documents being valid and complete in all respects			
6. De-materlisation of Shares	As on 31/03/23, approx. 85.38% shares of the company were held in de-materialized form			
7. Market Data : High, Low during each month in last financial year 2022-23	Month	High (₹)	Low (₹)	Volume ( Nos)
	Apr-22	57.00	39.50	58720
	May-22	79.55	45.20	282358
	Jun-22	51.40	39.60	31946
	Jul-22	52.00	40.10	28475
	Aug-22	55.25	43.05	33445
	Sep-22	75.50	45.50	66370
	Oct-22	70.00	53.05	26697
	Nov-22	75.05	50.65	55036
	Dec-22	61.85	47.00	157071
	Jan-23	65.00	50.00	41125
Feb-23	59.00	47.35	16603	
Mar-23	51.75	41.10	38223	
8. Plant Locations	Survey No.179/1, Village : Vasna-Iyava, Ta. Sanand, Ahmedabad			

**GREEN INITIATIVE IN CORPORATE GOVERNANCE:**

Pursuant to Circular No. 17/2011 dated 21<sup>st</sup> April, 2011 and Circular No. 18/2011 dated 29<sup>th</sup> April, 2011, Ministry of Corporate Affairs (MCA) has launched "Green Initiative in Corporate Governance" whereby the companies are allowed to send notices, documents and other communication to the shareholders in electronic mode. In view of the above circulars issued by MCA, your Company proposes to send documents like the Notice convening the general meetings, financial statements, Directors' Report, Auditors' Report, etc to the email address provided by you to your Depository Participant (DP). Your Company encourages its shareholders to support the "Green Initiative" by registering their email addresses with their respective depositories/ Company's Registrar and Transfer Agent and intimate changes in the email address from time to time.

**MANAGEMENT DISCUSSION & ANALYSIS REPORT****GENERAL INFORMATION ABOUT THE COMPANY**

The company is engaged in the business of manufacturing of various APIs (Active Pharma Ingredients) and drug intermediates. It has built up a reputation as a manufacturer of "high quality" products and is known for its ethical dealings in business. The company supplies its products to leading pharmaceutical companies of India. The products are also being exported to various countries across the world.

**NATURE OF THE INDUSTRY**

The Indian API industry has been facing a challenging business environment for last few years. With opening up of the Indian markets and signing of the WTO arrangement, the imported APIs and Intermediates became available at a very competitive price. This impacted the indigenous API and Intermediates manufacturers, who could not compete with the imported pricing. The Indian API industry has also been affected by stringent pollution control norms. Presently, almost 60-70% of total APIs consumed in India are imported. Over a period of time, the manufacturing capabilities & capacities for APIs in India has gone down. However, due to the COVID-19 pandemic, the present Govt. has recognized the importance of reducing dependence on China for APIs and has affirmed its commitment to encourage domestic API industry by introducing special measures for its development.

**OPPORTUNITY AND THREAT:**

The biggest threat for the API industry is from imports. Further, due to the ongoing uncertainty in the aftermath of the COVID-19 pandemic, the industry faces other operational risks due to manpower shortage, logistics problems, raw material availability, subdued demand etc. Other threats include requirement of resources for continuous up gradation of the facility as per the GMP standards. This is especially more important for small scale industries like your Company.

The Company has taken advantage of relaxations granted by the Govt. for Environmental Clearances during the COVID-19 pandemic and had applied for an Environmental Clearance (EC) to the appropriate authority. The EC has been granted during the year under review. The Company can now take further steps to increase the product portfolio of the Company, which will help improve capacity utilization and add to the topline. The Company has also obtained GMP Certification, which will help increase exports to the unregulated and semi-regulated markets. Your Company, with its built-up reserves and debt free status, is in a good position to take advantage of any other such measures declared by the Govt.

**FUTURE OUTLOOK:**

The management's opinion on the future outlook for the Company is given under the Directors' Report forming part of

the Annual Report of the company.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate and effective internal controls to provide reasonable assurance on achievement of its operational, compliance and reporting objectives.

The Company has deployed controls through its policies and procedures. It helps the Management to accomplish its objectives by bringing a systematic and disciplined approach to improve the effectiveness of risk management towards good corporate governance. The Directors handle most of the day to day functions. The Directors are regularly looking after all the key areas of the operations.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

The management's view on the business operations and financial performance of the company, including export performance and earnings, is given under the Directors' Report forming part of the Annual Report of the company.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The Company's operations are managed by technically and educationally qualified staff at all levels, who in turn are guided and supervised by the Directors of the Company. During the year under review, the company has increased the number of employees to better look after the various operations and to prepare for a better growth in the future.

**CAUTIONARY STATEMENT:**

Statement in the Management Discussion and Analysis, describing the Company's objective, projections and estimates are forward looking statements and progressive within the meaning of applicable security Laws and Regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors.

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

I hereby confirm that the company has obtained from all the members of the Board and employees at senior management level, affirmation that they have complied with the code of conduct for Board of Directors and senior management level employees.

For and on behalf of the Board

Sd/-

**Jagdish Agrawal**  
Managing Director

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

**CERTIFICATE PURSUANT TO REGULATION 17(8) OF THE LISTING REGULATIONS**

Mr. Jagdish Agrawal, Managing Director and Mr. Sumit Agrawal, CFO of the company shall certify that, to the best of our knowledge and belief:

1. They have reviewed the balance sheet and profit and loss account and all its schedules and notes on accounts, as well as the cash flow statements and the Directors' Report;
2. These statements do not contain any materially untrue statement or omit any material fact nor do they contain statements that might be misleading;
3. These statements together present a true and fair view of the company, and are in compliance with the existing accounting standards and / or applicable laws / regulations;
4. They are responsible for establishing and maintaining internal controls and have evaluated the effectiveness of internal control systems of the company; and they have also disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what they have done or propose to do to rectify these;
5. They have also disclosed to the auditors as well as the Audit Committee, instances of significant fraud, if any, that involves management or employees having a significant role in the company's internal control systems; and
6. They have indicated to the auditors, the Audit Committee and in the notes on accounts, whether or not there were significant changes in internal control and / or of accounting policies during the year.

