

# THE JOURNEY CONTINUES

Cultivating Resilience and Roadmap  
for a brighter tomorrow

**Bajaj Healthcare Limited**

2022-23  
30<sup>th</sup> Annual Report



# WHAT'S INSIDE...

## Corporate overview

- 02** The journey continues...
- 08** About us
- 12** What we have on offer
- 14** Our growing presence
- 16** Chairman and Managing Director's message
- 19** Financial snapshot
- 20** Building Blocks of a Competitive and Futuristic BHL
- 22** Our business model
- 27** Community Care
- 28** Profile of our Board of Directors
- 30** Corporate Information

## Statutory Reports

- 31** Management Discussion and Analysis
- 41** Directors' Report
- 58** Report on Corporate Governance
- 75** Business Responsibility and Sustainability Report

## Financial Statements

- 102** Independent Auditor's Report
- 110** Balance Sheet
- 111** Statement of Profit and Loss
- 112** Cash Flow Statement
- 113** Statement of Change in Equity
- 114** Notes to the Financial Statements
- 141** Notice

## Reporting period and scope

This report covers financial and nonfinancial information and activities of Bajaj Healthcare Limited ('the Company' or 'BHL') during the period April 1, 2022, to March 31, 2023. The report's financial figures have been audited by Chaturvedi & Agrawal, Chartered Accountant.

## Materiality

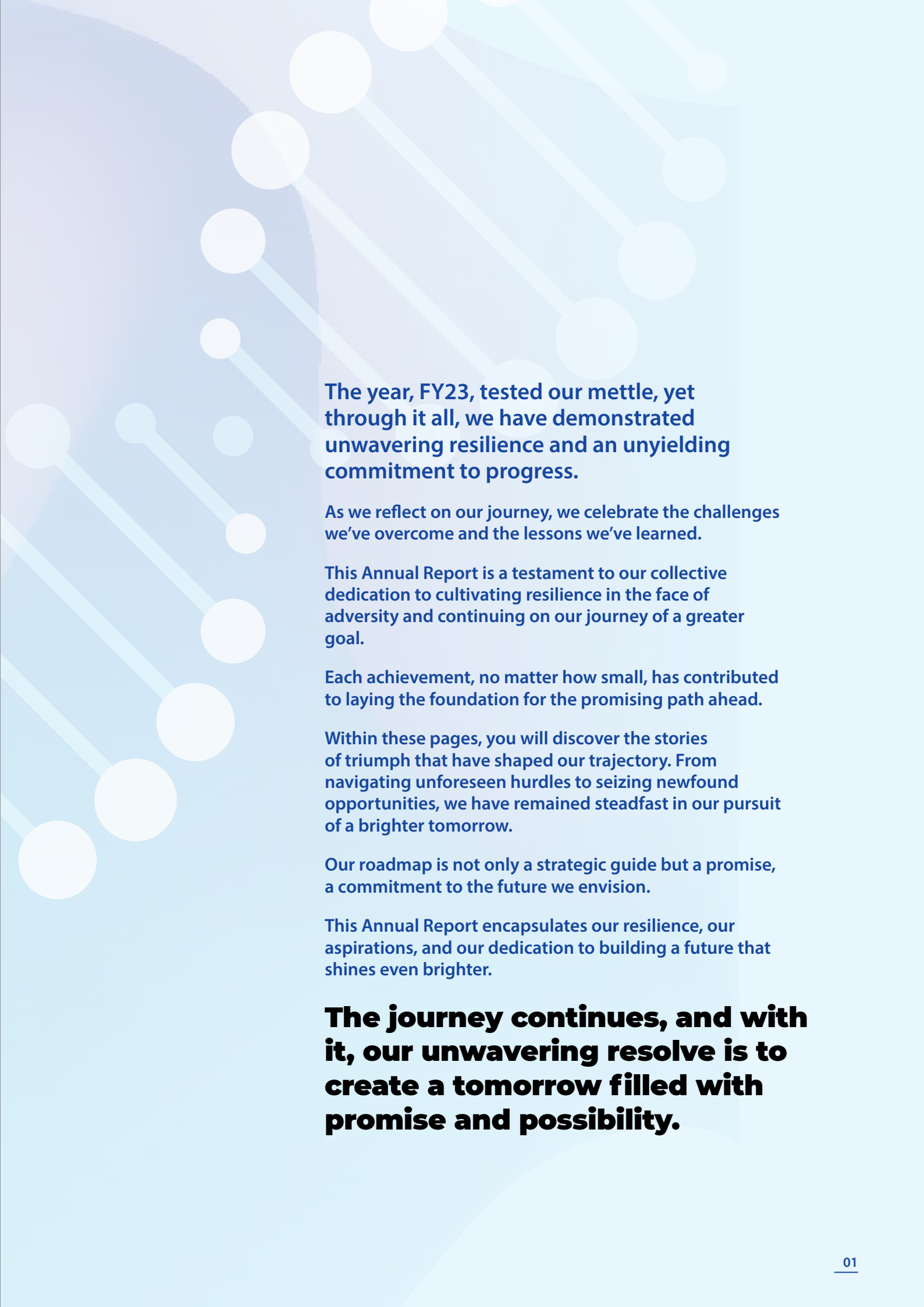
We cover key material aspects that have been identified through our ongoing stakeholder engagement and are addressed by various programmes or action points set by the key management personnel.

## Responsiveness

Our reporting addresses a gamut of stakeholders, each having their own needs and interests. This report is one element of our interaction and communication. It reflects how we manage our operations by accounting and responding to stakeholder concerns.

## Forward looking statement

Some information in this report may contain forward-looking statements. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements are identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. A forward-looking statement may include a statement of the assumptions or basis underlying the forward-looking statement. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution you that forward-looking statements and assumed facts or bases almost always vary from actual results, and the differences between the results implied by the forward-looking statements and assumed facts or bases and actual results can be material, depending on the circumstances.



The year, FY23, tested our mettle, yet through it all, we have demonstrated unwavering resilience and an unyielding commitment to progress.

As we reflect on our journey, we celebrate the challenges we've overcome and the lessons we've learned.

This Annual Report is a testament to our collective dedication to cultivating resilience in the face of adversity and continuing on our journey of a greater goal.

Each achievement, no matter how small, has contributed to laying the foundation for the promising path ahead.

Within these pages, you will discover the stories of triumph that have shaped our trajectory. From navigating unforeseen hurdles to seizing newfound opportunities, we have remained steadfast in our pursuit of a brighter tomorrow.

Our roadmap is not only a strategic guide but a promise, a commitment to the future we envision.

This Annual Report encapsulates our resilience, our aspirations, and our dedication to building a future that shines even brighter.

**The journey continues, and with it, our unwavering resolve is to create a tomorrow filled with promise and possibility.**

# THE JOURNEY CONTINUES...

**This is not just a catchphrase at Bajaj Healthcare Limited.**

**Because it has been the driving force of everything we have done over the years and would be the force to drive us ahead.**

**During FY23, even as the Company faced some of its major business challenges, but we continued to deepen our business-strengthening initiatives.**

**We concentrated our strategy around realigning and reimagining the very basics of our business strategy to ensure our sustainability.**





**Because...**

The journey of a  
thousand miles...

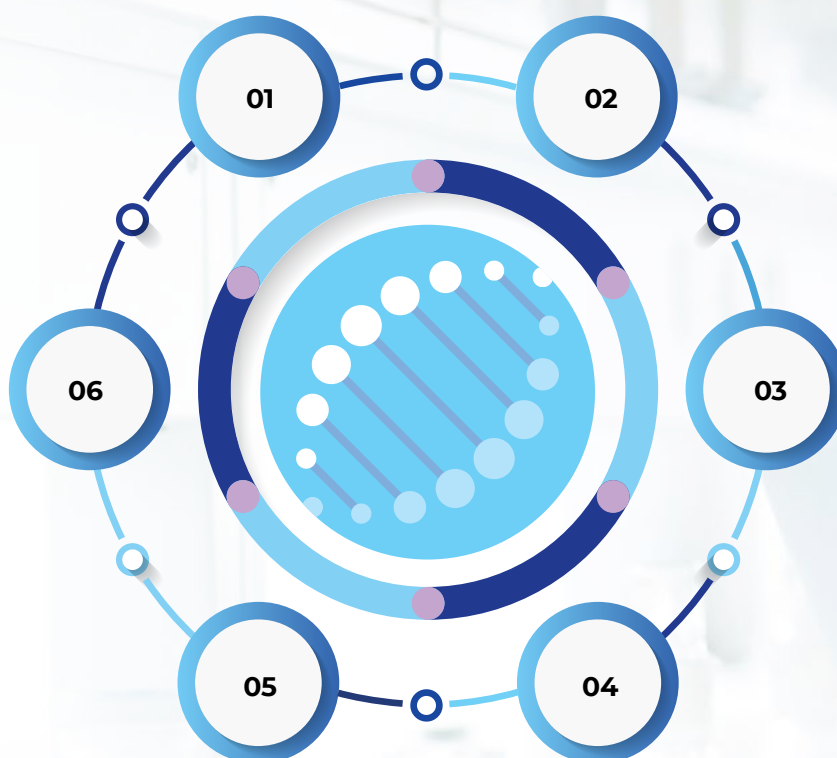
...Begins with a  
single step.

# THIS IS HOW REALIGNED AND REIMAGINED OUR BUSINESS STRATEGIES.

We went back to our drawing boards and re-looked at our business strategies, determined to find new ways to adapt and thrive in an ever-changing market.

It is not that our previous strategies hadn't served us well, but the recent shifts in consumer behaviour and technological advancements demanded a fresh approach.

Instead, we focused to roll out strategy to work on them.



At Bajaj Healthcare, we firmly uphold the notion that enduring success springs from the skill of reaping profits through discipline. This entails the art of choosing to operate within the realm of long-term prospects rather than pursuing transient arbitrage opportunities.

