



31st Annual Report

2023-24

Ishita Drugs & Industries Limited

"Our basic drugs in the service of humanity worldwide"

THIRTY- FIRST ANNUAL REPORT - 2023-24

Board of Directors : **Mr. Jagdish Agrawal** - Managing Director [DIN: 01031687]
Mr. Govind Gupta - Director [DIN: 00052690]
Mrs. Abha Agrawal - Director [DIN: 01589479]
Mr. Niranjan Agrawal - Director [DIN: 06503361]
 (Resigned w.e.f August 13, 2024)
Mr. Arvind Sapkal - Director [DIN: 08607096]
Ms. Dhvani Solanki - Additional Director [DIN:10299290]
 (Appointed w.e.f August 13, 2024)

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, 3rd 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**

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

ANNUAL GENERAL MEETING
 On Monday, 30th September, 2024
 at 11.30 A.M.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **THIRTY-FIRST (31st) ANNUAL GENERAL MEETING** of the Members of **ISHITA DRUGS AND INDUSTRIES LIMITED (CIN: L24231GJ1992PLC017054)** will be held on Monday, 30th September, 2024 at 11.30 a.m. 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 31st March, 2024 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 31st Annual General Meeting till the conclusion of the next 32nd 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 Consider and Approve the Re-appointment of Mr. Jagdishprasad Agrawal [DIN: 01031687] as a Managing Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of

Directors and subject to the approval of the shareholders of the Company be and is hereby re-appoint, Mr. Jagdishprasad Agrawal [DIN: 01031687], aged about 76 years, as the Managing Director of the Company, for the period of Three Years with the effect from 1st October, 2024, not liable to retire by rotation, and the payment of such remuneration including salary and perquisites as laid out in draft agreement between Company and Mr. Jagdishprasad Agrawal, which is within the limits prescribed under the schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT subject to the recommendation of Nomination and Remuneration Committee, Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment/remuneration, subject to the same not exceeding the limits specified under schedule V of the Companies Act, 2013 or SEBI Listing regulations or as approved by the members in terms of the foregoing resolution."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters or things and take all necessary and expedient steps to give effect to this resolution."

5. **To Consider and Approve the Appointment of Ms. Dhvani Solanki [DIN: 10299290] as an Independent Non-executive Director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Sections 149, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Dhvani Solanki [DIN: 10299290], who was appointed as an Additional Director (Independent and Non-Executive) of the Company, under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-executive Independent Director, not liable to retire by rotation, for a first term of five consecutive years commencing from 1st October, 2024 up to 30th September, 2029.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. 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, and subject to the approval of the shareholders of the Company be and is hereby accorded for entering into and/or carrying out and/or continuing with the existing contract(s)/ arrangement(s)/ transaction(s) or modification (s) of earlier / arrangement(s)/ transaction(s) or as fresh and independent transaction(s) or otherwise, regarding to sales, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing or receiving of loans or guarantees or securities or making investments, (whether individually or series of transactions taken together or otherwise) with ISHITA PHARMACEUTICALS, a “Related Party” of the Company as per Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations, 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, however, that the said contract(s)/ arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.”

“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.”

7. 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, and

subject to the approval of the shareholders of the Company be and is, hereby accorded for entering into and/or carrying out and/or continuing with the existing contract(s)/ arrangement(s)/ transaction(s) or modification (s) of earlier / arrangement(s)/ transaction(s) or as fresh and independent transaction(s) or otherwise, regarding to sales, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services including the providing or receiving of loans or guarantees or securities or making investments, (whether individually or series of transactions taken together or otherwise) with ANVI LIFESCIENCES PRIVATE LIMITED, a “Related Party” of the Company as per Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations, 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, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.”

“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.”

8. To approve borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013

To consider, and, if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the Section 180(1)(c) and other applicable provisions the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any committee of the Board (“the Board”) to borrow any sum(s) of money by way of any kind of loans or any other instruments / securities otherwise permitted by law for the time being in force, from time to time, where the money to be borrowed together with the money already borrowed by the Company, may exceed the aggregate of its paid-up share capital, securities premium and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not exceed the sum of ₹ 30 Crore (Rupees Thirty Crore Only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including Committee

of the Board) be and is hereby authorized to finalize, settle and execute such documents/ deeds/ agreements, also to arrange or settle the terms and conditions on which all such monies are to borrowed from time to time as to interest, repayments, securities or otherwise as and when required, in the best interest of the Company."

9. Creation of Charges on the movable and immovable assets of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.

To consider, and, if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the Section 180(1)(a) and other applicable provisions the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board") for creation of such mortgages, charges and hypothecations as may be necessary on all or any immovable and/or movable assets, tangible or intangible assets, of the Company, both present and future, in such manner as the Board may direct, to or in favour of the Banks, Financial Institutions, Investment Institutions and their subsidiaries, trustees for the holders of debentures / bonds or other Bodies Corporate (hereinafter referred to as the "Lending Agencies") for securing any loans of the Company, and / or the issue of debentures / bonds or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company in respect of such borrowings provided that the maximum extent of indebtedness secured by the properties of the Companies not exceeding ₹ 30 Crore (Rupees Thirty Crore Only) at any time."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby severally authorized to finalize with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and / or hypothecations and to file necessary forms with the Registrar of Companies and to do such other acts, deeds, things and execute all such documents, undertaking as may be considered necessary for giving effect to this Resolution."

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

Sd/-

Abha Agrawal

Director

DIN : 01589479

Place: Ahmedabad
Dated: 30th May, 2024

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 24.09.2024 to 30.09.2024 (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 dated November, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 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 or bssahd2@bigshareonline.com or via post.

Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests i.e. Issue of Duplicate share certificate, Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly KYC forms as prescribed by RTA and it may be noted that any service request can be processed only after the folio is KYC Compliant.

- l) Non Resident Indian members are requested to inform Big Share/ respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - 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
- 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:**
- 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).

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

Electronic Voting Event Number : (EVEN) : 130136	
Commencement of e-voting	End of e-voting
Friday, 27 th September, 2024 at 9.00 am IST	Sunday, 29 th September, 2024 at 5.00 p.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 23rd September, 2024 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>

2. 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

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 evoting 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 evoting@nsdl.co.in or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 with a copy marked to evoting@nsdl.com.
- 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 to reset the password.
- 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 or call on : 022 - 4886 7000 or send a request to evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories 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 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) 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: 30th May, 2024

Abha Agrawal
Director
DIN: 01589479

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.

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 Jagdish prasad 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 - I**Details of the Director seeking re - appointment at the ensuing Annual General Meeting of the Company**

Name of the Director :	Mrs. Abha Agrawal
DIN :	01589479
Age & Date of Birth :	73 years, February 12, 1951
Date of first appointment on the Board :	05.02.1992
Qualifications:	M. A. (Psychology)
Directorship in other Companies :	1. Ishita Overseas Private Limited 2. Anvi Lifesciences Private Limited
Membership of Committee	Member of : 1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee
No. of Board Meetings attended during the Financial Year 2023-24 :	4/4 (Four)
No. of shares held in the Company:	2,38,993/- (7.99%)
Relationship with other Directors / KMP	No relationship with any Directors / KMP except : Mr. Jagdish Agrawal, Managing Director (Spouse) Mr. Sumit Agrawal, CFO (Son)
Proposed Remuneration	As per mutual agreement, and as per Company Policy

ITEM NO: 4

The Members of the Company had approved the appointment of Mr. Jagdishprasad Agrawal [DIN: 01031687] as Managing Director of the Company for a period of three years with effect from October 1st, 2021 at the Annual General Meeting of the Company held on 30th September, 2021 at a remuneration as per Schedule V of the Companies Act, 2013.