For and on behalf of the Board

Place: Ahmedabad  
Dated: 30<sup>th</sup> May, 2023

Sd/-  
**Jagdish Agrawal**  
Managing Director

Sd/-  
**Sumit Agrawal**  
CFO

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF ISHITA DRUGS AND INDUSTRIES LTD.**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **ISHITA DRUGS AND INDUSTRIES LTD.** ("the Company"), which comprise the Balance Sheet as at **31/03/2023**, the Statement of Profit and Loss, **the cash flow statement** 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 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 thereunder.

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 the 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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, of the state of affairs of the Company as at **31/03/2023**, and its **Profit and its cash flows** for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

**As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.**

**As required by Section 143 (3) of the Act, we report 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, and **the 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2023** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2022** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or 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.

Date : 30<sup>th</sup> May, 2023  
Place : Ahmedabad

**FOR Jaymin Shah & Associates**  
Chartered Accountants  
Reg No. : 129406W

Sd/-  
**CA Mayank Sancheti**  
Partner  
M.No. : 170863  
UDIN : 23170863BGRDEB2037

## ANNEXURE - A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2023

To,

The Members of ISHITA DRUGS AND INDUSTRIES LTD.

We report that: -

Sl. No.	Comment Required on	Auditor's Opinion on Following Matter	Auditor's Remark
(i)	Fixed Assets	a) Whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets?	The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
		b) Whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of accounts?	Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
		c) Whether the title deeds of immovable properties are held in the name of the company? If not, provide the details thereof.	Yes, held in the name of Company.
(ii)	Inventory	Whether physical verification of inventory has been conducted at reasonable intervals by the management and whether any material discrepancies were noticed and if so, whether they have been properly dealt with in the books of account?	Physical verification of inventory has been conducted at reasonable intervals by the management.
(iii)	Loans Secured or Unsecured Granted	Whether the company has granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of The Companies Act, 2013 ? if so,	As informed, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
		a) Whether the terms and conditions of the grant of such loans are not prejudicial to the company's interest?	As informed, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
		b) Whether the schedule of repayment of principal and payment of interest has been stipulated and whether the repayments or receipts are regular?	As informed, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
		c) If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest?	As informed, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
(iv)	Loan to director and investment by the company	In respect of loans, investments, guarantees, and security whether provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. If not, provide the details thereof.	While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
(v)	Public Deposits	In case, the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable, have been complied with? If not, the nature of such contraventions be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal whether the same has been complied with or not?	The company has not accepted any Deposits.
(vi)	Cost Accounting Records	Whether maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and whether such accounts and records have been so made and maintained?	To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the company.

(vii)	Statutory Compliance	a) Whether the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated?  b) Where dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not be treated as a dispute)	The company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty. Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.  There is no dispute with the revenue authorities regarding any duty or tax payable.
(viii)	Loan from Banks/ Financial Institution	Whether the company has defaulted in repayment of loans or borrowing to a financial institution, bank, government or dues to debenture holders? If yes, the period and the amount of default to be reported (in case of defaults to banks, financial institutions, and government, lender wise details to be provided)	The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.
(ix)	Application of Money Received from Equity or Loan	Whether moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised. If not, the details together with delays or default and subsequent rectification? if any, as may be applicable, be reported.	The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Hence this clause is not applicable.
(x)	Fraud Reporting	Whether any fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year? If yes, the nature and the amount involved is to be indicated;	Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.
(xi)	Managerial Remuneration	whether managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act? If not, state the amount involved and steps taken by the company for securing refund of the same.	Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
(xii)	Nidhi Company - Compliance with Deposits	Whether the Nidhi Company has complied with the Net Owned Funds to Deposits in the ratio of 1:20 to meet out the liability and whether the Nidhi Company is maintaining ten per cent unencumbered term deposits as specified in the Nidhi Rules, 2014 to meet out the liability?	As per information and records available with us The company is not Nidhi Company.
(xiii)	Related Party Transactions	Whether all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards?	Yes , All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
(xiv)	Issue of Share Capital and use of Amount Raised	Whether the company has made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and if so, as to whether the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised. If not, provide the details in respect of the amount involved and nature of non-compliance?	No Preferential allotment or Private Placement of shares done during the Financial Year Under Consideration.
(xv)	Transaction with Director	Whether the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013 have been complied with?	The company has not entered into any non-cash transactions with directors or persons connected with him and the provisions of section 192 of Companies Act, 2013 have been complied with.
(xvi)	Registration from RBI	Whether the company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and if so, whether the registration has been obtained?	The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

Date : 30<sup>th</sup> May, 2023  
Place : Ahmedabad

**FOR Jaymin Shah & Associates**  
Chartered Accountants  
Reg No. : 129406W  
**CA Mayank Sancheti**  
Partner  
M.No. : 170863  
UDIN : 23170863BGRDEB2037

**"Annexure B"****To the Independent Auditor's Report of even date on the Standalone Financial Statements of ISHITA DRUGS AND INDUSTRIES LTD. Company Ltd.****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 ISHITA DRUGS AND INDUSTRIES LTD. Company Limited ("The Company") as of March 31, 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. 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 amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is

sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide 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 March 31, 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 Jaymin Shah & Associates**  
Chartered Accountants  
Reg No. : 129406W

Date : 30<sup>th</sup> May, 2023  
Place : Ahmedabad

Sd/-  
**CA Mayank Sancheti**  
Partner  
M.No. : 170863  
UDIN : 23170863BGRDEB2037