We could have easily blamed the slowdown in the global pharma industry

**The financial year was challenging for us.**  
At BHL, our performance was impacted by a number of unwanted events.

# Because...

We believe that the true measure of our success lies not in comparing ourselves to others, but in continuously pushing our own boundaries. It is about challenging ourselves to become better versions of who we were yesterday, constantly evolving and refining our skills, knowledge and character

# BAJAJ HEALTHCARE LIMITED

30

years of industry  
experience

World's **largest**  
manufacturer of  
Chlorhexidine base

9

Manufacturing units

India's **largest**  
manufacturer of  
Ascorbic Acids

730 MT per  
month

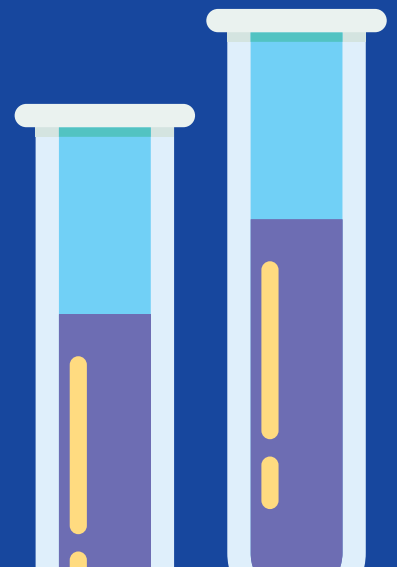
our API manufacturing capacity

94 MT per  
month

Our Intermediates manufacturing capacity

92 million pieces  
per month

Our Formulations manufacturing capacity



# NUMBERS THAT DEFINE OUR JOURNEY

## 200+

Finished dosage formulations  
manufacturing approval



## 62+

Number of countries where  
BHL has product presence



## 550+

Client portfolio



## 1,900+

Dedicated workforce



## About us

# 09 THINGS YOU NEED TO KNOW ABOUT BAJAJ HEALTHCARE LIMITED

### 01 Pedigree

BHL is one of India's leading API, formulations and finished dosage manufacturer. The company brings a multi-decade experience to the table. Since its inception, BHL has made a name for itself in the industry with innovation, product design, product portfolio and branding. We derive our competitive advantage from a vertically integrated business model, large manufacturing facilities and strong research and development capabilities.

### 02 Management

BHL is helmed by Mr. Sajankumar R. Bajaj, Chairman & Managing Director, who possesses over three decades of experience in the pharma industry. The senior management of the company possesses extensive sectoral experience across the manufacturing, marketing & branding, research & development, distribution and finance functions.

### 03 Products

BHL provides an entire range of pharmaceutical products across three categories i.e. API, Finished Dosage Formulation (FDF's) and Intermediates, proving a one-stop customer solution. The Company strategically invested in its capacities and undertook strategic acquisitions to metamorphose itself into a specialty company and focused on development, manufacturing and supply of products to customers in India and abroad

### 04 Innovation

Innovation is the heart of our existence, which keeps BHL in the race. Our unwavering commitment lies in strengthening the pillars of R&D as well as product advancement, achieved through the relentless exploration of pioneering ideas and cutting-edge technological landscapes. The Company's focus on innovation can be demonstrated through its growing product range, reverse engineering capabilities and the ability to bring the best of global trends and technology to all our consumers.

### 05 Standing

The Company is the largest manufacturer of Chlorhexidine base in the world and India's largest manufacturer of Ascorbic Acids.

### 06 Manufacturing

Our emphasis on operational efficiency led us to frequently invest in top-of-the-line equipment and technology, in addition to routinely undertaking strategic acquisitions to bolster our manufacturing capabilities. The core of our business revolves around manufacturing operations, and as of today, BHL has nine state-of-the-art manufacturing facilities spread across India.

### 07 Footprint

Over the years, the Company has consistently grown its footprint. Today, we supply pharmaceutical products to big pharma corporates not only in India but in more than 62+ countries across the globe.

### 08 Certifications

BHL is engaged in responsible and ecofriendly manufacturing practices that enhance workplace safety and compliance with global standards. This commitment has been showcased in certifications like, ISO 9001:2015, HACCP certification, Star-Kosher and OK Kosher certification, GMP certification, Halal Certificate, FSSAI License, FSSC 22000 among others.

### 09 Research & development

Our emphasis on operational efficiency led us to frequently invest in top-of-the-line equipment and technology, in addition to routinely undertaking strategic acquisitions to bolster our manufacturing capabilities. The core of our business revolves around manufacturing operations, and as of today, BHL has nine state-of-the-art manufacturing facilities spread across India.



## Vision

**Our vision** is to be a leading pharmaceutical company in India and to become a significant global player by providing high quality and affordable products.

**Commitment** to continuous improvement and innovation.

**To develop** environment friendly system.

**Contributing** towards better healthcare through innovation.



## Mission

**Innovation and excellence** with customer satisfaction.

**Our mission** at Bajaj Healthcare Limited is to become a global leader in manufacturing of APIs and Pharmaceuticals with high standards of quality and technical services.

**Our mission** is to provide cost-effective products with reliable quality and delivery within a short span of time.

**To achieve** excellence in our products and services and to build long term relationships with our customers.

## About us

# VALUES THAT DRIVE US



### Quality and Competence

Our commitment to quality and competence is not just a promise; it's the foundation on which we build healthier lives and a healthier future for all the lives we touch. Guided by a team of experts who exemplify competence in their fields, we blend cutting-edge research with rigorous quality control to ensure that each product is of top-notch quality.



### Passion for Excellence

We uphold the utmost standards, placing a profound emphasis on continuous learning, and unwaveringly dedicating ourselves to achieving unparalleled excellence in our endeavours.



### Timely Delivery

We pride ourselves on the punctual delivery of our orders, a feat made possible by our robust manufacturing capabilities. It is through these capabilities that we have achieved consistent success in meeting our designated delivery timelines.



### Performance

We have ensured that our performance is in line with the expectations of the management and stakeholders by adopting a disciplined approach.



### Team work

We function as a united and diverse team, fostering an atmosphere of open-mindedness and positive determination. Our aim is to mutually support one another, ensuring everyone's success while working collaboratively across a complex framework of objectives.



## This is what transpired for us in FY23

### Financial updates

This is what transpired for us in FY23

Revenue from Operations

₹ 6,732.92

million in FY23 compared to

₹ 6,798.90

million in FY22

PBT stood at

₹ 582.16

million FY 22-23 compared to

₹ 896.85

million FY22

EBITDA stood at

₹ 1,068.45

million in FY23 compared to

₹ 1,185.02

million in FY22, the margins declined to 15.87% in FY23 vs 17.43% in FY22

Our PAT stood at

₹ 430.24

million in FY23 from

₹ 713.86

in FY22, margins declined to 6.38% in FY23 compared to 10.48% in FY22

### Non-financial updates

Successfully completed the USFDA inspection of our API facility located at Vadodara, Gujarat.

Launched many new molecules such as Glycine, Piperazine phosphate, Amodiaquine hydrochloride, 4-7 DCQ, Hydroxy Novaldamine, 6-Chlorohexanone, Lafutidine, Zinc Ascorbate, Rivaroxaban in the Nutraceuticals, APIs, and Formulations segments.

Reduced dependency on China for raw-materials by developing them in-house.

Received permission from the government for processing alkaloids from Opium Gum and concentrated Poppy Straw, the first private player in India to get this permission.

# WHAT WE HAVE ON OFFER

**Our distinctiveness emanates from the array of products in our portfolio, setting us apart in the market.**

Over the years, we made astute investments in expanding our capabilities and engaged in well-planned acquisitions, thus enabling us to upgrade ourselves into a speciality pharma company. This helped us expand our presence beyond borders with an array product such as Ascorbic Acid, CH Base and its Derivatives, Citicoline Sodium, Carbamazepine, Theobromine, Ferrous Ascorbate, Doxofylline, Oxcarbazepine, Choline Bitartrate and its derivatives, Sitagliptin Phosphate, Octenidine, Dihydrochloride, Vildagliptin, Ticagrelor, Diosmin, and Hesperidin, among others.

## Our major product categories



### API

We focus on efficiently manufacturing high-quality and high value APIs in key therapeutic categories.



### Intermediate

We focus manufacturing intermediates which form a key input component for its API and FDF manufacturing, thereby ensuring a steady demand for our products.



### Finished Dosage Formulation (FDFs)

We focus on manufacturing tablets, capsules, and powders which find application in key therapeutic segments.

**Our strength's**

01

**Largest manufacturer in  
India of Ascorbic Acid**Esteemed Certifications proving  
credibility in the market

02

**Strong in-house R&D  
capabilities**Long-standing relationships with  
both domestic and international  
clients including MNCs

03

**High-quality and Cost-effective  
pharmaceutical product range****Our Esteemed Client-base**

# OUR GROWING PRESENCE

## Making our presence felt in key international markets

We have ceaselessly broadened our presence across the globe to cater to the escalating demands of our clientele, while simultaneously mitigating risks associated with geographic concentration.

Focusing on the international markets that matter



### Countries of presence

South Africa | United States | Germany | China | Mexico | Australia | New Zealand | Algeria | Costa Rica | Jordan | Spain | Canada | Turkey | Morocco | France | Japan | Colombia | Malaysia | United Arab Emirates | Egypt | Taiwan R.O.C | Argentina | Indonesia | El Salvador | Saudi Arabia | Belgium | Ecuador | Dominican Republic | Brazil | Kenya | Netherlands | Guatemala | Chile | Ghana | Singapore | Peru | Bangladesh | Uruguay | Poland | Greece | Switzerland

Globally there is a growing demand for generic and improved products for several reasons. One of the primary reasons for the growing demand for generic and improved products globally is affordability. Generic products are typically priced lower than their branded counterparts, making them more accessible to a larger population. This is particularly crucial in developing countries where individuals may not have the financial means to purchase expensive branded products. By opting for generic alternatives, people can still meet their basic needs without straining their budgets.

At BHL, India remains our pivotal market, wherein our foothold is well-established. Concurrently, we are intensifying our efforts to delve into and unlock the potential for expansion in other crucial global markets. Our active participation in these markets not only grants us the prospect to capitalize on burgeoning domestic demands but also positions us to effectively cater to lucrative export opportunities.



# CHAIRMAN AND MANAGING DIRECTOR'S MESSAGE



We have been successful in securing a highly regulated contract from the government of India for processing opium, making us the first and only private player in the Indian pharmaceutical industry to achieve this.

## **Dear Shareholders,**

I am excited to present the prospects of the Company for the next few years. The year FY23 was challenging as well as exciting for us.

One either succumbs in the face of crisis or emerges stronger. Crises and challenges etch the true colours of a character. It is with this thought I announce with pride that our Company has shown extraordinary resilience and perseverance while navigating a challenging FY23.

The year FY23 was marked by a plethora of obstacles. Starting with the tepid demand from the pharma sector, with the pandemic residing investments in the pharma sector witnessed a decline and many companies focused on cost optimisation.

A renewed demand from the end-users sectors revived hope temporarily, but abrupt fluctuations in the raw-material prices intensified the competition, resulting in price rivalry and a growing price war.

In the face of these formidable challenges, our unwavering dedication persisted in forging pathways for fresh growth prospects, steering us back onto the trajectory of progress. I seize the opportunity to extend my utmost admiration to the indomitable spirit of our people who stood at the frontline, orchestrating our triumph over these adversities.

### Our performance

Despite the many challenges, I am happy to state that we showcased good resistance and navigated the challenges appreciably. Although in terms of absolute numbers, our growth in FY23 may not be remarkable, we did contain revenue fall to just 1% to ₹6,732.92 million in FY23 compared to ₹6,798.90 million in FY22. Further, an increase in overhead and finance costs hit our profitability as well. Additionally, EBITDA declined to ₹1,068.45 million in FY23 compared to ₹1,185.02 million in FY22, and EBITDA margins declined by 156 basis points to 15.87%. Similarly, net PAT also decreased by ~39% to stand at ₹430.24 million at the end of FY23, whereas PAT margin declined to 6.37% in FY23 compared to 10.48% in FY22.