The present term of Mr. Jagdishprasad Agrawal expires on 30th September, 2024. It is, therefore proposed to re -appoint Mr. Jagdishprasad Agrawal as Managing Director of the Company in the ensuing Annual General Meeting for further period of three years with the effect from 1st October, 2024, under Schedule V of the Companies Act, 2013.

In accordance with the provision of Section 196 and Schedule V of the Companies act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulation") including amendments, if any a person who has attained the age of 70 years and above can be appointed as Managing Director only by-passing Special Resolution, in which case, the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

Since Mr. Jagdishprasad Agrawal is aged about 76 years, a Special Resolution is included in the notice seeking approval of the shareholders for his re-appointment as a Managing Director of the Company.

He has more than 50 years of experience in the chemicals and pharmaceuticals industry and is widely acknowledged as an industry expert. He has been at the helm of your Company for many years and is responsible for the overall strategic growth of the Company as

well as the day-to-day functioning of the Company. Being an industry expert, he provides invaluable technical guidance to the production department and is fully involved at the micro level with all issues pertaining to the factory and production.

Recently, the Govt. of India has amended the Revised Schedule M of the Drugs and Cosmetics Act, 1940 and all pharmaceutical companies have been given a time frame within which they will have to upgrade their facilities to comply with the new version of the Schedule M. The Company will have to undertake a major project to renovate and upgrade to the standards set out in the amended Schedule M. In these challenging times, the experience and leadership of Mr. Jagdishprasad Agrawal will be most critical for the Company.

He is also liaising with various regulatory bodies and govt. departments. Due to his rich background and vast experience, he provides invaluable inputs, contribution and support to the Board and various Committees. It is, therefore, in the interest of the Company to re-appoint him as a Managing Director of the Company.

Further in case of inadequate profit or no profit, the Managing Director can be appointed under Schedule V of the Companies Act, 2013 up to the period not exceeding three years by the shareholders passing Special Resolution in the Annual General Meeting.

Re-appointment and remuneration proposed to be paid to Mr. Jagdishprasad Agrawal, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration is within the limits permissible under Schedule V of the Act.

Mrs. Abha Agrawal being related to Mr. Jagdishprasad Agrawal, may also be deemed to be interested in the said resolution. None of the other directors of the Company are concerned or interested in the proposed resolution.

Explanatory Statement regarding the Agreement between Managing Director and The Company

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Agreement between Mr. Jagdishprasad Agrawal and Ishita Drugs and Industries Limited, regarding terms and conditions sets out between them.

Mr. Jagdishprasad Agrawal is looking after the overall management of the Company. For his re-appointment as Managing Director the terms and conditions regarding his appointment and remuneration is given below:-

I. **Salary:** The Managing Director shall be paid in the range between ₹ 4,25,000 – ₹. 7,00,000 per month within which his basic salary, house rent allowance, special allowances, LTA, other allowances etc. would be determined, with annual increments as may be decided by the Board of Directors of the Company in accordance with the Company's policy and Schedule V of the Companies Act, 2013.

II. **Perquisites:** In addition to Salary Mr. Jagdishprasad Agrawal will be entitled to the following perquisites/benefits.

➤ CATEGORY-A

1. Medical Reimbursement

Expenses incurred for the Director and his family, subject to the ceiling of one month's salary over a period of one year. It may include, inter-alia, payment of premium for health insurance for the Director and his family, within the limits as mentioned earlier.

2. Leave travel Concession

For self and his family once in a year in accordance with the rules of the Company. It may include, inter-alia, direct payment for tickets for the Director and his family, for hotel bookings and other travel arrangements.

3. Personal Accidental Insurance

For personal Accidental Insurance the premium is not exceeding ₹ 50000/- P.A.

➤ CATEGORY – B

1. Company's contribution towards provident fund as per the rules of the Company.
2. Company's contribution towards superannuation fund as per the rules of the Company.
3. Gratuity as per the rules of the Company not exceeding one half month's salary for each completed year of service as a Director.

➤ **CATEGORY - C**

1. Free telephone facility at residence.
2. Car facility along with driver including fuel expenses, vehicle maintenance expenses etc.
3. Leave on full salary and perquisites for a period of one month for every eleven months services. Leave accumulated but not availed of, will be allowed to be encashed.
4. The director shall also be entitled to entertainment expenses, gifting expenses related to the business of the Company.

The remuneration, inclusive of salary and perquisites, of Mr. Jagdishprasad Agrawal would be governed by and subject to the ceiling prescribed under schedule V of the Companies Act, 2013, or any other amendment, modification, verification or re-enactment thereof.

➤ **The following additional detailed information as per Section II of Schedule V is as follows****I. General Information About the Company**

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

- a. **Date or expected date of Commencement of Commercial production:** The Company was incorporated on 5th February, 1992 as a Public Limited Company and the Certificate of Commencement of Business was obtained on 14th February, 1992. The Company had Commenced commercial production by late 1997.
- b. **In case of a new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable as Company is old and established company
- c. **Financial performance based on given indicators:** It is already described in Directors Report as well as Auditors Report forming part of the Annual Report of the Company.
- d. **Foreign Investment or collaborations, if any:** The Company has not entered into any foreign collaboration and not made any foreign investment.

II. Information about the appointee:

Mr. Jagdish Agrawal, Managing Director of the Company, has been associated with the company since from the primary stage of the Company. His current tenure is for a period of 3 years which expires on 30th September 2024 and it is proposed to re-appoint him for a further period of 3 years.

Mr. Jagdish Agrawal is a highly qualified person with B.E. (Chemical Engineering) from U.D.C.T. Mumbai and a M.S. (Chemical Engineering) from University of Florida, USA. He has more than 50 years of experience in the chemicals and pharmaceuticals industry and is widely acknowledged as an industry expert. He is a member of various Govt. Committees and Industry Association committees, in an advisory and executive role. He is also a first-generation entrepreneur and often lectures at prestigious institute of Ahmedabad on that subject. He was honored with the UDYOG PATRA Award in 1982 at the hands of Vice-President of India.

He has been at the helm of your company for many years and is responsible for the overall strategic growth of the Company as well as the day-to-day functioning of the Company. Being an industry expert, he provides invaluable technical guidance to the production department and is fully involved at the micro level with all issues pertaining to the factory and production. He is also liaising with various regulatory bodies and govt. department.

Under his leadership, Company was declared as the "BEST SME FOR CORPORATE GOVERNANCE (SMALL)" at the Business Today – Yes Bank SME Awards 2011 in New Delhi. The award is a reflection of the high ethical standards and transparency adopted by the Company, under the leadership of Mr. Jagdishprasad Agrawal, in its business dealings and serving of shareholders' interest. It is under his guidance that the Company has had its highest turnover of ₹ 1546.78 lakh, during the year under review.

The present remuneration of the Managing Director includes a salary of ₹ 4,25,000/- P.M. and other perquisites. It may be mentioned that by pharma industry standards, even compared to other industries of similar size, the remuneration is quite low, looking to the experience, expertise and profile of Mr. Jagdishprasad Agrawal.

It is now proposed to re – appoint Mr. Jagdishprasad Agrawal at a salary range of ₹ 4,25,000 – ₹ 7,00,000 per month and other perquisites, as per the details given in the Notice to the AGM with the Explanatory statement(s) forming part of the Notice, subject to the approval of the shareholders.

Mr. Jagdishprasad Agrawal is related to Mr. Sumit Agrawal, CFO of your Company and Mrs. Abha Agrawal, Director of your Company.

III. Other Information

The company is presently in a phase of financial consolidation. The difficult times faced by the company during its initial years of operation had resulted in carried forward losses, which the company has been able to wipe off in the subsequent few years. Since then, the company has built up its reserves. On account of its prior experiences, the company is presently working in certain low volume high margin niche products and also limiting its sales to few prestigious customers. Consequently, the profits of the company are presently seen to be inadequate.