## BALANCE SHEET AS AT 31ST MARCH, 2023

(Amount in ₹)

S.N	PARTICULARS	Note No		As at 31/03/2023	As at 31/03/2022
I	<b>ASSETS</b>				
1	<b>NON-CURRENT ASSETS</b>				
	(a) PROPERTY, PLANT AND EQUIPMENT	A	8894589		8845583
	(b) FINANCIAL ASSETS				
	(i) INVESTMENTS	B	2714554		2714554
	(ii) LOANS	C	686400		507200
	<b>TOTAL(1)</b>			12295543	12067337
2	<b>CURRENT ASSETS</b>				
	(a) INVENTORIES	D	15983104		37932104
	(b) FINANCIAL ASSETS				
	(i) INVESTMENTS	E	31225743		9737062
	(ii) TRADE RECEIVABLES		18002692		5419515
	(iii) CASH AND CASH EQUIVALENTS	F	6055036		19867592
	(iv) OTHER BALANCES WITH BANK	G	28228423		26951779
	(v) LOANS	H	2025432		329940
	(c) OTHER CURRENT ASSETS	I	255845		234413
	<b>TOTAL(2)</b>			101776275	100472405
	<b>TOTAL ASSETS(1+2)</b>			114071818	112539742
II	<b>EQUITY AND LIABILITIES</b>				
1	<b>EQUITY</b>				
	(a) EQUITY SHARE CAPITAL	J	29903000		29903000
	(b) OTHER EQUITY	K	61827462		56053478
	<b>TOTAL (1)</b>			91730462	85956478
2	<b>NON-CURRENT LIABILITIES</b>				
	(a) FINANCIAL LIABILITIES		0		0
	(b) DEFERRED TAX LIABILITIES (NET)		2113333		290903
	<b>TOTAL(2)</b>			2113333	290903
3	<b>CURRENT LIABILITIES</b>				
	(a) FINANCIAL LIABILITIES				
	(i) BORROWINGS	L	96042510		0
	(i) TRADE PAYABLES		8552762		20388218
	(b) OTHER CURRENT LIABILITIES		2282544		1850310
	(c) PROVISIONS	M	701729		891143
	(d) CURRENT TAX LIABILITIES (NET)		988737		3162690
	<b>TOTAL(3)</b>			22130022	26292360
	<b>TOTAL LIABILITIES(1+2+3)</b>			114071818	112539742
	Notes on Accounts & Significant Accounting Policies	N			

As per our attached report of even date.

Sd/-  
For Jaymin Shah & Associates  
Chartered Accountants

Sd/-  
Jagdish Agrawal  
Managing Director

Sd/-  
Govind Gupta  
Director

Place : Ahmedabad  
Dated : 30<sup>th</sup> May, 2023

Sd/-  
Mrs. Abha Agrawal  
Director

Sd/-  
Sumit Agrawal  
CFO



## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

(Amount in ₹)

S.N	PARTICULARS	Note No	Year 2022-23	Year 2021-22
	<b>INCOME</b>			
I	REVENUE FROM OPERATIONS		120723284	140904934
II	OTHER INCOME	PL-1	2005325	1061611
III	<b>TOTAL INCOME (I+II)</b>		<b>122728608</b>	141966545
IV	<b>EXPENSES:</b>			
	(a) COST OF MATERIAL CONSUMED	PL-2	82052097	96920720
	(b) PURCHASE OF STOCK IN TRADE	PL-3	4822221	5095000
	(c) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	PL-4	(1341672)	(296668)
	(d) EMPLOYEE BENEFIT EXPENSES	PL-5	12835219	11808222
	(e) FINANCIAL CHARGES	PL-6	535576	245894
	(f) DEPRECIATION		1292598	1297537
	(g) MANUFACTURING AND OTHER EXP.	PL-7	14738155	16466158
	<b>TOTAL EXPENSES</b>		<b>114934194</b>	131536863
V	PROFIT FOR BEFORE TAX (III-IV)		7794414	10429682
VI	<b>TAX EXPENSE</b>			
	(a) CURRENT TAX		2100000	2500000
	(b) DEFERRED TAX		(79570)	(119986)
VII	<b>PROFIT / (LOSS) FOR THE YEAR</b>		<b>5773984</b>	8049668
VIII	OTHER COMPREHENSIVE INCOME		0	0
IX	<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>5773984</b>	8049668
X	EARNING PER EQUITY SHARE (FACE VALUE ₹ 10 EACH)			
	(a) BASIC		1.93	2.69
	(b) DILUTED		1.93	2.69

Notes on Accounts &amp; Significant Accounting Policies

N

As per our attached report of even date.

Sd/-  
For Jaymin Shah & Associates  
Chartered Accountants

Sd/-  
Jagdish Agrawal  
Managing Director

Sd/-  
Govind Gupta  
Director

Place : Ahmedabad  
Dated : 30<sup>th</sup> May, 2023

Sd/-  
Mrs. Abha Agrawal  
Director

Sd/-  
Sumit Agrawal  
CFO

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Amount in ₹)