### Responding with effective strategies

In terms of exports, our revenue stood at 33.59% during FY23, as compared to 24.78% in the previous year. This was mainly owing to the new customer acquisitions in FY23 and the successful increase in the wallet share with the existing clientele.

Despite the challenges, we achieved a few important milestones in FY23. Chief among them, we have been successful in securing a highly regulated contract from the government of India for processing opium, making us the first and only private player in the Indian pharmaceutical industry to achieve this. This achievement marks a groundbreaking milestone, as we become the pioneering private entity to undertake such a responsibility.



**Another key milestone for us, we are elated to share our triumph in passing the stringent USFDA inspection for our API manufacturing facilities situated in Vadodara, Gujarat, with ZERO 483 observation."**

Another key milestone for us, we are elated to share our triumph in passing the stringent USFDA inspection for our API manufacturing facilities situated in Vadodara, Gujarat, with ZERO 483 observation. These approvals stand as a resounding affirmation of our unwavering commitment to scrupulously adhere to regulatory norms and sustain the utmost benchmarks of quality.

Additionally, our dedicated research and development team achieved a notable feat by enabling us to launch new molecules in the Nutraceuticals, APIs, and Formulations. These new developments have stirred the pot within the industry and are expected to be instrumental in propelling our business with speed in the near future.

To navigate through the turbulent times, the Company has prioritised a few strategic focus areas: regular technological up-gradation, product innovation and value-addition, and focused financial planning. These measures are likely to help BHL route back on its growth trajectory with a focus on emerging as a technology-driven global enterprise.

### Harnessing our strengths

We are adapting to the changing dynamics of the global pharma industry. Throughout the course of 2023, we focused on realigning our Company with the global demand, optimising costs, and enhancing returns for the shareholders. Despite challenging macroeconomic conditions, we continued to pursue our long-term strategic goals, harnessing our internal strengths, and delivering value to our customers and shareholders.

## Investing in Innovation and R&D

Throughout FY23, our unwavering dedication was directed towards bolstering our research and development endeavors to elevate our product development capabilities through a synergy of innovation and cutting-edge technological platforms. Upholding our pledge to adhere to compliance and uphold the highest standards of quality.

During the year, our central objective revolved around the expansion of our product portfolio. This pursuit entails the development of non-patented products utilizing reverse engineering, a process we diligently undertake within our state-of-the-art in-house R&D center. Moreover, our strategic vision encompasses the augmentation of our global footprint by penetrating new countries. Concurrently, our commitment to innovation propels us to consistently enrich our existing repertoire with novel pharmaceuticals.

These strategic endeavours have been meticulously designed to amplify our Capacities and enhance the capability of our portfolio. Speaking of the new molecule launches, a total of 9 new molecules has been launched during the year. At BHL, our steadfast commitment lies in delivering inventive. Our unrelenting focus on research and development has borne fruit in the form of several novel product launches throughout the year. With a promising array of products in the developmental pipeline, our optimism remains steadfast.

## Embedding sustainability in all that we do

We deeply acknowledge the paramount importance of sustainability across all our diverse functions. Over the course of the year, remarkable steps have been undertaken to establish a resilient governance system and embrace an all-encompassing policy framework that will steer our relentless efforts towards sustainability.

Our primary focus is on reducing our carbon emissions, conserving resources, and promoting responsible business practices. As we move forward, we are dedicated to delivering sustainable benefits to our stakeholders and making a positive impact on the environment for a cleaner and healthier planet.

## Putting our people first

We believe it is our duty to have a workforce that includes people from all the different communities we serve. In order to attract and retain the most talented individuals, it is crucial to establish a workplace that fully supports diversity.

We are happy to announce that over the past year, we have made great progress in creating an organization that is truly inclusive.

## Geared to seize the potential that lies ahead

FY23 was challenging for us, but that didn't deter us from persevering and finding new opportunities for growth and a successful journey ahead. Despite the challenges we faced, we remained resilient and focused on our goals. We recognised that in times of adversity, it is crucial to adapt and innovate.

We plan to expand our business into new international markets and diversify our portfolio. Our aim is to use our expertise and resources to create an innovative and expanding portfolio that meets the needs of both domestic and international clients. We want to become a pharmaceutical product manufacturer that focuses on providing solutions across the APIs, FDFs and Intermediates and aligns with sustainability principles. In the coming years, thanks to the FDA approvals, we are excited to explore further opportunities in more regulated regions like the USA, EU, Southern America and Africa, among others, and maximize our growth potential.

Given the positive macroeconomic conditions slowly returning to the global pharma industry, we believe that BHL is well-positioned to take advantage of opportunities. Additionally, I am optimistic that the ongoing China plus one strategy and India emerging as the next manufacturing hub of the world, is like to keep our journey long and successful. This optimism has the potential to establish a solid foundation for sustained business growth for companies like us.

This offers us with an excellent chance to generate value, particularly in our attempts to navigate our way back onto the growth track. On behalf of every member of the BHL family, I would like to thank our shareholders for the trust they have reposed in us. We are truly grateful for your sustained cooperation throughout our journey. Together, we will achieve a better and more sustainable future.

### Mr. Sajankumar R. Bajaj

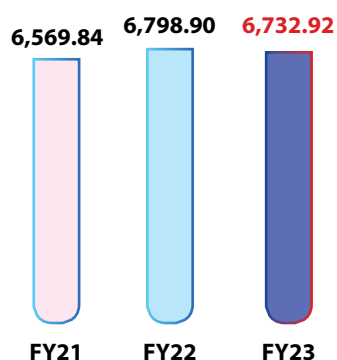
Chairman and Managing Director  
Bajaj Healthcare Limited

# FINANCIAL SNAPSHOT

## Profit and loss indicators

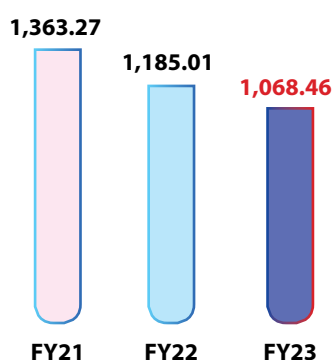
### Revenue from Operations

(₹ in Millions)



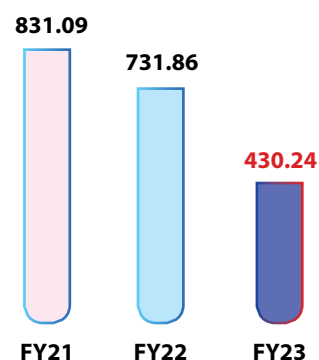
### EBIDTA

(₹ in Millions)



### PAT

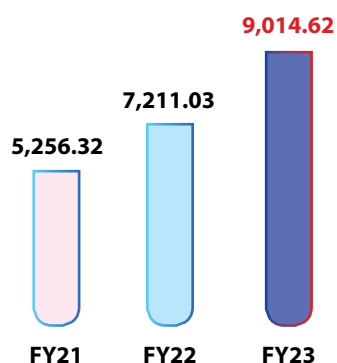
(₹ in Millions)



## Balance sheet indicators

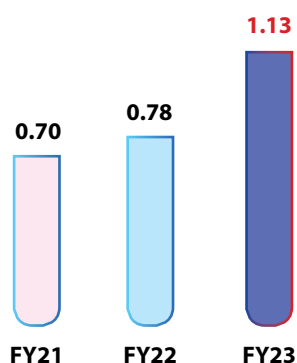
### Total Assets

(₹ in Millions)



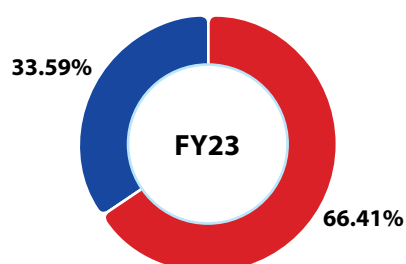
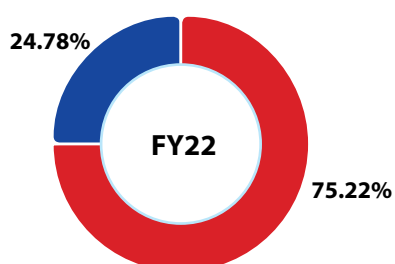
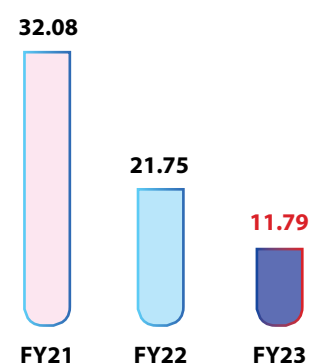
### Debt-equity ratio

(times)



### Return on equity

(%)



● Domestic revenue ● Export revenue

# BUILDING BLOCKS OF A COMPETITIVE AND FUTURISTIC BHL



## Culture

The essence of our DNA will be characterized by a compelling drive to evolve in a manner that is both sustainable and responsible.



## Knowledge

We are a company driven by knowledge. Our commitment to enhancing competitive advantage remains unwavering as we persistently invest in refining processes, advancing practices, and innovating products.



## Shareholder value

Our unwavering commitment lies in exerting dedicated efforts to optimize long-term shareholder value.



## Value creation

We are committed to consistently generating value through careful expansion, optimizing asset utilization, effective cost management, and capturing a more substantial portion of the customer's wallet.



## Employees

We aim to establish ourselves as the preferred employer by offering a dynamic platform for personal growth, skill development, and meaningful contributions.



## Customisation

We are committed to crafting products tailored to our customers' unique needs, fostering lasting relationships, ensuring business sustainability, and achieving exceptional outcomes.



## Responsibility

We are committed to ensuring the sustainability of our business through continuous investments in reducing our carbon footprint, infrastructure, and fostering a forward-thinking mindset.



## Governance

We are committed to upholding the utmost standards of governance through the establishment of a proficient Board of Directors, the recruitment of specialized experts, the implementation of comprehensive systemic checks and balances, rigorous adherence to compliance measures, and the principled conduct of our business operations.

## Our strategic approach

### Build client relationships

We aim to cultivate strong client relationships by consistently meeting their requirements, maintaining active and meaningful engagement, increasing our contribution to their overall needs, and delivering products of exceptional quality at competitive prices.

### Maximise value creation

We strive to create value for shareholders by introducing new products, expanding into emerging markets, focusing on value-added products, and optimizing costs and processes. Moreover, our strategic approach also includes scaling up operations by capitalizing on our commitment to quality and competitiveness.