However, the company is now focusing on adjusting its growth strategy with the rapidly changing economic scenario. The present consolidation phase will provide a good launching pad of the Company.

IV. Disclosures

The information and disclosures of the remuneration package of the Managerial Personnel have been mentioned in the Annual Report in the Corporate Governance Report Section under the heading “Remuneration paid/ payable to Managing / Executive Director (Whole time Director) for the year ended on 31st March, 2024”.

The proposed remuneration of the Managing Director is within the ceiling limits prescribed in schedule V of the Companies Act, 2013. The proposed salary has been approved by a Nomination & Remuneration Committee.

The explanatory statement together with the notice should be treated as an abstract of the terms of Agreement and Memorandum of concern or interest under section 190 of the Companies Act, 2013. Mr. Jagdishprasad Agrawal is deemed to be concerned or interested in Resolution which pertains to his re-appointment and remuneration payable to him. Further Mrs. Abha Agrawal is deemed to be concerned in this resolution being relative of Mr. Jagdishprasad Agrawal. Other than that, none of the director is concerned or interested in this Resolution.

ITEM NO: 5

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Ms. Dhvani Solanki [DIN: 10299290] as an Additional Director (Independent and Non-executive) of the Company in the board meeting held on 13th August, 2024 to hold office up to the date of next Annual General Meeting of the Company.

The Company had received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Dhvani Solanki for the office of director of the Company. The Company has received a declaration from Ms. Dhvani Solanki that she meets the criteria of independence, as prescribed in Section 149(6) and (7) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015 (“Listing Regulation”).

Further, she has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and also given her consent to act as a Director.

Pursuant to the Section 161 of the Companies Act, 2013 (the “ACT”), the Company now proposes to appoint Ms. Dhwan Solanki as a Director on the Board of the Company, to hold office as an Independent Director (Non -executive), not liable to retire by rotation, for a term of five consecutive years, commencing from 1st October, 2024 to 30th September, 2029, subject to the approval of the shareholders of the Company.

Additional information as required under Regulation 36 of SEBI (LODR) Regulation, 2015 and Secretarial Standards – 2 is provided in Annexure II hereto.

None of the director(s) and key managerial personnel of the Company or their respective relatives, except Ms. Dhvani Solanki, to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution set forth out at the Item No. 5 to this notice for the approval of the members by way of a Special Resolution.

ANNEXURE – II

Details of the Director seeking appointment at the ensuing Annual General Meeting of the Company

Name of the Director :	Ms. Dhvani Solanki
DIN :	10299290
Age & Date of Birth :	42 years, 18/03/1982
Date of first appointment on the Board :	13 th August, 2024
Qualifications:	Company Secretary, B.C.A.
Brief Profile	Ms. Dhvani Solanki is a Qualified Company Secretary with more than 10 years of experience working in private and public listed companies. She involves in various statutory compliances and day to day accounting activities like GST registration and also in secretarial and Internal Audit, matters related to RBI and foreign exchange trading laws and regulations.
Directorship in other Companies :	Rachana Infrastructure Limited
No. of Board Meetings attended during the Financial Year 2023-24 :	N.A.
No. of shares held in the Company:	NIL
Relationship with other Directors / KMP	Ms. Dhvani Solanki is not related to any of the Directors and KMP of the Company.
Proposed Remuneration	As per mutual agreement, and as per Company Policy

ITEM NOS. 6 & 7:

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 2024-25 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. 6 & 7 of this Notice, for approval of the Members. This Explanatory statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

ITEM NO : 8 & 9

As per the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow money in excess of aggregate of the paid-up share capital, free reserves and securities premium (apart from temporary loans obtained from the Company's bankers in the ordinary course of business).

Recently, the Govt. of India has amended the Revised Schedule M of the Drugs and Cosmetics Act, 1940 and all pharmaceutical companies have been given a time frame within which they will have to upgrade their facilities to comply with the new version of the Schedule M. The Company will have to undertake a major project to renovate and upgrade to the standards set out in the amended Schedule M. The Company may need to borrow additional funds from banks / financial institutions to execute this major upgradation project.

It would, therefore, be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors, to borrow monies which may exceed at any time the aggregate of the paid-up share capital, free reserves and securities premium but shall not exceed ₹ 30 Crores (Rupees Thirty Crores Only).

In order to facilitate securing the borrowings made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. As per provisions of Section 180(1)(a) of the Companies Act, 2013 shareholder approval by way of special resolution is required to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Resolutions set out in item no. 8 & 9 of the Notice for your approval as Special Resolutions.

None of the Directors and key managerial personnel of the Company and their relatives are concerned or interested either directly or indirectly in the resolutions set out at item no.8 & 9.

Place: Ahmedabad
Dated: 30th May, 2024

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

Sd/-

Abha Agrawal

Director / DIN: 01589479

DIRECTORS' REPORT**Dear Shareholders,**

We have pleasure in presenting the **Thirty-First (31st) Annual Report** together with the Audited Financial Statement for the Financial Year ended 31st March, 2024.

FINANCIAL RESULTS

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

₹ in Lacs

	For the year ended 31.03.2024	For the year ended 31.03.2023
Turnover & other incomes	1546.78	1227.29
Operating gross profit	118.88	96.23
Financial Charges	(8.98)	(5.36)
Depreciation	(11.17)	(12.93)
Profit before tax & after exceptional items	98.73	77.94
Provision for Income Tax	(24.00)	(21.00)
Provision for Deferred Tax	0.12	0.80
Net profit / loss (-)	74.85	57.74

REVIEW OF BUSINESS OPERATIONS & FINANCIAL PERFORMANCE

The Board is pleased to report that the total revenue of the Company during the year under review was the highest ever. The total revenue has gone up by 26.03% from ₹ 1227.29 lakh in the previous year to ₹ 1546.78 lakh during the year under review. This was largely due to the significant increase in exports of the company from ₹ 184.49 lakh in the previous year to ₹ 293.55 lakh in the year during review.

The higher turnover resulted in significantly higher operating profits for the Company. The operating profit of the Company increased from ₹ 96.23 Lakh in the previous year to ₹ 118.88 during the year under review, an increase of about 23.54%. The increased operating profits have led to higher net profits for the company at ₹ 74.85 Lakh in the year under review compared to ₹ 57.74 lakh in the previous year, an increase of about 29.62%.

During the year under review, the GMP certification of the manufacturing facility of the Company was renewed by the regulatory authorities. This will help the Company to continue to explore alternate export markets for its products.

FUTURE OUTLOOK

During the year under review, the Government of India amended the Schedule M of the Drugs and Cosmetics Act, 1940, in an effort to bring the nation's pharmaceutical quality standards up to par with global standards. The Schedule M prescribes the Good Manufacturing Practices (GMP) and requirements of premises, plant, and equipment for pharmaceutical products. All pharmaceutical units have been given a deadline, based on their turnover, to comply with the

requirements of the amended Schedule M. Based on the current guidelines, the Company has to comply with amended Schedule M by December 2024.

The Company will have to undertake a major renovation and upgradation of its manufacturing facility to meet the requirements of the amended Schedule M. The project will involve dismantling of some old production areas, construction of new buildings, purchase and installation of many new equipment, utilities etc. Due to this, there may be some disruption to production during the current year.

This is going to be a major challenge for the Company, in terms of availability of knowledge resources, skilled manpower and funds. The Company has already finalized the design and layout of the upgraded facility and is planning for the implementation phase.

The Company may have to raise debt to partially fund this major upgradation project. However, the Company has adequate built-up reserves and liquidity for its operational needs.

On account of these regulatory changes, the present business environment is quite challenging and uncertain. However, the Board is confident that your Company would be able to comply with the requirements of the amended Schedule M in due course. Once the facility is upgraded, the Company would be able to introduce newer products as also start exporting to regulated markets. This would provide a great impetus to its growth.