	For the Year 2022-23	For the Year 2021-22
<b>A Cash flow from operating activities :</b>		
Profit before tax	7794414	10429682
Add : Depreciation	1292598	1297537
Interest & Other financial charges	535576	245894
Less : Interest received	1428235	682265
Dividend received	12891	3802
Income from Investments	564199	375544
Operating profit before change in working capital	7617264	10911503
Add : Trade Debtors	(12583177)	9818256
Decrease / (Increase) in Inventory	(6246042)	(3192800)
Decrease /(Increase) in Loans and advances	(1896125)	1085077
Less : Provision for Taxation	2100000	2500000
Increase / (Decrease) Short term provisions	(529828)	(884388)
Trade creditors, Current liabilities & Provisions	14296417	(13756824)
Net cash generated from operating activities (A)	(28974668)	30763248
<b>B Cash inflow from investing activities :</b>		
Add : Investment sold / (purchased)	6706361	(9537959)
Dividend received	12891	3802
Income from Investments	564199	375544
Less : Investment in fixed assets	1341604	185417
Net cash generated from investing activities (B)	5941847	(9344031)
<b>C Cash flow from financial activities :</b>		
Add : Interest received	1428235	682265
Add : Borrowing	9604251	(419487)
Less : Interest & Other financial charges	535576	245894
Net cash generated from financial activities (C)	10496909	16884
<b>Net Increase/(decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(12535912)</b>	21436101
Opening balance of Cash and cash equivalents & Other Bank Balances	46819371	25383270
Closing balance of Cash and cash equivalents & Other Bank Balances	34283459	46819371
<b>Net Increase/(decrease) in Cash &amp; Cash Equivalents &amp; Other Bank Balances</b>	<b>(12535912)</b>	21436101
Note : Figures in bracket indicate negative value		

Correctly extracted from Audited accounts of the Company

Sd/-  
**Mrs.Abha Agrawal**  
Director

Sd/-  
**Jagdish Agrawal**  
Managing Director

Sd/-  
**Govind Gupta**  
Director

Sd/-  
**Sumit Agrawal**  
CFO

Ahmedabad  
Dated : 30<sup>th</sup> May, 2023

**Auditors' Certificate**

We have verified the above cash flow statements of Ishita Drugs And Industries Limited. It has been compiled from and is based on the balance sheet as at 31st March 2023 and the related statement of profit and loss for the year ended on that date. The above cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (IndAS -7) - Statement of Cash Flow.

Sd/-  
**For Jaymin Shah & Associates**

Place : Ahmedabad  
Dated : 30<sup>th</sup> May, 2023

Chartered Accountants

## NOTES :

## A PROPERTY, PLANT &amp; EQUIPMENT

Particulars	Gross Block				Depreciation				Net Block	
	As at 01/04/22 ₹	Addition ₹	Deduction ₹	As at 31/03/23 ₹	As at 01/04/22 ₹	Addition ₹	Deduction ₹	As at 31/03/23 ₹	As at 31/03/23 ₹	As at 31/03/22 ₹
Factory Land	904811	---	---	904811	---	---	---	---	904811	904811
Plant and Machinery	24707940	22082	---	24730022	21278495	415979	---	21694474	3035548	3429445
Laboratory Equipment	2184198	---	---	2184198	1767651	82536	---	1850187	334011	416547
Cylinders	14441	---	---	14441	14441	---	---	14441	---	---
Effluent Treatment Plant	1608641	---	---	1608641	1528209	---	---	1528209	80432	80432
Factory Building	5905137	---	---	5905137	4754973	169542	---	4924515	980622	1150164
Office Building	1264568	---	---	1264568	572917	20947	---	593864	670704	691652
Furniture and Fixtures	2125295	---	---	2125295	1909746	128139	---	2037885	87410	215549
Office Equipment	1105318	24602	---	1129920	969443	92722	---	1062164	67755	135875
Computers	1040568	---	---	1040568	894597	55556	---	950154	90414	145971
Rooftop Solar Power Plant	---	1294920	---	1294920	---	2022	---	2022	1292898	---
Vehicles	5111249	---	---	5111249	3436111	325154	---	3761265	1349984	1675138
<b>Total</b>	<b>45972166</b>	<b>1341604</b>	<b>---</b>	<b>47313770</b>	<b>37126582</b>	<b>1292598</b>	<b>---</b>	<b>38419181</b>	<b>8894589</b>	<b>8845584</b>
Previous Year	47522195	276756	1826785	45972166	37564491	1297537	1735446	37126582	8845584	9957703

(Amount in ₹)

Notes	As at 31-Mar-23	As at 31-Mar-22
<b>B NON CURRENT INVESTMENT</b>		
<b>(a) Unquoted</b>		
500 Equity Shares of Textile Traders Co-operative Bank Ltd. each of ₹ 25 fully paid up	12500	12500
70000 Shares of Umang Financial Services Ltd. each of ₹ 10/- fully paid up	700000	700000
3000 Shares of Anvi Lifesciences Pvt Ltd. each of ₹100/- fully paid up	600000	600000
Aggregate value of Unquoted Investment- At cost ₹1312500 (PY ₹1312500)		
<b>(b) Quoted</b>		
204 Shares of Jet Airways (India) Ltd. each of ₹ 10/- fully paid up [ Market value ₹ 11830 (PY ₹ 16361) ]	224400	224400
84 Shares of BSE Ltd. each of ₹ 2/- fully paid up [ Market value ₹ 36199 (PY ₹ 26432) ]	22568	22568
80 Shares of Avenue Supermart Ltd. each of ₹ 10/- fully paid up [ Market value ₹ 272084 (PY ₹ 319956) ]	23920	23920
642 Shares of SBI Cards & Payment Services Ltd. each of ₹ 10/- fully paid up [Market value ₹ 475208 (PY ₹ 546791)]	484710	484710
352 Shares of Restaurant Brand Asia Limited each of ₹ 10/- fully paid up [Market value ₹ 31715 (PY ₹ 45443)]	21120	21120
112 Shares of Mrs. Bectors Food Specialities Ltd. each of ₹ 10/- fully paid up [Market value ₹ 59802 (PY ₹ 31394)]	32256	32256
34 Shares of Indigo Paints Ltd. each of ₹ 10/- fully paid up [Market value ₹ 34283 (PY ₹ 54352)]	50660	50660
30 Shares of MTAR Technologies Ltd. each of ₹ 10/- fully paid up [Market value ₹ 47446 (PY ₹ 52449)]	17250	17250
126 Shares of Nazara Technologies Ltd. each of ₹ 4/- fully paid up [Market value ₹ 65072 (PY ₹ 103185)]	69363	69363