### Quality excellence

By investing in superior equipment, adopting the latest technologies, improving our processes, training our staff, and embracing the best global manufacturing practices, we have established new standards of quality excellence.

### Taking a long-term perspective

We are committed to unveiling unique products, as well as expanding into fresh markets, only when substantial potential is identified. Our dedication to fortifying our business expertise is a continuous endeavour, achieved through the elevation of employee skills and active engagement in global forums.

### Leverage market opportunity

We intend to capitalize on the excellence of our product quality and the strength of our competitive pricing in order to strategically penetrate new markets. Our approach will involve tailoring strategies specific to each geographical location we target.

### Lead sustainability

We are committed to investing in advanced technologies and optimized processes aimed at significantly reducing our carbon footprint and water consumption. Additionally, we will ensure the thorough and effective treatment of all waste materials, reaffirming our dedication to environmental responsibility.



# OUR BUSINESS MODEL

## Inputs



### Financial capital

Financial resources that the Company has or obtains through financing.

**₹46,540.22 Lakhs** **1.13** times  
Total capital employed Debt-equity ratio

**₹12,809.43 Lakhs**  
Capex investment



### Manufacturing capital

Tangible assets used by the Company to conduct its business initiatives.

**9** **₹36,568.81 Lakhs**  
Number of Fixed Assets  
manufacturing units



### Intellectual capital

R&D knowledge, intangible, knowledge-based assets

**₹397.74 Lakhs**  
R&D spending

The R&D centre is accredited by Department of Scientific & Industrial research, Ministry of Science and Technology, GOI. The team comprises PhD & Post Graduates with relevant experience in API's/Bulk drug industry



### Human capital

Harmonious blend of expertise and proficiency of our formidable workforce helps us grow sustainably

**1,900+** **₹47,83.71 Lakhs**  
Total employees Employee benefit expense



### Social and relationship capital

Ability to share, relate and collaborate with stakeholders, promoting community development and well-being

**₹ 174.10 Lakhs**  
CSR Spends

## What we do

### Efficient sourcing

Focus on minimizing raw-material procurement concentration risk and enhance raw-material inventory holding

### Strong customer relationship

Regularly take client feedback to develop new products in API and Intermediates portfolio

### R&D

Focus on adding more value-added and high-value products to our existing portfolio

### Supply chain management

Ensure timely procurement and delivery of products across the globe

### Efficient manufacturing

Emphasise on attaining operational excellence and cost optimization to drive profitability

**We conduct diverse operations across different product segments, they are aligned with our purpose – to make quality medicines accessible to the masses.**

## Key enablers of our business process



### Research & development

It helps us develop new products by taking input from clients. Further, quality enhancement of the existing product line is also done through R&D.



### Quality management

It helps us ensure the desired product quality at input and output level.



### Information Technology (IT)

It helps us accumulate and disseminate information in real-time across the organisation.

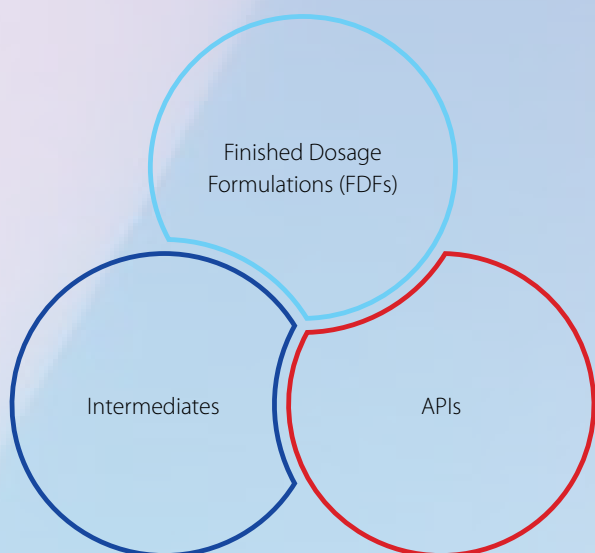


### Human Resources

Utilising the expertise and experience of our people, we have collaborated as a team with a growth mindset to help us achieve our mission.

At the crux of our business model lies a long-term vision - one that revolves around furnishing top-tier pharmaceutical products across key therapeutic areas. Rooted in customer-centric ideals, our operational framework is intricately woven with our foundational principles, steering and empowering us to harness our cornerstones of expansion, thus giving rise to an enduring tapestry of value.

## Output



We manufacture over 80 products across the three categories.

## Outcome

**Economic**

Revenue: ₹67,329.20 Lakhs

EBIDTA: ₹10,684.64 Lakhs

PAT: ₹4,302.43 Lakhs

EPS: ₹15.59/- per shares

**Manufacturing**

Our primary focus lies in the establishment of a continuum of products, strategically designed to cater to the ever-changing requirements of patients and healthcare professionals. This is achieved through dedicated investments in internal research and development, fostering partnerships, and making astute strategic acquisitions.

**Social**

- Created direct and indirect employment
- Improved employee competence through regular training
- Enhanced customer loyalty and strengthened relationship
- Bolstered trust and reputation amongst our domestic and international clients

**Environmental**

- More efficient processes enable us to use fewer natural resources, reduce our carbon footprint and reuse natural resources.
- Greater use of technologies and improved processes enabled the production of customers' products with efficient use of raw materials and improved flexibility in the manufacturing process.

## Values we create

**For patients**

We provide our customers across our markets with high-quality pharmaceutical products at competitive price. We offer a broad and differentiated portfolio of over 80 products.

**For stakeholders**

Achieve sustainable financial growth for delivering consistent, profitable and responsible growth for our investors.

**For society and economy**

Enabling thousands of people, including our people, vendors, and business partners, to grow from the opportunities provided by growing with us transpired.

**For mother nature**

Emphasised on minimising our carbon footprint, offering quality employment opportunities and better health outcomes.

## Strategy 01

## The Journey continues...

### BY LEVERAGING TECHNOLOGY



**In a dynamic business environment, the ability to leverage technology for future growth is often the biggest game changer.**



At BHL, we have always believed in driving operational excellence through technology upgradation and it has become all the more relevant in the recent times. We strategically installed state-of-the-art equipment at our manufacturing sites with an aim to enhance efficiency. These technologically advanced machines not only reduced the downtime for maintenance and helped us boost our capacity. In addition, these advancements helped us customise our production as per the needs of our clients, thereby adding to our customisation capabilities. Further, it helped us generate the maximum output from the given input materials.

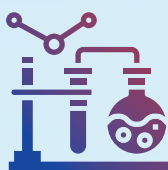
This technological excellence has not only allowed us to capitalise on tangible operational benefits, but has also rewarded us with enduring customer relationships. It has allowed us to serve our customers with the products of their choice, on time and with the best-in-class quality.

## Strategy 02

## The Journey continues...

**BY  
LEVERAGING  
OUR R&D  
CAPABILITIES**

**Over our journey of over three decades, we realised that to fortify our industry position, we need to build our R&D capabilities.**



Aligned with our strategic vision of transforming into an R&D-driven organization, we are actively augmenting our product development capabilities. Through these advancements, we aim to broaden our overall capabilities, elevate the quality of our portfolio, and significantly increase the number of regulatory filings. By doing so, we are positioning ourselves for robust future growth.

Over the years, we have enhanced our R&D capabilities with a focus on reverse engineering of APIs, improving product quality and efficiency in pharma formulations. Further, we have built a strong in-house R&D team to monitor off patented products & their demand analysis.

To ensure that our R&D employees stay up to date in the ever evolving and dynamic industry, we take several initiatives to develop their competencies throughout the year.

## Strategy 03

## The Journey continues...

### BY EXPANDING OUR COORDINATES



**Our journey, which began with the humble vision of catering to the demand of pharmaceutical products in the domestic pharma industry at competitive prices, has now spread across wider geographies – both within India and the globe.**



Being in a business dominated by macro-economic factors, we realised we could not restrict ourselves to domestic markets. As a de-risk measure, we drew a blueprint to expand our presence across global markets.

We leveraged our core competencies to penetrate newer regions. We focused on expanding our product profile, setting up new plants, improving efficiencies and increasing realisations. These translated into cost competitiveness, allowing us to export products to renowned pharma companies spread across the globe.

Today, we export our products to more than 62 countries, adding new geographies at regular intervals. We derive 34% of our revenues from exports, largely concentrated into four regions.

Going ahead, we intend to further strengthen our geographic presence with more qualitative products for a sustainable future.

# COMMUNITY CARE

## Promoting inclusive development



**BHL is centrally committed to the growth of our operative communities. We have a strong understanding of how our own progress is concurrent with the development of those communities. They support us in all our endeavours and are veritable proofs of a positive and productive co-dependence.**

Our main focus is on helping those in society who are less fortunate. We're excited about projects that include education, healthcare, community growth, and taking care of the environment. We're working hard to make sure these communities can keep prospering in the long run.

Our work with local communities shows how dedicated we are, and it also protects our good name. This connection is very important as we grow and keep being a leader. That's why our goal is to find better ways of doing things that can last. We want to reach our goals for a better future and help communities live well together.



# PROFILE OF OUR BOARD OF DIRECTORS

## MR. SAJANKUMAR R. BAJAJ

Chairman & Managing Director

---

**Mr. Sajankumar R. Bajaj** with over 3 decades of experience is an innovative and self-driven man, his dedication and hard work is an inspiration to many new entrepreneurs and has instrumented his success in the field of Pharmaceutical business. He holds Bachelor's degree in Commerce. He started his business from a small unit and today the Company holds more than six large integrated manufacturing facilities. He has an exponential experience in the field of Finance, Marketing and Material Procurement, which has led the Company to one of the fastest growing pharma company within a short span of time. As a CMD, he has set a vision to be a well-recognised Indian MNC in the pharmaceuticals and healthcare industry.

## MR. ANIL C. JAIN

Managing Director

---

**Mr. Anil C. Jain** Managing Director of the Company. He holds Diploma degree in Pharmacy. He has been associated with the Company for more than 2 decades and has got a strong understanding about Production Planning, Marketing and Plant Management. He with his balanced thought, has remained a guiding star for the company to penetrate into the international market. He believes meticulous planning is the key to success. His relationship with his customer has been a keystone for Bajaj's rapid rise and the path for sustainable growth over the new few decades.

## MS. NAMRATA S. BAJAJ

Whole Time Director

---

**Ms. Namrata S. Bajaj** is a Whole Time Director of our Company. She holds the degree of "Bachelors in business administration" from "Indian Institution of Planning and management", Mumbai. She has been associated with the Company from more than 10 years and has got a hands-on experience in sales and marketing. She mainly looks after the sales and marketing of Formulation division. With her dedication and hard work, the formulation business of the Company has grown reasonably.