SHARE CAPITAL

There is no change in the share capital of the Company. During the year under review, 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.

The Paid-up Capital of the Company as on 31st March, 2024 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 31st March, 2024.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

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, 2024, 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 proposes to appoint, 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 (31st) AGM till the conclusion of next (32nd) AGM of the Company.

The Auditors' Report on the financial statements for the financial year 2023-24 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, Practicing 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.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the Secretarial Standards specified by the Institute of Company Secretaries of India ("ICSI") on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

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, 2024 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. **Mr. Jagdishprasad Agrawal [DIN: 01031687]:** The present term of Mr. Jagdishprasad Agrawal expires on 30th September, 2024. It is, therefore, proposed to re-appoint Mr. Jagdishprasad Agrawal as Managing Director of the Company for a further period of three years with the effect from 1st October, 2024, under schedule V of the Companies Act, 2013.
- b. **Mrs. Abha Agrawal [DIN: 01589479]:** retires by rotation, and being eligible, has offered herself for re-appointment. The Board has recommended her re-appointment.
- c. **Ms. Dhvani Solanki [DIN: 10299290]:** The Board of Directors of the Company proposes the appointment of Ms. Dhvani Solanki [DIN: 10299290] as an Independent Director (Non-executive) of the Company for a term of Five years, subject to the approval of shareholders.

- d. In the current year **Mr. Niranjan Agarwal [DIN: 06503361]** had resigned from the position of Non-Executive Independent Director, with effect from the close of business hours on 13th August, 2024, due to personal reasons. The director confirms that there are no material reasons for the resignation other than those mentioned in the respective resignation letter. The board at its meeting held on 13th August, 2024 accepted his resignation and appreciated his contribution and guidance to the Company during his tenure.

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.

The composition of Board of Directors of the Company is in compliance with the requirements prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

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 departures,
- 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 31st March, 2024 and of the profit of the Company for the financial year ended 31st March, 2024;
- 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. The risk management framework is reviewed periodically by the Board.

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

In accordance with the Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations, the Company has formulated the Vigil Mechanism and whistle blower policy for Directors and employee 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 mechanism provides ethical code of conduct of the highest degree of transparency, integrity, accountability and responsibility.

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 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.

During the year under review, the Company deputed its employees to attend a "Awareness Workshop for the Corporate Sector", which was organized by National Commission for Women, for giving training on POSH.

There was no complaint received from employee during the financial year 2023-24 and hence no complaint is outstanding as on 31.03.2024 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.

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

Place: Ahmedabad
Dated: 30th May, 2024

Sd/-
Abha Agrawal
Director
DIN: 01589479

ANNEXURE A TO THE BOARD'S REPORT
EXTRACT OF ANNUAL RETURNS AS ON 31ST MARCH 2024

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 th 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, Ahmedabad - 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	
A. Promoter									
1) Indian	--	--	--	--	--	--	--	--	--
a) Individual/ HUF	1049410	--	1049410	35.09	1050611	--	1050611	35.13	0.04
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):-	1476710	--	1476710	49.38	1477911	--	1477911	49.42	0.04
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	39735	3100	42835	1.43	11127	3100	14227	0.48	(0.95)
(ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	568708	434065	1002773	33.53	728521	428040	1156561	38.68	5.15
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	318000	0	318000	10.63	263372	0	263372	8.81	(1.82)
c) Others									
(i) Clearing Members	515	0	515	0.02	479	0	479	0.02	0.00
(ii) NRI	36678	0	36678	1.23	34656	0	34656	1.16	(0.07)
(iii) Trusts	100	0	100	0.00	100	0	100	0.00	0.00
(iv) HUF	98785	0	96785	3.30	29090	0	29090	0.97	(2.33)
(v) Relatives of Promoters (Non-Promoter)	13904	00	13904	0.46	13904	00	13904	0.46	0.00
Sub-total(B)(2)	1076425	437165	1513590	50.62	1081249	431140	1512389	50.58	(0.04)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1076425	437165	1513590	50.62	1081249	431140	1512389	50.58	(0.04)
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	2553135	437165	2990300	100.00	2559160	431140	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	237792	7.95	NIL	238993	7.99	NIL	0.04
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
	TOTAL	1476710	49.38	NIL	1477911	49.42	NIL	0.04

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	237792	7.95	0	1201	238993	7.99

iv. Shareholding Pattern of top ten Shareholders as on 31.03.2024:

(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	161300	5.39	102500	3.43
2.	SANGEETHA S	50000	1.67	38000	1.27
3.	MAHENDRA GIRDHARILAL WADHWANI	9653	0.32	26948	0.90
4.	SHWETA VINOD KOTHARI	26156	0.87	26156	0.87
5.	VINOD DAHYALAL KOTHARI	29786	1.00	25896	0.87
6.	VINODCHANDRA MULJIBHAI SHAH	22352	0.75	22352	0.75
7.	MADHUSUDHAN GUNDA	5730	0.19	21520	0.72
8.	PRATIBHA P SHAH	19784	0.66	19784	0.66
9.	ANILA DAHYALAL KOTHARI	28406	0.95	18737	0.63
10.	MANISH VINOD KOTHARI.	22043	0.78	18107	0.61
	TOTAL	375210	12.58	320000	10.71

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	96,04,251	---	---	96,04,251
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	96,04,251	---	---	96,04,251
Change in Indebtedness during the financial year				
- Addition	---	---	---	---
- Reduction	96,04,251	---	---	96,04,251
Net Change	96,04,251	---	---	96,04,251
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	---	---	0.00
ii) Interest due but not paid	0.00	---	---	0.00
iii) Interest accrued but not due	0.00	---	---	0.00
Total (i+ii+iii)	0.00	---	---	0.00

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	2,76,000	34,56,000
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	31,80,000	2,76,000	34,56,000

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 2023-24 is as follows:

Name of Director	Total Remuneration (₹)	Ratio of remuneration of Director to the median remuneration
Mr. Jagdish Agrawal	51,00,000/-	17.86

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, 2024.

B. Details of percentage increase in the remuneration of Director and CFO in the financial year 2023-24 is as follows :

Name	Designation	Remuneration in ₹ (PM)		Increase (%)
		2023-24	2022-23	
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 2023-24

It is not practical to ascertain the above as the type and number of employees at different levels has changed between FY 2022-23 and 2023-24.

D. Number of permanent employees on the rolls of the Company as on 31.03.24: 17 (Seventeen)

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

There was an increase of 11.52% in remuneration of all employees during the year under review as compared to the financial year 2022-23. The increase in remuneration was essential to retain employees. Remuneration of only those employees was considered who were with the Company in 2022-23 and 2023-24.

Particulars	Growth (%)
Total Revenues	26.03
Operating Profit	23.54
Profit After Tax	29.63

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 CFO while the remuneration of the CS was increased by approx. 17.50% during the FY 2023-24, while the net profits of the Company increased by 26.63% during the same period.

G. Details of Share price and market capitalization

	As on 31 st March 2024	As on 31 st March 2023	Increase / (Decrease) (%)
Closing Market Price on BSE	65.58	49.42	32.70
Price Earnings Ratio	26.20	25.60	2.38
Market Capitalization (₹ lakh)	1961.04	1477.81	32.70

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 an increase of 11.52% in the remuneration of all employees, during the year under review. (Remuneration of only those employees was considered who were with the company in 2022-23 & 2023-24).

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

The remuneration payable to the Director for the year 2023-24 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 31/03/2024

**[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-IYAVATAL. 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 31st March, 2024, 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 on 31st March, 2024, according to the provisions of:

- (i) The Companies Act, 2013("the Act") and the rules made thereunder as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (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;
 - 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 31st March, 2024);

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, except in respect of matters specified below

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 a 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.