(Amount in ₹)

Notes	As at 31-Mar-23	As at 31-Mar-22
41 Shares of TATVA Chintan Pharma Chem Ltd. each of ₹ 10/- fully paid up [Market value ₹ 68431 (PY ₹ 94616)]	44403	44403
250 shares of Glenmark Life Science Ltd. each of ₹ 2/- fully paid up [Market value ₹ 98225 (PY ₹ 114750)]	180000	180000
16 shares of Rolex Rings Ltd. each of ₹ 10/- fully paid up [Market value ₹ 32035 (PY ₹ 20054)]	14400	14400
924 Shares of Devyani International Ltd each of ₹ 1/- fully paid up [Market value ₹ 133656 (PY ₹ 161977)]	83160	83160
83 shares of Krsnaa Diagnostics Ltd. each of ₹ 5/- fully paid up [Market value ₹ 38196 (PY ₹ 40301)]	79182	79182
148 Shares of Paras Defence and Space Technologies Ltd. each of ₹ 10/- fully paid up [Market value ₹ 69612 (PY ₹ 92589)]	25900	25900
146 shares of Latent View Analytics Ltd. each of ₹ 1/- fully paid up [Market value ₹ 46880 (PY ₹ 61692)]	28762	28762
Total	2714554	2714554
<b>C</b> <b><u>NON CURRENT LOANS</u></b>		
Security Deposits (Unsecured Considered Good Unless Otherwise stated)	686400	507200
Total	686400	507200
<b>D</b> <b><u>INVENTORIES</u></b>		
As taken, valued and certified by the M.D.		
Raw material ( at cost )	12605197	7679235
Work in Process ( at cost )	3257943	1916271
Packing, Fuel Etc. ( at cost )	119964	141556
Total	15983104	9737062
<b>E</b> <b><u>CURRENT INVESTMENTS</u></b>		
Investments in units of Mutual Fund	31225743	37932104
Total	31225743	37932104
<b>F</b> <b><u>CASH &amp; CASH EQUIVALENTS</u></b>		
Cash on hand	2939728	1253107
Banks Balance		
In Current Accounts	68704	10663930
In EEFC Accounts	3046604	7950555
Total	6055036	19867592
<b>G</b> <b><u>OTHER BALANCES WITH BANK</u></b>		
In Fixed Deposit Accounts	28228423	26951779
Total	28228423	26951779
<b>H</b> <b><u>CURRENT LOANS</u></b>		
(Unsecured - Considered good)		
Advances recoverable in cash or kind or for value to be received	2015948	329940
Accrued Income for deposit	9484	6606
Total	2025432	336546
<b>I</b> <b><u>OTHER CURRENT ASSETS</u></b>		
Prepaid Expenses	255845	227807
Total	255845	227807
<b>J</b> <b><u>EQUITY SHARE CAPITAL</u></b>		
(1) Authorised :		
60,00,000 Equity Shares of ₹ 10/- each	60000000	35000000
(2) Issued, Subscribed and paid up :		
29,90,300 Equity Shares of ₹ 10/- each fully paid up	29903000	29903000
Total	29903000	29903000

(Amount in ₹)

Notes	As at 31-Mar-23	As at 31-Mar-22
<b>K</b> <b><u>OTHER EQUITY</u></b>		
(1) Capital Reserve		
State cash Subsidy	1500000	1500000
(2) General Reserve		
As per Last Balance sheet	54388978	46339310
Add : Transfer surplus in statement of Profit & Loss A/c	5773984	8049668
	60162962	54388978
(3) Shares Forfeited	164500	164500
	61827462	56053478
<b>L</b> <b><u>CURRENT BORROWINGS:</u></b>		
Working Capital Facility from Bank (Secured by first charge on stocks and fixed assets of the Company)	9604251	0
Total	9604251	0
<b>M</b> <b><u>PROVISIONS</u></b>		
(1) Provisions For Employee Benefits & Others	988737	891143
Total	988737	891143
<b>PL-1</b> <b><u>OTHER INCOME</u></b>		
Dividend Income	12891	3802
Interest Income	1428235	682265
Income from Investments	564199	375544
Total	2005325	1061611
<b>PL-2</b> <b><u>COST OF MATERIALS CONSUMED:</u></b>		
Consumption of Raw Material	81632185	96567020
Consumption of Packing Material	419911	353699
Total	82052097	96920720
<b>PL-3</b> <b><u>PURCHASES OF TRADED GOODS</u></b>		
Consumption of Goods Traded	4822221	5095000
Total	4822221	5095000
<b>PL-4</b> <b><u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u></b>		
Inventory Adjustments		
(a) Opening Stock		
Manufacturing Goods	---	---
Work in process	1916271	1619603
	1916271	1619603
(b) Closing Stock		
Manufacturing Goods	---	---
Work in process	3257943	1916271
	3257943	1916271
Net Inventory Adjustments (a-b)	(1341672)	(296668)
<b>PL-5</b> <b><u>EMPLOYEE BENEFITS EXPENSE</u></b>		
Salary & Wages & Bonus	7196034	6949327
Gratuity	96697	69808
Staff Welfare Exp.	279512	415978
Director's Remuneration	5100000	4230000
Contribution for Provident Fund	123062	104784
Contribution for ESIC	39914	38325
Total	12835219	11808222

(Amount in ₹)