**MR. DHANANJAY S. HATLE****Whole Time Director**

**Mr. Dhananjay S. Hatle** is a Whole Time Director of our Company. He holds the degree in Arts, from University of Mumbai. He has been associated with the Company for over two decades with an ideology of 'aiming high'. He mainly looks after sales and marketing for Domestic Market. His leading-edge in marketing has proved to be an impetus for the success of our organization.

**MR. PAKSHAL A. JAIN****Whole Time Director**

**Mr. Pakshal A. Jain** is a Whole Time Director of our Company. He holds the degree of "Bachelors in Marketing & Entrepreneurship" from "India School of Management Entrepreneurship, Mumbai (ISME). He is associated with the Company since three years and manages the marketing and production of APIs and Formulations business.

**MR. RUPESH H. NIKAM****Whole Time Director**

**Mr. Rupesh H. Nikam** is a Whole Time Director of our Company. He is a Member of the Institute of Chartered Accountants of India (ICAI). He has been associated with the Company since 2007 and subsequently became the Director on November 01, 2014. He mainly looks into Accounts, Finance, Taxation & Costing of the Company.

# CORPORATE INFORMATION

## Board of Directors

**Mr. Sajankumar R. Bajaj**  
Chairman & Managing Director

**Mr. Anil C. Jain**  
Managing Director

**Ms. Namrata S. Bajaj**  
Whole Time Director

**Mr. Dhananjay S. Hatle**  
Whole Time Director

**Mr. Rupesh H. Nikam**  
Whole Time Director & Chief  
Financial Officer

**Mr. Pakshal A. Jain**  
Whole Time Director

**Mr. Hemant R. Karnik**  
Independent Director

**Mr. Ram B. Banarse**  
Independent Director

**Mr. Avinash K. Dalal**  
Independent Director

**Mr. Loukik D. Tipnis**  
Independent Director

**Mrs. Kejal N. Shah**  
Independent Director

## Company Secretary

Mr. Aakash T. Keshari

## Statutory Auditors

**Chaturvedi & Agrawal**  
Chartered Accountants  
724, Ecstasy, City of Joy, JSD Road,  
Near Station, Mulund (West),  
Mumbai- 400 080.

## Chief Financial Officer

**Mr. Rupesh H. Nikam**

## Registered Office:

602-606, Bhoomi Velocity Infotech Park,  
Plot No.B-39, B-39a, B-39 A/1,  
Road No.23 Wagle Industrial Estate,  
Thane (West), Thane - 400 604.  
CIN L99999MH1993PLC072892  
E-mail Id: investors@bajajhealth.com  
Website: www.bajajhealth.com

## Registrar & Transfer Agent

Link Intime India Private Limited  
C-101, 24\*7 Park, L B S Marg,  
Vikhroli West, Mumbai-400083.  
E-mail Id: rent.helpdesk@linkintime.co.in  
Website: www.linkintime.co.in

## Bankers



Saraswat Bank



Standard Chartered Bank



Citi Bank



SVC Bank



ICICI Bank



Axis Bank

# MANAGEMENT DISCUSSION AND ANALYSIS

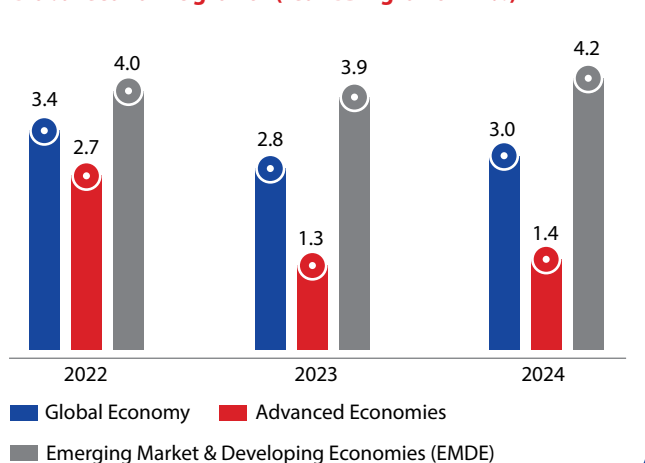
## Global economy overview

The year 2022 marked a significant milestone in the global economic recovery from the devastating impact of the Covid-19 pandemic. While the world witnessed substantial growth and stabilization, it also faced ongoing challenges stemming from the pandemic and geopolitical developments.

In 2022, the global economy experienced an estimated growth rate of approximately 3.4%. This growth was supported by a combination of effective monetary and fiscal policies, increasing vaccination rates, and the gradual easing of restrictions, which allowed for the resumption of economic activities. However, the pace of global recovery was hindered by various factors, including the Russian invasion of Ukraine, unprecedented inflation, a pandemic-induced slowdown in China, higher interest rates, a global liquidity squeeze, and quantitative tightening by the US Federal Reserve.

Consequently, global growth is projected to decline to 2.8% in 2023, as central banks raise interest rates to combat inflation and geopolitical issues continue to exert pressure on economic activity. Despite these challenges, the global economy continues to demonstrate resilience and modest improvement. However, it is important to note that these estimates fall below the long-term global growth average of 3.0%.

### Global economic growth (real GDP growth in %)



(Source: <https://www.imf.org/-/media/Images/IMF/Publications/WEO/2023/April/English/growth-projections.ashx?h=2160&w=3841&la=en>)

In 2022, the global economy experienced a significant rise in inflation due to various factors such as moderate spending, disrupted trade, and higher energy expenses. However, the situation began to change in the last quarter of 2022 when central banks responded by increasing interest rates, and fuel and energy commodity prices started to decrease. As a result, global headline inflation started to decline. Although the decline is happening at a slower pace than initially predicted, it is expected that global inflation will decrease from 8.7% in 2022 to 7.0% this year and further drop to 4.9% in 2024.

The year 2022 witnessed significant progress in the global economic recovery, but it was not without its share of obstacles. While the world experienced notable growth and stabilization, it also grappled with ongoing risks arising from the pandemic and geopolitical developments. Looking ahead, the global economy is expected to face further challenges in 2023, leading to a slight decline in growth. Nonetheless, the global economy remains resilient, and although the estimates fall below the long-term average, there is still room for cautious optimism.

## Outlook

While the balance of risks remains skewed towards the downside, there has been a moderation in these risks. There is a possibility of a stronger boost from pent-up demand in various economies or a faster decline in inflation. However, it is important to note that certain factors could exacerbate debt distress and lead to sudden repricing in financial markets. These factors include the rise in central bank rates to combat inflation, ongoing geopolitical conflicts, and the potential tightening of global financing costs. Therefore, it is crucial for most economies to prioritize achieving sustained disinflation. This necessitates the implementation of macro-prudential tools and the reinforcement of debt restructuring frameworks to maintain financial and debt stability.

In conclusion, the global economy is gradually recovering from the repercussions of the pandemic, and there are positive projections for inflation and growth in the upcoming years. Nevertheless, the persistent geopolitical and economic challenges continue to pose risks to the economy. To mitigate these risks effectively, it is imperative to adopt measures that are targeted and provide better fiscal support. Additionally, strengthening multilateral cooperation is essential to safeguard the gains from the rules-based multilateral system and attain sustainable economic growth.

## Indian economy overview

India has once again demonstrated its unwavering determination and ability to achieve robust economic growth, even in the face of global uncertainties, persistent inflation, and ongoing geopolitical challenges.

According to the latest report from the Ministry of Statistics and Programme Implementation, India's GDP is projected to grow by 7% in FY23, compared to 9.1% in FY22. This slight decrease in the year-on-year growth rate can be attributed in part to the fading of pandemic-induced base effects, which had contributed to higher growth figures in the previous fiscal year.

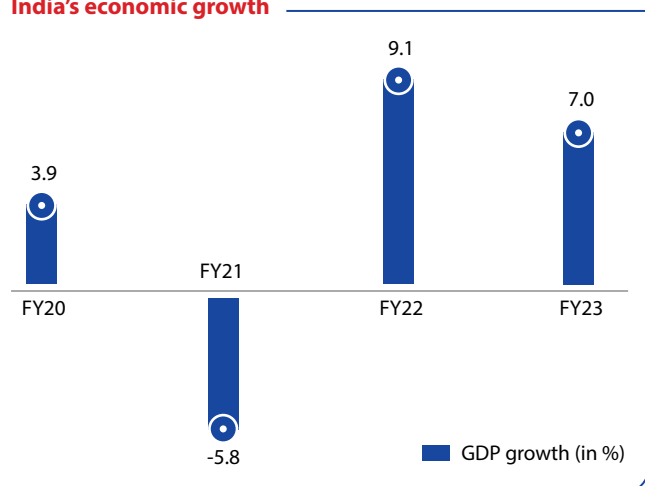
The government's substantial capital expenditure disbursements, along with the recovery in auto sales and improved capacity utilization at a macro level, have played a crucial role in driving India's economic progress. The Centre for Monitoring Indian Economy (CMIE) reported that new projects worth ₹6 trillion were announced in the December quarter, marking a significant 44% increase compared to the previous year. Additionally, India's exports surged by 14% to

reach a record US\$770 billion in FY23, primarily driven by the services sector. However, imports reached a new peak of US\$892 billion due to subdued demand for goods amid global challenges.

Looking ahead, the World Bank expects India's GDP growth to moderate to 6.3% in FY24, mainly due to a sluggish recovery in private capital expenditure and a projected decrease in urban consumption. Furthermore, the recent increase in interest rates by the central bank (with the benchmark repo rate raised by 250 basis points between May 2022 and February 2023) is anticipated to impact private sector performance and capital expenditure. The International Monetary Fund (IMF) has also revised its GDP growth estimate for India in FY24 to 5.9%, down from its initial projection of 6.1%.

As India forges ahead, it is essential to acknowledge the challenges that persist, such as inflationary pressures and geopolitical fractures. These factors necessitate a proactive approach from policymakers and stakeholders to ensure sustainable and inclusive growth. By addressing these challenges head-on, India can further strengthen its economic foundations and create an environment conducive to long-term prosperity.

#### India's economic growth



(Source: <https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>)

Despite high inflation, the Indian economy achieved a remarkable GDP growth rate of ~7% in FY23. This impressive performance can be attributed to the sustained growth in GST collections, electronic toll collections, and the volume of e-waybills generated, all of which indicate a promising momentum. Furthermore, key indicators of manufacturing activity, such as the PMI-manufacturing, the Index of Industrial Production, and the Index of Core Industries (ICI), demonstrate a steady growth in this sector. Similarly, indicators of the services sector, including UPI transactions and high credit demand, also point towards sustained expansion.

In order to foster a virtuous cycle of infrastructure investment and job creation, the Union Government has significantly increased the capital expenditure outlay to ₹10 lakh crore, representing a remarkable 33% increase compared to the previous year. This substantial boost in infrastructure spending, particularly in tier II and tier III cities, is expected to have a profound impact on the Indian economy, generating new employment opportunities

and stimulating overall growth. Overall, the demand conditions in India remain favorable for supporting economic activity. As we approach the coming financial year, India stands with confidence, underpinned by a foundation of macroeconomic stability. However, it is important to remain vigilant against potential political and geo-economic risks that may arise.