1. Public/Rights/Preferential issue of shares/Debentures/ Sweat Equity, etc.
2. Redemption/Buy-back of securities.
3. Major decision taken by the members in pursuance to Section 180 of the Companies Act, 2013,

4. Merger/ Amalgamation/ Reconstruction, etc.
5. Foreign Technical Collaboration.

For Meenu Maheshwari & Associates

Sd/-
Proprietor
(Meenu Maheshwari)
Company Secretaries
Firm Regn No.: S2015GJ305400
ICSI UDIN : F007087F000854769
FCS No. 7087 C.P. No. 8953

Date: 30-05-2024
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 : F007087F000854769
FCS No. 7087 C.P. No. 8953

Date: 30.05.2024
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 31st March, 2024 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 affair s of the Company.

For Meenu Maheshwari & Associates

Sd/-
Proprietor
(Meenu Maheshwari)
Company Secretaries
Firm Regn No.: S2015GJ305400
ICSI UDIN : F007087F000854771
FCS No. 7087 C.P. No. 8953

Date: 30.05.2024
Place: Ahmedabad

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

	2023-24	2022-23
1) Electricity		
(a) Purchased units KWH (GEB)	54572	72898
Total amount ₹	632658	771673
Average Rate per Unit ₹	11.59	10.59
(b) Own Generation through D.G.		
Amount of Diesel ₹	-----	-----
Units of Diesel consumed (Ltrs)	-----	-----
2) Other Fuels ₹	950987	926276

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:

	2023-24	2022-23
(a) Capital	----	----
(b) Recurring	₹ 178115	₹ 164698
Total (a+b)	₹ 178115	₹ 164698
(c) Total R&D expenditure as a percentage of total turnover	0.12%	0.13%

(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 (2023-24)**

a) Foreign Exchange Earning - ₹ 2,95,48,306/-

(PY ₹ 1,74,86,934/-)

b) Foreign Exchange Outgo - ₹ 2,44,71,175/-

(PY ₹ 2,28,131/-)

For and on behalf of the Board

Place: Ahmedabad
Dated: 30th May, 2024

Sd/-
Abha Agrawal
Director
DIN : 01589479

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 31st March, 2024.

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

The Company constantly endeavours to create and sustain long-term value for all its stakeholders, customers, business partners and the communities that it operates. 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 March 31, 2024, 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 as a director and 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:

In compliance with Companies Act, 2013 and SEBI Listing Regulations, 4(Four) meeting of the Board of Directors were held as on 31st March, 2024. 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 30/05/2023, 12/08/2023, 08/11/2023 and 13/02/2024.

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

Separate meeting of Independent Directors:

A separate meeting of Independent Directors of the Company, was held on 9th February, 2024, as required under Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, to consider and evaluate the performance of Non-Independent Directors and the Board of Directors as a whole.

The performance evaluation of Managing Director and the Non-Executive Directors was carried out by the Independent Directors. The Independent Directors expressed their satisfaction with the performance of the Non-Independent Directors and the Board.

Committees of the Board:

Currently, there are Three (3) Committees of the Board, namely: Audit Committee, Nomination & Remuneration Committee and Stakeholders 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:

As on 31st March, 2024, 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. 2023-24 on 30/05/2023, 12/08/2023, 08/11/2023 and 13/02/2024. 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, as on 31st March, 2024, 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.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

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

During the financial year ended 31st March, 2024, Four (4) Committee Meetings were held on 30/05/2023, 12/08/2023, 08/11/2023 and 13/02/2024.

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 30th September, 2021. For the financial year 2023-24, the remuneration payable to Mr. Jagdish Agrawal is reviewed by the Nomination and Remuneration Committee.

The current tenure of the Managing Director ends on September 30, 2024, and it is proposed to re-appoint him for a further period of 3 years, w.e.f. October 1, 2024 at a salary in range of ₹ 4,25,000 – ₹ 7,00,000 per month plus other perquisites. The Committee has reviewed and approved the re-appointment.

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 2023-24.

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 2023-24, 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.

As on 31st March, 2024, 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, 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	1
3 Disposed of during the year	1
4 Remaining unresolved at the end of the year	NIL

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

During the financial year 2023-24, the Committee met four times on 30/05/2023, 12/08/2023, 08/11/2023 and 13/02/2024. There were no pending complaints at the end of the financial year 2023-24.

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
2022-23	"Manthan", Hotel Krsna Lila, Nr. Rexroth Bosch, Village Iyava, Tal. Sanand, Sanand Viramgam Highway, Gujarat 382170	27/09/23	11.30 AM	0
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
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There was no Extra Ordinary General Meeting (EGM) held during the year ended March 31, 2024.

All special and ordinary 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 arms-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 2023-24	30/09/2024 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	24/09/2024 to 30/09/2024 (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. De-materilisation of Shares	As on 31/03/24, approx. 85.58% shares of the company were held in de-materialized form			
6. Market Data : High, Low during each month in last financial year 2022-23	Month	High (₹)	Low (₹)	Volume (Nos)
	Apr-23	60.30	44.06	21412
	May-23	66.90	46.01	36832
	Jun-23	88.90	50.61	307848
	Jul-23	82.17	71.89	45184
	Aug-23	78.40	60.81	45502
	Sep-23	82.65	63.82	191953
	Oct-23	73.75	61.75	15953
	Nov-23	78.00	64.60	55461
	Dec-23	87.00	65.00	167898
	Jan-24	82.90	65.92	128773
	Feb-24	98.37	68.21	627842
	Mar-24	75.87	62.00	93260
7. Plant Locations	Survey No.179/1, Village : Vasna-Iyava, Ta. Sanand, Ahmedabad			

GREEN INITIATIVE IN CORPORATE GOVERNANCE:

Pursuant to Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th 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:

During the year under review, the Government of India amended the Schedule M of the Drugs and Cosmetics Act, 1940, in an effort to bring the nation's pharmaceutical quality standards up to par with global standards. The Schedule M prescribes the Good Manufacturing Practices (GMP) and requirements of premises, plant, and equipment for pharmaceutical products. Based on the current guidelines, the Company has to comply with amended Schedule M by December 2024.

The Company will have to undertake a major renovation and upgradation of its manufacturing facility to meet the requirements of the amended Schedule M. The project will involve dismantling of some old production areas, construction of new buildings, purchase and installation of many new equipment, utilities etc. This is going to be a major challenge and threat for the Company, in terms of availability of knowledge resources, skilled manpower and funds. On account of these regulatory changes, the present business environment is quite challenging and uncertain.

However, the Board is confident that your Company would be able to comply with the requirements of the amended Schedule M in due course. Once the facility is upgraded, the Company would be able to introduce newer products as also start exporting to regulated markets. This would provide a great impetus to its growth.

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.

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

Sd/-

Abha Agrawal
Director
DIN : 01589479

Place: Ahmedabad
Dated: 30th May, 2024

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

Mr. Jagdish Agrawal, Managing Director [DIN: 01031687] 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: 30th May, 2024

Sd/-
Jagdish Agrawal
Managing Director
DIN : 01031687

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 **31/03/2024**, 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 **31/03/2024**, 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 **31/03/2024** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2024** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (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.

FOR Jaymin Shah & Associates

Date : 30th May, 2024
Place : Ahmedabad

Chartered Accountants
Reg No. : 129406W

Sd/-
CA Mayank Sancheti
Partner
M.No. : 170863
UDIN : 24170863BKARNY1506

ANNEXURE - A

Reports under The Companies (Auditor's Report) Order, 2020 (CARO 2020) for the year ended on 31st March 2024

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?	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.
		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)	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.