Notes	As at 31-Mar-23	As at 31-Mar-22
<b>PL-6 FINANCIAL CHARGES</b>		
Interest	365003	42938
Other financial charges	170573	202957
Total	535576	245894
<b>PL-7 OTHER EXPENSES:</b>		
<b>A MANUFACTURING EXPENSE</b>		
Stores & Spare	326082	461870
Power & Fuel	1697949	2272577
Repairs to Plant & Machinery	971445	1064627
Process Related Exp.	67500	69500
Laboratory Exp.	80046	239967
Research & Development Expenses	164698	169966
ETP Maintenance Exp.	1010900	1152351
Total	4318620	5430859
<b>B ADMINISTRATIVE EXPENSE</b>		
Books & Periodicals	3838	62388
Repairs To Building	411130	554096
Repairs To Others	345894	478136
Insurance Exp.	252087	316176
Printing & Stationery Exp.	142871	178134
Postage & Telephones	167169	133662
Office and General Exp.	1225161	1563047
Motor Car Expenses	215558	315040
Payment to Auditor	29000	29000
Professional & Technical fees	973050	1859345
Listing, Filing & License fees	670557	446728
Share Transfer Exp.	54554	56883
Rent & Taxes	3038328	1995180
Total	7529197	7987813
<b>C SELLING &amp; DISTRIBUTION EXPENSE</b>		
Traveling & Conveyance	578722	496947
Freight & Forwarding	639609	949068
Sales Commission	1522430	1558270
Advertisement	149578	43200
Total	2890338	3047485
<b>GRAND TOTAL (A+B+C)</b>	14738155	16466158

**NOTE N : SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2023.**

Significant Accounting Policies adopted by the Company in the preparation and presentation of the Accounts.

**ACCOUNTING CONVENTION**

The financial statements have been prepared in accordance with the Indian Accounting Standards (IndAS) notified under the Companies (Indian Accounting Standard) Rules, 2015, and stipulations as applicable under Section 133 of the Companies Act, 2013, as amended from time to time, and other provisions of applicable laws.

These financial statements are prepared and presented under historical cost convention on accrual basis of accounting, except for certain assets and liabilities, which are to be measured at fair value, in accordance with IndAS.

**FIXED ASSETS**

Fixed assets are stated at historical cost less depreciation.

**DEPRECIATION**

Depreciation of Fixed Assets is calculated and provided as per Companies Act, 2013. The depreciation has been calculated considering the useful life of an asset as stipulated in Part C of Schedule II of Section 123 of the Companies Act 2013. However, in case of certain asset class, as detailed below, the useful life has been considered based on the present condition of the assets. :

1. Computers & Data processing units: Against the stipulated useful life of 3 years, we have considered useful life of 5 years, as even 4 years old computers are presently in use.
2. Office equipment: Against the stipulated useful life of 5 years, we have considered useful life of 10 years, based on the condition and our experience of the office equipment.
3. Mobile Phones : We have considered useful life of 5 years for mobile phones with effect from this financial year.

Apart from the above, for assets where the residual useful life is NIL as per the Part C, the carrying amount of the asset (after retaining the residual value) has been depreciated in the current year.

Depreciation on the additions is calculated pro rata from the date of additions. Depreciation is not provided on deletion of assets, as it has no effect on the results of the Company.

**INVESTMENTS**

Long term investments are stated at cost less provision for diminution, if any, in the value of such investments. Diminution in the value is provided for where the management is of the opinion that the diminution is of a permanent nature. Short term investments are valued at lower of cost or net realizable value.

**INVENTORIES**

- a) Packing & fuel are valued at cost on FIFO Basis.

- b) Raw materials are valued at cost on FIFO Basis.  
c) Finished goods are valued at cost or market value whichever is lower.  
d) Work in progress is valued at cost.

**CURRENT VERSUS NON-CURRENT CLASSIFICATION**

The classification of an asset/liability either current or non-current has been made applying the criteria of realization / payment of such assets / liability within a period of 12 months after the reporting date. The Company classifies all other assets / liabilities as non-current.

**SALES**

Sales are accounted exclusive of Goods and Services Tax (GST) post GST implementation and inclusive of Excise Duty.

**FOREIGN CURRENCY TRANSACTIONS**

Foreign Currency transactions are recorded at exchange rate prevailing on the date of transaction/ realization. Current Assets / Liabilities are taken at transaction value. Diminution in the value is provided for where the management is of the opinion that the diminution is of a permanent nature. The resultant difference, if any, on realization is recognized in the profit & loss account.

**CUSTOM DUTY**

Custom duty is charged in the year when it is paid.

**PROVISION FOR RETIREMENT BENEFITS**

**Gratuity:** The Company's obligations towards gratuity to employees has been provided for at actuals and other retirement benefits as per policy of the company have been provided for as per IndAS-19. The same have been charged in the profit and loss of the Company.

**Provident Fund:** The employer and employee make statutory contribution towards the Government's Provident Fund and the same is charged in the profit and loss of the Company.

**EXPENSES**

Material known liabilities are provided based on available information / estimates.

**TIMING REVENUE RECOGNITION**

In appropriate circumstances, revenue (income) is recognized when no significant uncertainty as to measurability or collectability exists.

**TAXATION**

Provision for taxation is made based on the current tax rates in force.

Deferred tax charge or credit (reflecting the tax effect of timing difference between accounting income and taxable income

for the period) is determined in accordance with the IndAS-12. The deferred tax charged or credited and the corresponding deferred tax liabilities or assets are recognized using the tax rate that have been enacted or subsequently established by the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

#### CASH FLOW STATEMENT

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non cash nature and any deferrals or accruals of past and future cash receipts and payments. The cash flows from regular operating, investing and financing activities of the Company are segregated.

#### CONTINGENT LIABILITIES

All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the notes on accounts.

#### IMPAIRMENT OF ASSETS

Impairment loss, if any, is recognized in accordance with the accounting standard IndAS-36.