#### Outlook

According to projections from the World Bank, India's GDP is expected to grow by 6.3% in FY24, driven by domestic demand and increased public investment. Additionally, there is a possibility of a decline in India's retail inflation rate from 6.6% to 5.2% in FY24. This growth is likely to be supported by various factors, such as broad-based credit expansion, improved capacity utilization, and a reduction in trade deficits.

The government's implementation of production-linked incentive schemes is expected to provide further momentum to the economy, particularly benefiting downstream sectors. Despite an increase in interest rates, the outlook for private business investment remains positive. Moreover, India's economy has minimal exposure to Chinese economic weakness, which helps protect its long-term growth prospects.

With broad-based credit growth, improved capacity utilization, and the government's focus on capital spending and infrastructure development, investment activity is expected to receive a significant boost. As a result, firms operating in the manufacturing, services, and infrastructure sectors are optimistic about their business outlook. However, there are some downside risks to consider, including prolonged geopolitical tensions, tightening global financial conditions, and a slowdown in external demand.

#### Global pharmaceutical industry

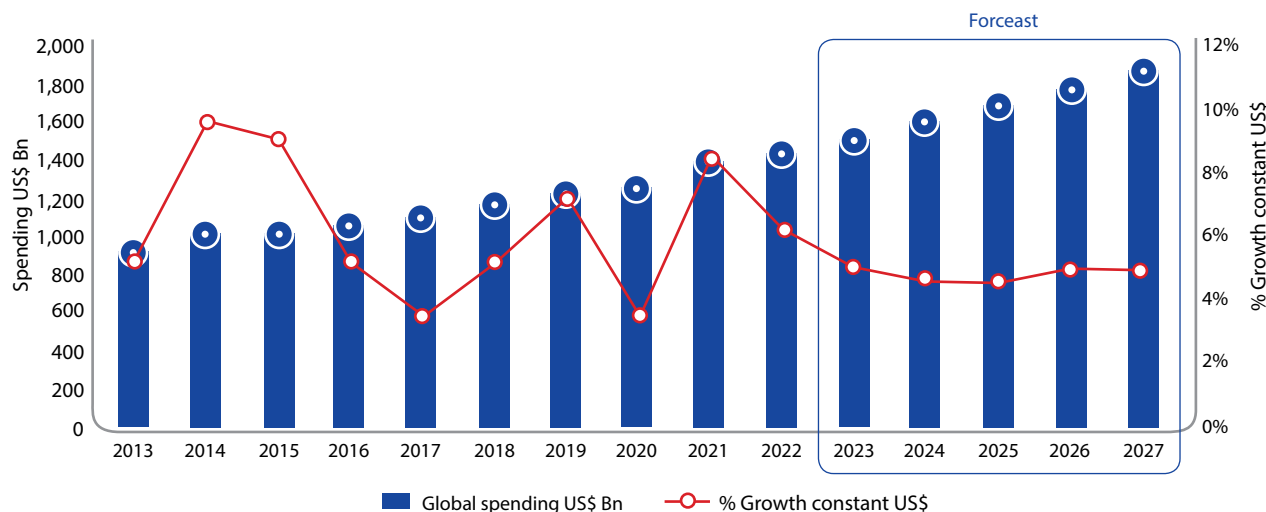
The global pharmaceutical industry is poised to witness steady growth, with a projected compound annual growth rate (CAGR) ranging from 3% to 6% between 2022 and 2027. This growth is expected to result in an impressive market size of approximately \$1.9 trillion. However, it's important to note that these advancements won't be evenly distributed across regions. Established markets may experience more moderate growth, while emerging markets in Eastern Europe, Asia, and Latin America are expected to see substantial growth in both volume and spending.

When it comes to specific therapeutic areas, Oncology stands out as the frontrunner, projected to experience the fastest growth with a CAGR of 13% to 16% until 2027. On the other hand, Immunology is forecasted to grow at a slower pace, with a CAGR of 3% to 6%. These disparities underscore the dynamic nature of the medicine market, revealing diverse growth opportunities depending on the region and the specific therapeutic area.

The U.S. medicine market, being the largest globally at invoice prices, is projected to experience a growth of USD 134 billion, reaching a substantial USD 763 billion by 2027. This anticipated growth, although slower than the previous five years, will be primarily driven by an increased uptake of existing and newly launched protected branded medicines. However, this growth might be dampened by the loss of exclusivity for both small and large-molecule drugs.

The revised estimates take into account the projected impact of the Inflation Reduction Act (IRA), which aims to enhance patient affordability by reducing out-of-pocket costs and imposing inflation penalties on manufacturers through direct price negotiations, especially in the Medicare program. Despite these factors, the U.S. market is expected to maintain its dominant position.

### Global medicine market size and growth



(Source: [https://www.iqvia.com/-/media/iqvia/pdfs/library/presentations/presentation\\_global\\_meds\\_2023\\_webinar.pdf](https://www.iqvia.com/-/media/iqvia/pdfs/library/presentations/presentation_global_meds_2023_webinar.pdf))

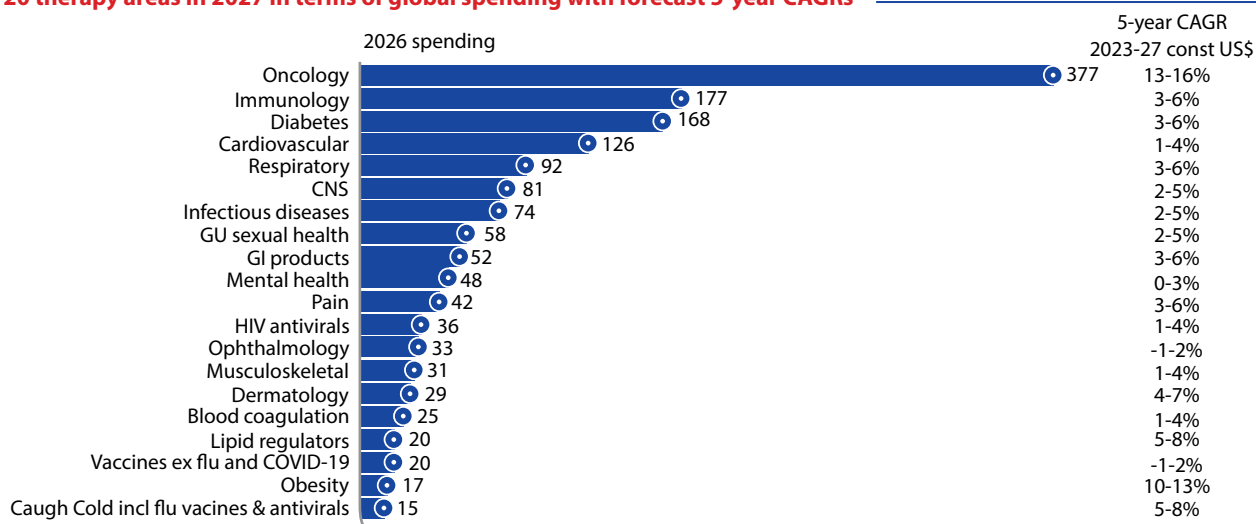
Meanwhile, in China, the rate of spending growth is projected to slow down. Nevertheless, the market is still anticipated to experience substantial expansion, with estimates suggesting it will reach USD 194 billion by 2027, up from USD 166 billion in 2022. The growth in medicine spending is expected to receive a boost from a higher number of innovator medicines being reimbursed through the National Reimbursement Drug List (NRDL).

Turning our focus to Japan, the third-largest global market, medicine spending is expected to remain relatively stable at around USD 75 billion. This is due to the increasing expenditure on protected innovator drugs, which will be partially offset by policies encouraging annual price cuts and the promotion of a continued shift to generics.

As for Europe, the combined medicine spending in the top-5 markets (France, Germany, Italy, Spain, and the U.K.) is projected to surge by USD 59 billion, reaching USD 263 billion over the next five years. Similar to the U.S., the growth in these markets will be primarily driven by protected branded drugs, while generics and biosimilars will also play a role in contributing to the overall growth.

In other developing countries, medicine expenditure is anticipated to follow its historical trends. The primary factors influencing medicine spending and growth will be the uptake of new treatments, balanced by patent lifecycles and competition from generics and biosimilars. In the past, the significant expansion in healthcare access played a pivotal role in driving changes in medicine usage. However, this trend is now decelerating, leading to volume declines in numerous markets.

### Top 20 therapy areas in 2027 in terms of global spending with forecast 5-year CAGRs



(Source: [https://www.iqvia.com/-/media/iqvia/pdfs/library/presentations/presentation\\_global\\_meds\\_2023\\_webinar.pdf](https://www.iqvia.com/-/media/iqvia/pdfs/library/presentations/presentation_global_meds_2023_webinar.pdf))

The therapy areas with the highest expected spending are oncology, immunology, anti-diabetics, and cardiovascular treatments. It is projected that oncology and immunology will experience significant growth, with compound annual growth rates (CAGR) of 13 to 16% and 3 to 6% respectively until 2027.

In the field of oncology, this growth will primarily be fuelled by the introduction of innovative therapies and an increased utilization of medicines. On the other hand, immunology's growth rate is tempered by the loss of exclusivity for certain medications and the rising adoption of biosimilars.

The forecast for the cancer treatment sector alone is promising, with approximately a hundred new drugs anticipated to be introduced over the next five years. This influx of innovations is predicted to contribute around USD 184 billion, resulting in a substantial expansion of the total market size to over USD 370 billion by 2027.

Among the top therapy areas, diabetes spending is expected to rank third globally, with an estimated growth rate of 3 to 6% over the next five years. Notably, a range of highly effective treatments within the glucagon-like peptide-1 (GLP-1) agonist category, such as liraglutide and semaglutide, as well as glucose-dependent insulinotropic polypeptide and glucagon-like peptide-1 receptor (GIP/GLP-1) agonists like tirzepatide, are anticipated to gain widespread usage across different regions. These treatments represent multi-billion-dollar opportunities, and they have shown promise in aiding patients with weight loss, making them potentially applicable for weight management prescriptions as well. Given the prevalence of obesity affecting millions of patients globally, analysts project a substantial addressable market worth over USD 100 billion for these newer diabetes and obesity treatments in the next decade.

As for neurology or Central Nervous System (CNS) medicines, their growth is expected to be driven by increased adoption of newer treatments for migraine and forthcoming therapies for Alzheimer's, Parkinson's, and other rare diseases.