FOR Jaymin Shah & Associates

Chartered Accountants

Reg No. : 129406W

CA Mayank Sancheti

Partner

M.No. : 170863

UDIN : 24170863BKARNY1506

Date : 30th May, 2024

Place : Ahmedabad

"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, 2024 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, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date : 30th May, 2024
Place : Ahmedabad

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

Sd/-
CA Mayank Sancheti
Partner
M.No. : 170863
UDIN : 24170863BKARNY1506

BALANCE SHEET AS AT 31ST MARCH, 2024

(Amount in ₹)

S.N	PARTICULARS	Note No		As at 31/03/2024	As at 31/03/2023
I	ASSETS				
1	NON-CURRENT ASSETS				
	(a) PROPERTY, PLANT AND EQUIPMENT	A	8045760		8894589
	(b) FINANCIAL ASSETS				
	(i) INVESTMENTS	B	2714554		2714554
	(ii) LOANS	C	756400		686400
	TOTAL(1)			11516714	12295543
2	CURRENT ASSETS				
	(a) INVENTORIES	D	10642240		15983104
	(b) FINANCIAL ASSETS				
	(i) INVESTMENTS	E	30651269		31225743
	(ii) TRADE RECEIVABLES		6989657		18002692
	(iii) CASH AND CASH EQUIVALENTS	F	18253334		6055036
	(iv) OTHER BALANCES WITH BANK	G	29844702		28228423
	(v) LOANS	H	12096		2025432
	(c) OTHER CURRENT ASSETS	I	176897		255845
	TOTAL(2)			96570195	101776275
	TOTAL ASSETS(1+2)			108086909	114071818
II	EQUITY AND LIABILITIES				
1	EQUITY				
	(a) EQUITY SHARE CAPITAL	J	29903000		29903000
	(b) OTHER EQUITY	K	69312473		61827462
	TOTAL (1)			99215473	91730462
2	NON-CURRENT LIABILITIES				
	(a) FINANCIAL LIABILITIES		0		0
	(b) DEFERRED TAX LIABILITIES (NET)		198910		211333
	TOTAL(2)			198910	211333
3	CURRENT LIABILITIES				
	(a) FINANCIAL LIABILITIES				
	(i) BORROWINGS	L	0		9604251
	(i) TRADE PAYABLES		4582092		8552762
	(b) OTHER CURRENT LIABILITIES		1494821		2282544
	(c) PROVISIONS	M	1232434		988737
	(d) CURRENT TAX LIABILITIES (NET)		1363179		701729
	TOTAL(3)			8672526	22130022
	TOTAL LIABILITIES(1+2+3)			108086909	114071818
	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 : 30th May, 2024

Sd/-
Mrs. Abha Agrawal
Director

Sd/-
Sumit Agrawal
CFO

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2024

(Amount in ₹)

S.N	PARTICULARS	Note No		Year 2023-24	Year 2022-23
	<u>INCOME</u>				
I	REVENUE FROM OPERATIONS		151875959		120723284
II	OTHER INCOME	PL-1	2802290		2005325
III	TOTAL INCOME (I+II)			154678249	122728608
IV	<u>EXPENSES:</u>				
	(a) COST OF MATERIAL CONSUMED	PL-2	113745665		82052097
	(b) PURCHASE OF STOCK IN TRADE	PL-3	640000		4822221
	(c) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE	PL-4	(1451039)		(1341672)
	(d) EMPLOYEE BENEFIT EXPENSES	PL-5	13389485		12835219
	(e) FINANCIAL CHARGES	PL-6	897600		535576
	(f) DEPRECIATION		1116714		1292598
	(g) MANUFACTURING AND OTHER EXP.	PL-7	16467237		14738155
	TOTAL EXPENSES			144805661	114934194
V	PROFIT FOR BEFORE TAX (III-IV)			9872588	7794414
VI	TAX EXPENSE				
	(a) CURRENT TAX			2400000	2100000
	(b) DEFERRED TAX			(12423)	(79570)
VII	PROFIT / (LOSS) FOR THE YEAR			7485011	5773984
VIII	OTHER COMPREHENSIVE INCOME			0	0
IX	TOTAL COMPREHENSIVE INCOME FOR THE YEAR			7485011	5773984
X	EARNING PER EQUITY SHARE (FACE VALUE ` 10 EACH)				
	(a) BASIC			2.50	1.93
	(b) DILUTED			2.50	1.93

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 : 30th May, 2024

Sd/-
Mrs.Abha Agrawal
Director

Sd/-
Sumit Agrawal
CFO

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

(Amount in ₹)

	For the Year 2023-24	For the Year 2022-23
A Cash flow from operating activities :		
Profit before tax	9872588	7794414
Add : Depreciation	1116714	1292598
Interest & Other financial charges	897600	535576
Less : Interest received	1806356	1428235
Dividend received	9003	12891
Income from Investments	986930	564199
Operating profit before change in working capital	9084612	7617264
Add : Trade Debtors	11013034	(12583177)
Decrease / (Increase) in Inventory	5340864	(6246042)
Decrease /(Increase) in Loans and advances	2022285	(1896125)
Less : Provision for Taxation	2400000	2100000
Increase / (Decrease) Short term provisions	544026	(529828)
Trade creditors, Current liabilities & Provisions	3309221	14296417
Net cash generated from operating activities (A)	21207548	(28974668)
B Cash inflow from investing activities :		
Add : Investment sold / (purchased)	574474	6706361
Dividend received	9003	12891
Income from Investments	986930	564199
Less : Investment in fixed assets	267885	1341604
Net cash generated from investing activities (B)	1302522	5941847
C Cash flow from financial activities :		
Add : Interest received	1806356	1428235
Add : Borrowing	(9604251)	9604251
Less : Interest & Other financial charges	897600	535576
Net cash generated from financial activities (C)	(8695494)	10496909
Net Increase/(decrease) in Cash & Cash Equivalents (A+B+C)	13814576	(12535912)
Opening balance of Cash and cash equivalents & Other Bank Balances	34283459	46819371
Closing balance of Cash and cash equivalents & Other Bank Balances	48098036	34283459
Net Increase/(decrease) in Cash & Cash Equivalents & Other Bank Balances	13814577	(12535912)
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 : 30th May, 2024

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 2024 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 : 30th May, 2024

Chartered Accountants

NOTES :**A PROPERTY, PLANT & EQUIPMENT**

Particulars	Gross Block				Depreciation				Net Block	
	As at 01/04/23 ₹	Addition ₹	Deduction ₹	As at 31/03/24 ₹	As at 01/04/23 ₹	Addition ₹	Deduction ₹	As at 31/03/24 ₹	As at 31/03/24 ₹	As at 31/03/23 ₹
Factory Land	904811	---	---	904811	---	---	---	---	904811	904811
Plant and Machinery	24730022	---	---	24730022	21694474	415571	---	22110045	2619977	3035548
Laboratory Equipment	2184198	---	---	2184198	1850187	25178	---	1875365	308833	334011
Cylinders	14441	---	---	14441	14441	---	---	14441	---	---
Effluent Treatment Plant	1608641	---	---	1608641	1528209	---	---	1528209	80432	80432
Factory Building	5905137	---	---	5905137	4924515	169542	---	5094057	811080	980622
Office Building	1264568	---	---	1264568	593864	20947	---	614811	649757	670704
Furniture and Fixtures	2125295	---	---	2125295	2037885	3037	---	2040921	84374	87410
Office Equipment	1129920	171442	---	1301362	1062164	18864	---	1081029	220333	67755
Computers	1040568	96443	---	1137010	950154	61932	---	1012086	124925	90414
Rooftop Solar Power Plant	1294920	---	---	1294920	2022	82012	---	84034	1210886	1292896
Vehicles	5111249	---	---	5111249	3761265	319631	---	4080896	1030353	1349984
Total	47313769	267885	---	47581654	38419181	1116714	---	39535894	8045760	8894589
Previous Year	45972166	1341604	---	47313770	37126582	1292598	---	38419181	8894589	8845584

(Amount in ₹)