#### PRIOR PERIOD ITEMS

Material items of prior period non-recurring and extra ordinary items, if any, are disclosed separately.

#### NOTES :

- Tax provision for income tax has been made as per the Income Tax Act, 1961.
- Debit and credit balances in respect of debtors, loans and advances and creditors are subject to confirmation and reconciliation.
- In accordance with the IndAS-21, net profit of ₹ 4.20 lacs (PY profit of ₹ 4.54 lacs) due to foreign exchange fluctuations arising on foreign currency transactions has been considered in the Profit and Loss Account.
- In the year under review, the Company has provided the gratuity ₹ 96697 (P.Y. ₹ 69808) towards gratuity calculated up to the date of Balance Sheet date according to the Gratuity Act on incremental basis.
- The company has accounted for deferred tax assets of ₹ 79570 (P.Y. deferred tax assets of ₹ 119986) for the year under review as per IndAS-12 in the profit and loss account.
- Contingent liability to the extent not provided for ₹ NIL ( P.Y ₹ NIL)

7. Previous year figures have been regrouped and reclassified wherever necessary to be in conformity with the current year figures.

8. Estimated amount of capital contracts remaining to be executed and not provided for net of advance paid ₹ NIL (PY ₹ NIL).

#### 9. Managerial Remuneration paid :

	<u>2022-23</u>	<u>2021-22</u>
	<u>Mg. Dir.</u>	<u>Mg. Dir.</u>
(a) Salary ₹	5100000	4230000
(b) Perks/ Reimbursement ₹	-----	----

#### 10. Payment to Auditors (₹)

	<u>2022-23</u>	<u>2021-22</u>
As an auditor	29000	29000
For Taxation & Other works	10000	10000
For Tax Audit	6000	6000
Out of Pocket Expense	4000	4000

11. The Company has not received any information from any of the suppliers of their status as Small Scale Industrial Unit. Hence, the amounts due to them outstanding as at 31<sup>st</sup> March 2023 is not ascertainable.

12. Related party disclosures as per the Accounting Standard AS-18 issued by the Institute of Chartered Accountants of India:

#### a. List of related parties

- Enterprises Under Common Control : NIL
- Associates & Joint Ventures : NIL
- Key Management Personnel  
Mr. Jagdish Agrawal  
Mr. Sumit Agrawal  
Mrs. Abha Agrawal
- Enterprises under Influence of Key Management Personnel  
Ishita Pharmaceuticals  
Anvi Lifesciences Pvt. Ltd.  
J & J Chemicals

#### b. Transactions / balances outstanding with Related parties

Particulars	Key Management Personnel Amount in (₹)	Enterprises under Influence of Key Management Personnel (₹)
Managerial Remuneration	8280000	---
Sales of Goods / Services	---	47119231
Purchases of Goods /Services	---	54350969
Investment in equity shares/ Share Application Money	---	1300000
Loans/advance at year end	---	450000
Lease Rent	---	2138868

**Note:** Related parties are as identified by the Company and relied upon by the auditors.



## 13. Earning per Shares (EPS) as per Indian Accounting Standard AS-33

Particulars	2022-23 Amount ₹	2021-22 Amount ₹
Profit after Tax	5773984	8049668
Weighted Average no. of equity shares of ` 10 each		
Basic	2990300	2990300
Diluted	2990300	2990300
EPS (₹)		
Basic	1.93	2.69
Diluted	1.93	2.69

## Additional information pursuant to the provisions of Companies Act, 2013.

## 14. Quantitative details and other information:

## A Value of imports in rupees calculated on CIF basis in respect of ;

	Curr. Yr. ₹	Prev. Yr. ₹
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Material	0	34789023
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## B Expenditure in foreign currency :

Purchases of materials	0	22335679
Miscellaneous Expenses	200815	203851
Travelling and Conveyance Expenses	27316	0

## C Value of raw materials, stores and spares consumed :

	₹	%	₹	%
(a) Value of raw material consumed :				
Imported	9562877	11.71	34676821	36.00
Indigenous	72069308	88.29	61890200	64.00
	81632185	100.00	96567021	100.00
(b) Value of stores and spares consumed :				
Indigenous	326082	100.00	461870	100.00
	326082	100.00	461870	100.00

## D Amount remitted in foreign currency on account of dividend

	NIL	NIL
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## E Earnings in foreign exchange (₹)

	17486934	11888657
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## Signature to Notes A to N

Sd/-  
For Jaymin Shah & Associates  
Chartered Accountants

Sd/-  
Jagdish Agrawal  
Managing Director

Sd/-  
Govind Gupta  
Director

Sd/-  
Mrs. Abha Agrawal  
Director

Sd/-  
Sumit Agrawal  
CFO

Place : Ahmedabad  
Dated : 30<sup>th</sup> May, 2023

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

## Registration Details

Registration No.	L24231GJ1992PLC017054	State Code	04
Balance Sheet Date	31-Mar-23		

**Capital raised during the year ( Amount in thousands )**

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

**Position of Mobilisation and Deployment of Funds. ( Amount in thousands )**

Total Liabilities	114072	Total Assets	114072
Source of Funds			
Paid up Capital	29903	Secured Loans	9604
Reserves & Surplus	61827	Deferred Tax	211
		Current Liabilities	12527
Application of Funds			
Net Fixed Assets	8895	Current Assets	101776
Investments	2715		
Long term Loans & Advance	686		

**Performance of the Company ( Amount in thousands )**

Turnover	122729	Total expenditure	114934
Profit before tax	7794	Profit after tax	5774
Earning per Share Rs.	1.93	Dividend Rate (%)	0%

**Generatic Names of Three Principal Products/services of Company.**

(as per monetary terms)

Item Code No. ( ITC Code )	29419060
Product Description	NORFLOXACIN
Item Code No. ( ITC Code )	29362920
Product Description	NICOTINIC ACID
Item Code No. ( ITC Code )	29359015
Product Description	SULFONAMIDES

**Note :** Classification of products/services under ITC code being of a technical nature is not verified by the Auditors.  
As per our attached report of even date.