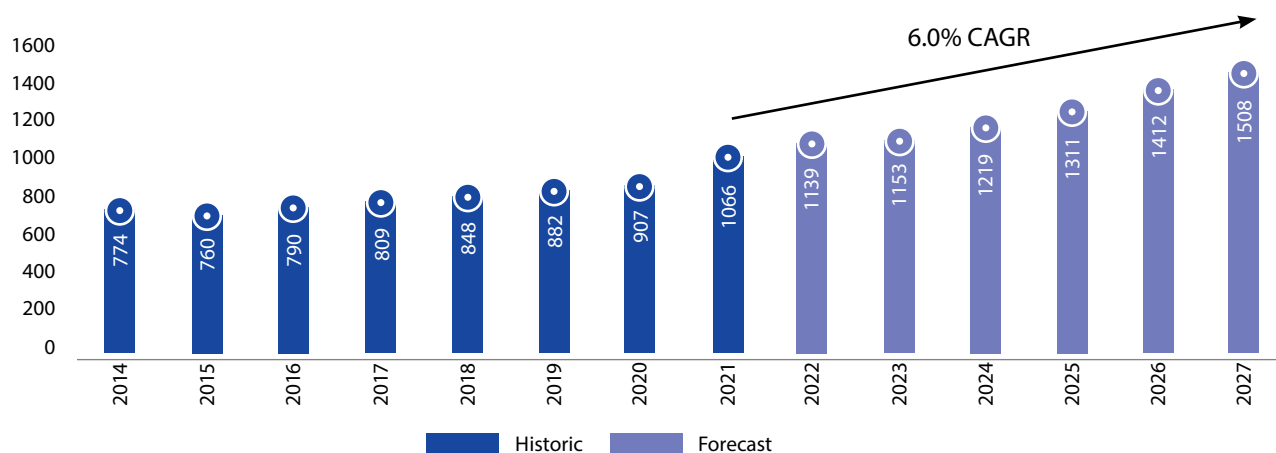
## Global prescription drug sales

The global prescription drug market is expected to witness robust growth, with a projected Compound Annual Growth Rate (CAGR) of 6.0% from 2021 to 2027, reaching an impressive value of USD 1.4 trillion. The COVID-19 pandemic played a significant role in driving this surge in drug sales, fueled by the escalating demand for pandemic-related products such as vaccines, antivirals, and antibodies, which led to a substantial increase in sales throughout 2021.

Despite this positive outlook, there are potential factors that could affect the growth rate of the pharmaceutical sector. For instance, recent drug price reforms in the United States, coupled with upcoming patent cliffs, might have an impact. However, the growth rate could still be sustained by the rise of biologic drugs, whose significance continues to grow. These biologic drugs are anticipated to represent approximately 40% of the total drug sales and account for about 60% of the sales among the top 100 selling medicines by 2027. Their advantages lie in their higher cost and stronger patent protection, providing them with increased durability compared to small molecules and thus reinforcing their dominant position in the market.

The global expenditure on pharmaceutical Research and Development (R&D) is projected to undergo a shift, with annualized growth expected to decrease to low single digits from 2022 to 2027, ultimately reaching USD 278 billion. This contrasts with the historical Compound Annual Growth Rate (CAGR) of 7.3% observed between 2014 and 2021. The surge in R&D during the COVID-19 pandemic has led to a more cautious approach, particularly among biopharma companies, especially the smaller ones, who now prioritize conserving cash in the face of a tighter financial climate. Fortunately, the increased adoption of digital methods is enhancing R&D efficiencies, thereby promising cost reductions in drug development for the upcoming years.

## Worldwide total prescription drug sales (2014- 2027)



(Source: Evaluate Pharma Report, August 2022)

### Emerging trends in the global pharma industry

The pandemic changed the pharma landscape considerably. As treatment paradigms and the healthcare delivery systems across the globe continue to evolve, some key trends impacting the global pharmaceutical industry have emerged:



Continued pressures on drug pricing, access to healthcare remains a challenge



New operating models changing work practices



Adoption of digital technologies continues to accelerate



Emerging scientific innovation in medicine



Growing importance of environment, social and governance (ESG) practices

### Over the Counter (OTC) Drugs Market

Over-the-counter (OTC) drugs are pharmaceutical products that can be purchased without a prescription and are commonly used to address various everyday health issues such as cold symptoms, body pain, allergies, flu, heartburn, acne, and other basic ailments.

The market size of OTC drugs was valued at an impressive \$162 billion in 2022, and experts predict a steady growth with a compound annual growth rate (CAGR) of over 5%, reaching an estimated \$266 billion by 2032. The widespread impact of the COVID-19 pandemic has been felt across various industries, and the pharmaceutical sector is no exception.

During the pandemic, there has been a significant increase in people's focus on personal health, leading to a surge in the sales of OTC drugs. The demand for cold and flu products, as well as vitamin supplements, has witnessed a considerable upswing. However, to manage stockpiling and ensure supply, some regions-imposed restrictions on OTC drug sales.

The increasing availability and production of OTC drugs targeting a wide range of common health conditions are expected to drive substantial revenue growth in the OTC drugs market in the coming years. The ongoing prevalence of common flu and cold symptoms continues to create a demand for therapeutic solutions. Additionally, there is a growing awareness and demand for vitamin supplements and weight loss products, which will play a significant role in shaping the industry's value during the forecast period from 2022 to 2032.

The attractiveness of over-the-counter drugs lies in their cost-effectiveness, positive results, and ease of accessibility, factors that are poised to fuel the demand for these products even further. As a result, the OTC drugs market is expected to witness robust growth in the foreseeable future.

### Opportunities for the OTC drug market

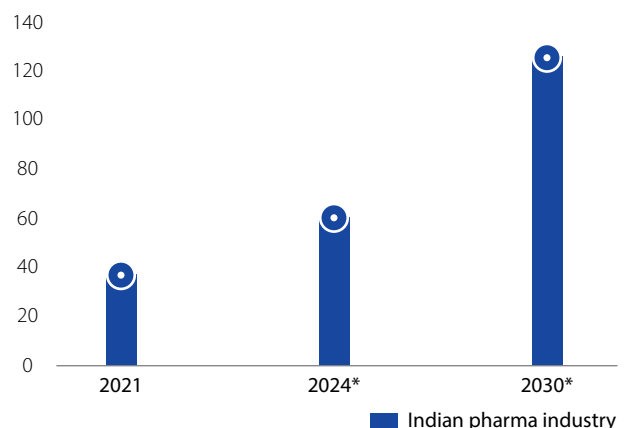
OTC drugs, short for over-the-counter medications, are pharmaceutical products considered safe for purchase without the need for a prescription from a medical professional. You can find these products readily available in hospital pharmacies and regular medical stores, without the necessity of a doctor's note. OTC medicines serve as remedies for a range of common symptoms, including the likes of the common cold, body aches, allergies, the flu, heartburn, acne, and other basic health issues. The significant uptick in manufacturing, resulting in a surge in new product launches, is expected to drive the demand for over-the-counter products. Furthermore, the expansion of product availability in the market, with a shift from prescription (Rx) to

OTC drugs, will make these medications accessible to a broader patient population, thus fostering industry growth. OTC products play a crucial role in reducing treatment costs, making healthcare more affordable for people from various economic backgrounds. They are also cost-effective alternatives for millions of individuals lacking insurance coverage, eliminating the expenses associated with physician visits. Given this overall shift from Rx to OTC and the cost savings associated with it, the market is poised to experience a substantial surge in demand in the upcoming years. Backed by these positives, the global OTC drug market is expected to grow to USD 209 billion by 2027, growing at a CAGR of 5.1%.

### Indian pharma industry

The Indian pharmaceutical industry, currently valued at approximately US\$50 billion, is expected to experience remarkable growth over the next decade, reaching US\$ 65 billion by 2024 and US\$130 billion by 2030 at a commendable CAGR of 12.3%. This rapid expansion will propel it to become the world's third-largest in terms of volume and the 11th largest in terms of spending. According to the government data, exports of pharmaceutical products from India contributed over US\$ 25 billion.

#### Indian pharmaceutical industry growth (in US\$ billion)



(Source: [https://www.ibef.org/download/1690791245\\_Pharmaceuticals-May-2023.pdf](https://www.ibef.org/download/1690791245_Pharmaceuticals-May-2023.pdf))

Indian pharmaceutical companies hold a prominent position on the global stage, playing a vital role in the production of active pharmaceutical ingredients (APIs) and formulations. India has successfully established itself as a major player in the pharmaceutical sector, excelling in both manufacturing and exportation. Remarkably, the Indian Pharmaceutical Industry stands as the largest provider of generic medicines worldwide, contributing to

20% of the global supply by volume, and is also a leading vaccine manufacturer. Additionally, the industry significantly contributes to India's economy, providing direct and indirect employment opportunities to over 2.7 million skilled individuals in fields like research and development (R&D) and manufacturing.

Despite these achievements, the Indian pharmaceutical industry heavily relies on imports from China, with a staggering 68% of APIs being imported from that country. This over-dependence on a single supplier for several critical intermediaries and APIs, including those listed on the National List of Essential Medicines, makes the Indian pharma sector vulnerable to disruptions in China's bulk drugs market. This vulnerability was glaringly evident during the COVID-19 pandemic when Chinese factories faced lockdowns, causing a shortage of raw materials for the Indian pharmaceutical sector. Consequently, the prices of commonly used APIs surged due to increased costs in China and other pandemic-related concerns.

In response to this challenge, the Indian government has taken proactive steps to bolster domestic production of APIs, biopharmaceuticals, complex generics, patented drugs, and various medical devices. Initiatives such as the Production Linked Incentive (PLI) schemes and the establishment of medical devices and bulk drug parks aim to make India a global manufacturing hub for pharmaceuticals.

Overall, the Indian pharmaceutical industry has made impressive strides, but diversifying its sources of critical ingredients remains a priority to ensure sustained growth and resilience in the face of future challenges.

### Emerging trends to shape the Indian pharma industry

In the past year, the pharma industry has demonstrated remarkable collaboration, adaptability, and innovation to ensure a consistent supply of high-quality medicines throughout the pandemic and beyond. Their unwavering commitment extends not only to meeting the healthcare needs of the country but also to expanding their global presence.

Looking ahead to 2023, India's pharmaceutical sector holds a promising outlook with a strong focus on quality manufacturing, affordable medicines, and the integration of cutting-edge innovation and technology. However, there are challenges to address, including low R&D investment, a shortage of skilled workers, intellectual property regulations, and potential export constraints. Overcoming these hurdles will require a high level of agility and resilience.

#### Emerging trends to shape the Indian pharma industry

In the past year, the pharma industry has demonstrated remarkable collaboration, adaptability, and innovation to ensure a consistent supply of high-quality medicines throughout the pandemic and beyond. Their unwavering commitment extends not only to meeting the healthcare needs of the country but also to expanding their global presence.

Looking ahead to 2023, India's pharmaceutical sector holds a promising outlook with a strong focus on quality manufacturing, affordable medicines, and the integration of cutting-edge innovation and technology. However, there are challenges to address, including low R&D investment, a shortage of skilled workers, intellectual property regulations, and potential export constraints. Overcoming these hurdles will require a high level of agility and resilience.