Notes	As at 31-Mar-24	As at 31-Mar-23
B NON CURRENT INVESTMENT		
(a) Unquoted		
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) Quoted		
204 Shares of Jet Airways (India) Ltd. each of ₹ 10/- fully paid up [Market value ₹ 10047 (PY ₹ 11830)]	224400	224400
84 Shares of BSE Ltd. each of ₹ 2/- fully paid up [Market value ₹ 211336 (PY ₹ 36199)]	22568	22568
80 Shares of Avenue Supermart Ltd. each of ₹ 10/- fully paid up [Market value ₹ 362048 (PY ₹ 272084)]	23920	23920
642 Shares of SBI Cards & Payment Services Ltd. each of ₹ 10/- fully paid up [Market value ₹ 438197 (PY ₹ 475208)]	484710	484710
352 Shares of Restaurant Brand Asia Limited each of ₹ 10/- fully paid up [Market value ₹ 35640 (PY ₹ 31715)]	21120	21120
112 Shares of Mrs. Bectors Food Specialities Ltd. each of ₹ 10/- fully paid up [Market value ₹ 124846 (PY ₹ 59802)]	32256	32256
34 Shares of Indigo Paints Ltd. each of ₹ 10/- fully paid up [Market value ₹ 42724 (PY ₹ 34283)]	50660	50660
30 Shares of MTAR Technologies Ltd. each of ₹ 10/- fully paid up [Market value ₹ 50513 (PY ₹ 47446)]	17250	17250
126 Shares of Nazara Technologies Ltd. each of ₹ 4/- fully paid up [Market value ₹ 84603 (PY ₹ 65072)]	69363	69363

(Amount in ₹)

Notes	As at 31-Mar-24	As at 31-Mar-23
41 Shares of TATVA Chintan Pharma Chem Ltd. each of ₹ 10/- fully paid up [Market value ₹ 44223 (PY ₹ 68431)]	44403	44403
250 shares of Glenmark Life Science Ltd. each of ₹ 2/- fully paid up [Market value ₹ 194163 (PY ₹ 98225)]	180000	180000
16 shares of Rolex Rings Ltd. each of ₹ 10/- fully paid up [Market value ₹ 27976 (PY ₹ 32035)]	14400	14400
924 Shares of Devyani International Ltd each of ₹ 1/- fully paid up [Market value ₹ 139016 (PY ₹ 133656)]	83160	83160
83 shares of Krsnaa Diagnostics Ltd. each of ₹ 5/- fully paid up [Market value ₹ 51012 (PY ₹ 38196)]	79182	79182
148 Shares of Paras Defence and Space Technologies Ltd. each of ₹ 10/- fully paid up [Market value ₹ 90546 (PY ₹ 69612)]	25900	25900
146 shares of Latent View Analytics Ltd. each of ₹ 1/- fully paid up [Market value ₹ 74132 (PY ₹ 46880)]	28762	28762
Total	2714554	2714554
C NON CURRENT LOANS		
Security Deposits (Unsecured Considered Good Unless Otherwise stated)	756400	686400
Total	756400	686400
D INVENTORIES		
As taken, valued and certified by the M.D. Raw material (at cost)	5835849	12605197
Work in Process (at cost)	4708982	3257943
Packing, Fuel Etc. (at cost)	97409	119964
Total	10642240	15983104
E CURRENT INVESTMENTS		
Investments in units of Mutual Fund	30651269	31225743
Total	30651269	31225743
F CASH & CASH EQUIVALENTS		
Cash on hand	3699327	2939728
Banks Balance		
In Current Accounts	86309	68704
In EEFC Accounts	1250317	3046604
In Cash-Credit Account	13217381	0
Total	18253334	6055036
G OTHER BALANCES WITH BANK		
In Fixed Deposit Accounts	29844702	28228423
Total	29844702	28228423
H CURRENT LOANS		
(Unsecured - Considered good)		
Advances recoverable in cash or kind or for value to be received	0	2015948
Accrued Income for deposit	12096	9484
Total	12096	2025432
I OTHER CURRENT ASSETS		
Prepaid Expenses	176897	255845
Total	176897	255845

(Amount in ₹)

Notes	As at 31-Mar-24	As at 31-Mar-23
J <u>EQUITY SHARE CAPITAL</u>		
(1) Authorised : 60,00,000 Equity Shares of ₹ 10/- each	60000000	60000000
(2) Issued, Subscribed and paid up : 29,90,300 Equity Shares of ₹ 10/- each fully paid up	29903000	29903000
Total	29903000	29903000
K <u>OTHER EQUITY</u>		
(1) Capital Reserve State cash Subsidy	1500000	1500000
(2) General Reserve As per Last Balance sheet	60162962	54388978
Add : Transfer surplus in statement of Profit & Loss A/c	7485011	5773984
(3) Shares Forfeited	67647973	60162962
Total	164500	164500
	69312473	61827462
L <u>CURRENT BORROWINGS:</u>		
Working Capital Facility from Bank (Secured by first charge on stocks and fixed assets of the Company)	0	9604251
Total	0	9604251
M <u>PROVISIONS</u>		
Provisions For Employee Benefits & Others	1232434	988737
Total	1232434	988737
PL-1 <u>OTHER INCOME</u>		
Dividend Income	9003	12891
Interest Income	1806357	1428235
Income from Investments	986930	564199
Total	2802290	2005325
PL-2 <u>COST OF MATERIALS CONSUMED:</u>		
Consumption of Raw Material	112974721	81632185
Consumption of Packing Material	770944	419911
Total	113745665	82052097
PL-3 <u>PURCHASES OF TRADED GOODS</u>		
Consumption of Goods Traded	640000	4822221
Total	640000	4822221
PL-4 <u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u>		
Inventory Adjustments		
(a) Opening Stock		
Manufacturing Goods	---	---
Work in process	3257943	1916271
	3257943	1916271
(b) Closing Stock		
Manufacturing Goods	---	---
Work in process	4708982	3257943
	4708982	3257943
Net Inventory Adjustments (a-b)	(1451039)	(1341672)
Total		

(Amount in ₹)

Notes	As at 31-Mar-24	As at 31-Mar-23
PL-5 EMPLOYEE BENEFITS EXPENSE		
Salary & Wages & Bonus	7760924	7196034
Gratuity	101868	96697
Staff Welfare Exp.	273084	279512
Director's Remuneration	5100000	5100000
Contribution for Provident Fund	126994	123062
Contribution for ESIC	26615	39914
Total	13389485	12835219
PL-6 FINANCIAL CHARGES		
Interest	622546	365003
Other financial charges	275054	170573
Total	897600	535576
PL-7 OTHER EXPENSES:		
A MANUFACTURING EXPENSE		
Stores & Spare	153581	326082
Power & Fuel	1583645	1697949
Repairs to Plant & Machinery	618515	971445
Process Related Exp.	148975	67500
Laboratory Exp.	179114	80046
Research & Development Expenses	178115	164698
ETP Maintenance Exp.	1102871	1010900
Total	3964816	4318620
B ADMINISTRATIVE EXPENSE		
Books & Periodicals	46748	3838
Repairs To Building	493848	411130
Repairs To Others	337175	345894
Insurance Exp.	326576	252087
Factory & production exp	222981	132807
Printing & Stationery Exp.	147280	142871
Postage & Telephones	150294	167169
Office and General Exp.	1009946	1092354
Motor Car Expenses	272243	215558
Payment to Auditor	29000	29000
Professional & Technical fees	2086480	973050
Listing, Filing & License fees	433299	670557
Share Transfer Exp.	57106	54554
Rent & Taxes	2362094	3038328
Total	7975068	7529197
C SELLING & DISTRIBUTION EXPENSE		
Traveling & Conveyance	452012	578722
Freight & Forwarding	2232535	639609
Sales Commission	1814196	1522430
Advertisement	28610	149578
Total	4527353	2890338
GRAND TOTAL (A+B+C)	16467237	14738155

NOTE N : SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31.03.2024.

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.