Sd/-

**For Jaymin Shah & Associates**  
Chartered Accountants

Sd/-

**Jagdish Agrawal**  
Managing Director

Sd/-

**Govind Gupta**  
Director

Ahmedabad  
Dated : 30<sup>th</sup> May, 2023

Sd/-

**Mrs.Abha Agrawal**  
Director

Sd/-

**Sumit Agrawal**  
CFO

**ISHITA DRUGS AND INDUSTRIES LTD**  
Registered Office : Survey No. 179/1 , Vasna Iyava, Sanand.  
**Form No. MGT-11**  
**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Members	
Registered address :	
E-mail Id:	
Folio No. / Client Id :	
DP ID :	

I/We, being the holder(s) of \_\_\_\_\_ equity shares of ISHITA DRUGS AND INDUSTRIES LIMITED, hereby appoint

1. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_ E-mail Id : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 27<sup>th</sup> September, 2023 and at any adjournment thereof

Sr. No.	Particulars	For	Against
	<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2023, together with the Reports of Board of Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Abha Agrawal (DIN 01589479), as Director, who retires by rotation.		
3.	To consider the Re-appointment of M/s Jaymin Shah & Associates, Chartered Accountants (FRN No. 129406W) as the Statutory Auditor of the Company for a period of one year.		
	<b>SPECIAL BUSINESS</b>		
4.	To approve the Related Party Transactions with Ishita Pharmaceuticals		
5.	To approve the Related Party Transactions with Anvi Life sciences Private Limited		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature of Share holder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
100 Paise  
Revenue  
Stamp

Note : This form duly completed and signed must be deposited at the registered Office of the Company not less than 48 hours before the Meeting.

✂ - - - - - ✂ - - - - - ✂ - - - - - ✂ - - - - - ✂ - - - - - ✂ - - - - - ✂ - - - - - ✂ - - - - - ✂ - - - - - ✂

**ISHITA DRUGS AND INDUSTRIES LTD**  
Registered Office : Survey No. 179/1 , Vasna Iyava , Sanand.

**Attendance Slip**  
(To be handed over at the entrance of the meeting hall)  
30<sup>th</sup> Annual General Meeting - 27<sup>th</sup> September 2023

DP ID : \_\_\_\_\_

CLIENT ID : \_\_\_\_\_

FOLIO No. : \_\_\_\_\_

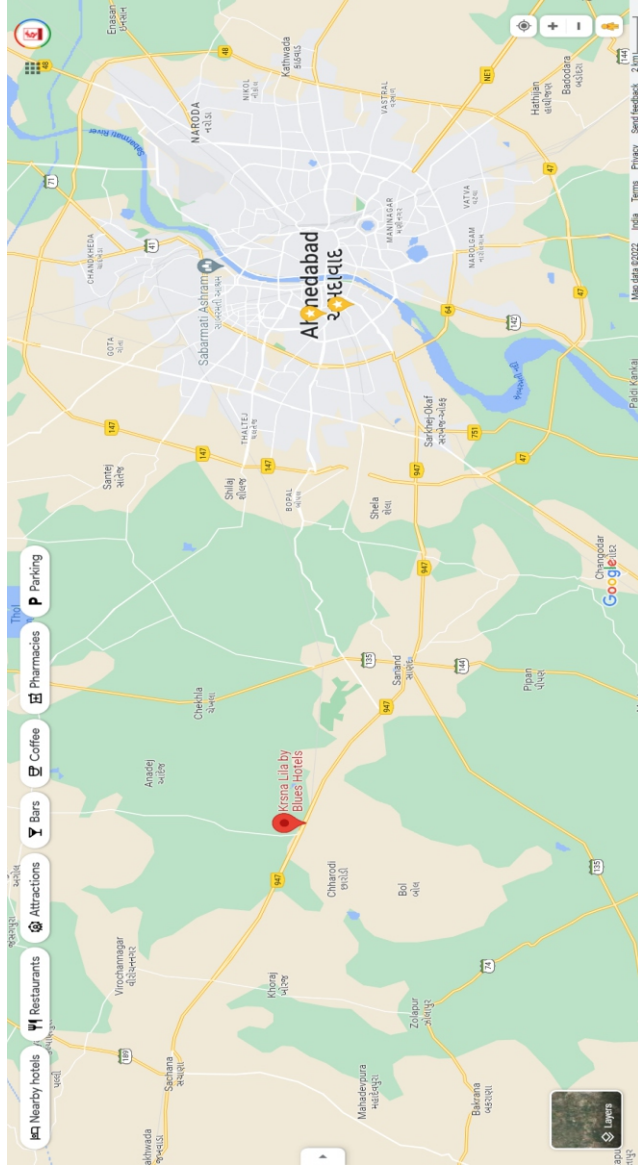
No. of Shares held \_\_\_\_\_

I hereby record my presence at the **THIRTIETH ANNUAL GENERAL MEETING** of the Company held at "Manthan", Hotel Krsna Lila, Nr. Rexroth Bosch, Village Iyava, Taluka Sanand, Sanand Viramgam Highway, Gujarat 382170 at 11.30 A.M.

Full name of Proxy (in BLOCK LETTERS) \_\_\_\_\_

Member's/Proxy's Signature \_\_\_\_\_

# Route Map of Venue of AGM



By Courier / Registered / Speed Post

To,

If undelivered, please return to :  
Ishita Drugs & Industries Limited  
Regd. Office : Survey No. 179/1, Village : Vasna-Iyava,  
Taluka : Sanand, District : Ahmedabad - 382 170.