PROPERTY PLANT & EQUIPMENT

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. Investment in equity oriented mutual fund

are marked to market value at end of the year and corresponding loss/profit is booked under income from investment in the Profit and Loss Account.

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

Revenue is measured at the transaction price, received or receivable. It comprises of invoice value of goods, after deducting discounts, forwarding charges etc. It also excludes value of Goods and Services Tax (GST) and other applicable taxes, if any.

TRADE RECEIVABLES

The Trade Receivables shown are unsecured and considered good, and not more than 6 months old, unless specified otherwise.

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 :

1. Tax provision for income tax has been made as per the Income Tax Act, 1961.
2. Debit and credit balances in respect of debtors, loans and advances and creditors are subject to confirmation and reconciliation.
3. In accordance with the IndAS-21, net profit of ₹ 1.82 lacs (PY profit of ₹ 4.20 lacs) due to foreign exchange fluctuations arising on foreign currency transactions has been considered in the Profit and Loss Account.
4. In the year under review, the Company has provided the gratuity ₹ 101868 (P.Y. ₹ 96697) towards gratuity calculated up to the date of Balance Sheet date according to the Gratuity Act on incremental basis.
5. The company has accounted for deferred tax assets of

₹ 12423 (P.Y. deferred tax assets of ₹ 79570) for the year under review as per IndAS-12 in the profit and loss account.

6. 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>2023-24</u>	<u>2022-23</u>
	<u>Mg. Dir.</u>	<u>Mg. Dir.</u>
(a) Salary ₹	5100000	5100000
(b) Perks/ Reimbursement ₹	----	----

10. Payment to Auditors (₹)

	<u>2023-24</u>	<u>2022-23</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 31st March 2024 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
 - i. Subsidiaries : The Company does not have any subsidiary Company.
 - ii. Key Management Personnel
Mr. Jagdish Agrawal
Mr. Sumit Agrawal
 - iii. Relatives of Key Management Personnel
Ishita Pharmaceuticals
Anvi Lifesciences Pvt. Ltd.
J & J Chemicals
Umang Financial Services Ltd
 - 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	---	57736524
Purchases of Goods /Services	---	51153610
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	2023-24 Amount ₹	2022-23 Amount ₹
Profit after Tax	7485011	5773984
Weighted Average no. of equity shares of ₹ 10 each		
Basic	2990300	2990300
Diluted	2990300	2990300
EPS (₹)		
Basic	2.50	1.93
Diluted	2.50	1.93

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. ₹
--	-------------	-------------

Material	23990400	0
----------	----------	---

B Expenditure in foreign currency :

Purchases of materials	23990400	0
Miscellaneous Expenses	480775	200815
Travelling and Conveyance Expenses	0	27316

C Value of raw materials, stores and spares consumed :

	₹	%	₹	%
(a) Value of raw material consumed :				
Imported	50423118	44.63	9562877	11.71
Indigenous	62551603	55.37	72069308	88.29
	112974721	100.00	81632185	100.00
(b) Value of stores and spares consumed :				
Indigenous	153581	100.00	326082	100.00
	153581	100.00	326082	100.00

D Amount remitted in foreign currency on account of dividend

	NIL	NIL
--	-----	-----

E Earnings in foreign exchange (₹)

	29548306	17486934
--	----------	----------

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 : 30th May, 2024

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

Registration No.	L24231GJ1992PLC017054	State Code	04
Balance Sheet Date	31-Mar-24		

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	108087	Total Assets	108087
Source of Funds			
Paid up Capital	29903	Secured Loans	---
Reserves & Surplus	69312	Deferred Tax	199
		Current Liabilities	8673
Application of Funds			
Net Fixed Assets	8046	Current Assets	96570
Investments	2715		
Long term Loans & Advance	756		

Performance of the Company (Amount in thousands)

Turnover	154678	Total expenditure	144806
Profit before tax	9872	Profit after tax	7485
Earning per Share Rs.	2.50	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 : 30th May, 2024

Sd/-
Mrs.Abha Agrawal
Director

Sd/-
Sumit Agrawal
CFO

ISHITA DRUGS AND INDUSTRIES LTD

Registered Office : Survey No. 179/1 , Vasna lyava, 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 31st Annual General Meeting of the Company, to be held on Monday, 30th September, 2024 and at any adjournment thereof

Sr. No.	Particulars	For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2024, 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.		
	SPECIAL BUSINESS		
4.	To Consider and Approve the Re-appointment of Mr. Jagdishprasad Agrawal [DIN: 01031687] as a Managing Director of the Company. [SPECIAL RESOLUTION]		
5.	To Consider and Approve the Appointment of Ms. Dhvani Solanki [DIN: 10299290] as an Independent Director of the Company. [SPECIAL RESOLUTION]		
6.	To approve the Related Party Transactions with Ishita Pharmaceuticals [ORDINARY RESOLUTION]		
7.	To approve the Related Party Transactions with Anvi Lifesciences Private Limited [ORDINARY RESOLUTION]		
8.	To approve borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013 [SPECIAL RESOLUTION]		
9.	Creation of Charges on the movable and immovable assets of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013. [SPECIAL RESOLUTION]		

Signed this _____ day of _____ 2024

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.

This image shows a blank sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



Registered Office : Survey No. 179/1 , Vasna Iyava , Sanand.

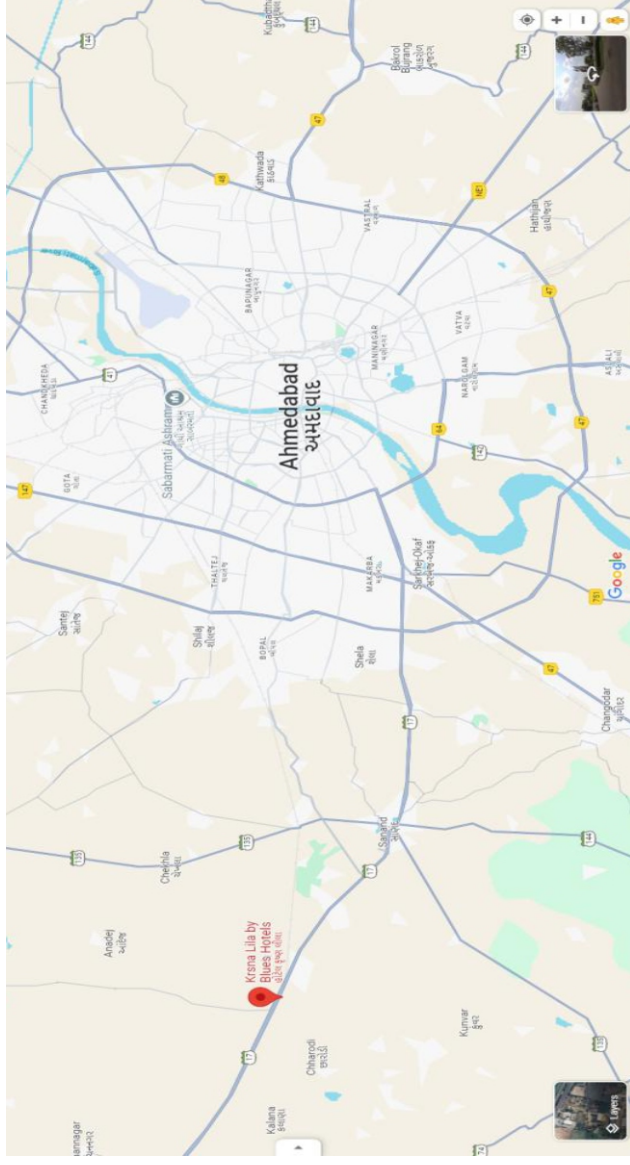
(To be handed over at the entrance of the meeting hall)
31st Annual General Meeting - 30th September 2024

FOLIO No. : _____

No. of Shares held _____

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.