#### Proactive quality management system

The Indian pharmaceutical industry has a long and complex supply chain for medicine manufacturing and distribution. In order to improve the system, there is a need to adopt advanced tracking systems and better tracing-related technologies. In line with this tenant, the government introduced a traceability system called Drug Authentication & Verification Application (DAVA) in 2015. The DAVA program aimed to prove drug authenticity and protect India's reputation in international markets. However, now pharmaceutical companies will prioritize strengthening their own monitoring systems to meet higher ethical standards.



#### Increased adoption of digital technologies

India, known for its affordable generic medications, is using technology to improve its pharmaceutical manufacturing processes and meet global standards. The International Society for Pharmaceutical Engineering (ISPE) recommends digitalization, cloud technologies, and process automation to enhance efficiency and quality while being environmentally conscious. Indian pharmaceutical companies are also using digital technologies to communicate with healthcare professionals, patients, and conduct drug research. Data analysis allows for a comprehensive view of a patient's journey, which aids in drug development and has the potential to improve patient outcomes in the future.



#### Increased adoption of precision medicine

Precision medicine is a growing focus in the Indian pharmaceutical industry, aimed at personalizing medical care for individual patients. It involves diagnosing and treating each patient as unique and using real-time insights to understand their body's response to medications. This is done through data management, privacy, and analysis using Machine Learning. Precision medicine is expected to improve clinical manufacturing procedures by predicting how drugs will interact with a patient's body based on factors like age and medical history.



#### Growing focus on emerging markets

Pharmaceutical companies in India are seeking opportunities in emerging markets to offset slowing sales in developed countries. To remain competitive, they are focusing on global capabilities while tailoring strategies for local markets. The "pharmerging" market, consisting of rapidly growing countries with low market positions, is expected to have strong growth at a rate of 10.4% annually from 2021 to 2026, as per market research.

## Company Overview and key facts

Bajaj Healthcare Limited (BHL) is an Indian pharmaceutical company founded in 1993 with a mission to improve healthcare accessibility worldwide. It has experienced rapid growth and offers over 250 products, including APIs and Finished Dosage Formulations. BHL is known for its innovative processes and efficient operations, making it a respected bulk manufacturer of active pharmaceutical ingredients (APIs) and formulations.

BHL operates 9 advanced manufacturing facilities, has strong research and development capabilities, and distributes its products to more than 62 countries. It has become a preferred supplier for global pharma brands and generics companies, with exports accounting for more than 33% of its revenue.

Over the years, BHL has shifted its focus to a value-driven approach, investing in research and development to become a significant player in amino acids, nutritional supplements, and APIs. The company is committed to quality, demonstrated by its numerous accreditations such as EU-GMP, KFDA, ISO 9001:2015, and WHO-GMP. These certifications have given BHL a competitive advantage in regulated pharmaceutical markets. Additionally, BHL has expanded its presence in international markets through the development of generic products with varying complexities, emphasizing quick product launches.

### API & Intermediates

8

Number of facilities

824 MT/p.m.

Installed capacity

### Finished dosage formulations (FDF)

1

Number of facilities

92 MT/p.m.

Installed capacity

## Business segment overview

Bajaj Healthcare Limited has emerged as a prominent contender within the Indian Pharma industry, making its mark across pivotal segments including Active Pharmaceutical Ingredients (APIs), Finished Dosage Formulations (FDFs), and Intermediates. Supported by a network of nine cutting-edge manufacturing facilities, the Company stands as a preeminent producer of Nutraceuticals, Ascorbic Acid IP, Sodium Ascorbate, Ferrous Ascorbate, and more.

Encompassing a robust portfolio, the Company extends its footprint to over 50 nations through exports, fortified by a proficient in-house product registration team. With a firm commitment to research and development, the company not only has an in-house R&D center but also channels investments into comprehensive training and strategic acquisitions. These endeavours collectively enrich our product repertoire, ensuring sustained international growth and prosperity. Today, BHL proudly offers a diverse range of FDF forms, including tablets, caplets, capsules, and oral powders, all available in bulk quantities.

## BHL's manufacturing capacity for key molecules:

- Ascorbic Acid: 120 metric ton/month
- CH Base: 24 metric ton/month
- Citicoline Sodium: 8 metric ton/month
- Theobromine: 25 metric ton/month
- Carbamazepine: 14 metric/month

## Key business update FY23

- New molecules launched in Nutraceuticals, APIs, Formulations: Glycine, Piperazine phosphate, Amodiaquine hydrochloride, 4,7 DCQ, Hydroxy Novaldamine, 6-Chlorohexanone, Lafutidine, Zinc Ascorbate, Rivaroxaban
- Enhanced the revenue contribution from the formulations business
- Engaged on developing products that are off-patented through reverse engineering
- Focused on reducing our dependency on imports for raw materials
- Added many new geographies during the year

## Road ahead

Moving ahead, our strategic vision involves a robust expansion of our pharmaceuticals enterprise, achieved through targeted acquisitions and the introduction of cutting-edge reverse engineering APIs that have garnered success in recent years.

In the near future, we are eagerly anticipating the unveiling of an array of pioneering products stemming from our unwavering commitment to reverse engineering. Amidst this product lineup, particular focus will be directed towards the amplification of our global footprint for APIs such as Vildagliptin, Sitagliptin, Deferasirox, Chlorhexidine Gluconate, Fosfomycin, Theobromine, and Octenidine Hydrochloride. This endeavor fuels our confidence in ascending to unprecedented market peaks, thus effectively catering to a more extensive clientele.

Furthermore, our aspiration entails elevating the contribution of the FDF business segment within the overall revenue amalgamation, achieved by the integration of novel formulations. On the front of intermediates, recognizing a substantial share of these components being allocated for in-house consumption, our primary aim remains the enhancement of overarching efficiency, ensuring heightened levels of cost-effectiveness.

## Research and Development

Our company has made significant progress in research and development (R&D), transitioning from being a bulk manufacturer and supplier to becoming a value-driven player in the pharmaceutical industry. This progress is due to our commitment to investing in R&D initiatives. Through our research efforts, we have successfully translated scientific and technological advancements into superior pharmaceutical products and more efficient

manufacturing processes. This has not only improved our position in the industry but also established a strong brand presence both domestically and internationally.

We have strong capabilities in process research, development, and engineering. Our expertise in creating intellectual property assets through the development of non-infringing, novel, cost-effective, and environmentally friendly API processes sets us apart and gives us a competitive advantage in driving innovation.

Our innovation infrastructure includes a cutting-edge research facility in Gujarat, Vadodara. This facility has been recognized by the Department of Scientific & Industrial Research (DSIR) and is equipped with state-of-the-art instruments and equipment. Our team of dedicated research scientists are at the forefront of driving innovation at this facility, enabling us to develop products and processes that excel in differentiation, cost-effectiveness, and eco-friendliness. We aim to further expand our capabilities through ongoing R&D initiatives, with a focus on enhancing the quality of our portfolio and increasing regulatory filings in the future.

### Operational excellence

As part of our strategic approach, BHL consistently implemented various measures to enhance its manufacturing and operational capabilities. This aligns perfectly with our commitment to fostering a culture of continuous improvement, involving employees across all functions and levels.

Moreover, our leadership team regularly conducted on-site visits to interact with plant heads, actively learning about the challenges they faced and identifying measures to effectively address them. Thanks to these proactive initiatives, the Company has successfully increased its capacity, reduced costs, and improved overall yield,

leading to substantial annualized financial benefits. Additionally, these endeavors played a significant role in developing our leadership team's abilities in problem-solving, communication, influencing, and strategic thinking.

### Quality and Compliance

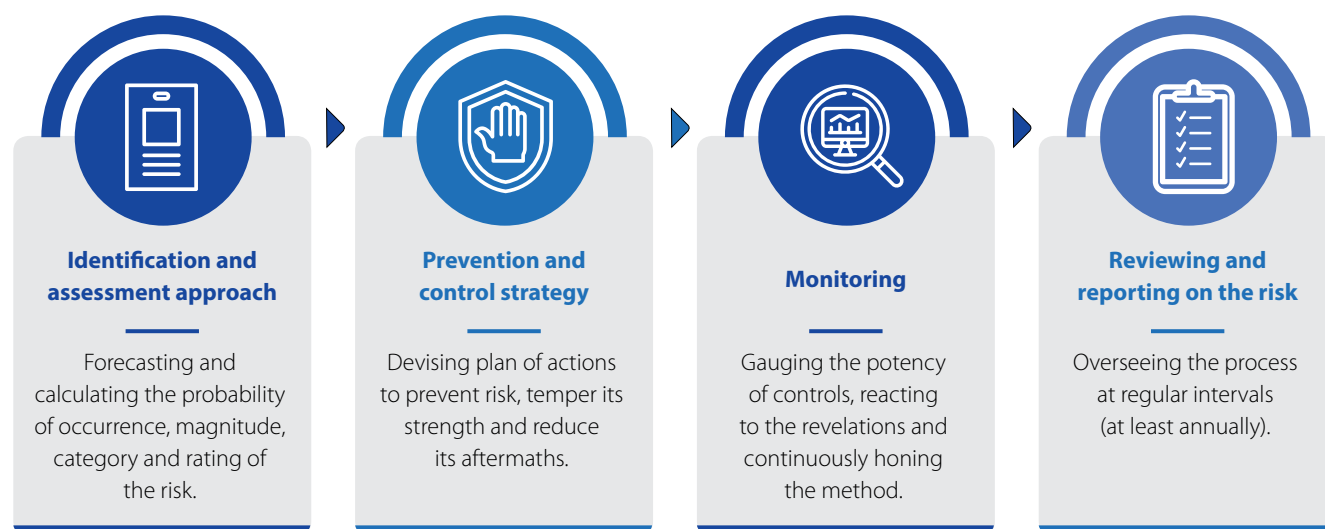
At BHL, we place the utmost importance on quality. Our unwavering commitment to delivering top-notch products has not only enabled us to meet stringent international standards but has also ensured the safety and happiness of our employees in a thriving workplace. This achievement stems from the diligent implementation of the finest quality systems, fostering the right quality culture, and providing continuous training to our dedicated workforce. Looking ahead, we envision our product quality becoming a primary differentiator, which is why we consistently invest in digitalization programs for our key quality systems.

Throughout the years, our pursuit of expanding our quality function has been marked by significant progress. We've made strategic investments in cutting-edge laboratories, equipping ourselves with the latest analytical capabilities and technologies. These sustainable expansions of our quality control capabilities are a result of regular investments in our infrastructure, workforce, and advanced laboratory instrumentation.

### Enterprise Risk Management

By implementing a comprehensive risk-management framework, we can proactively monitor risks that may arise from both our internal operations and the external environment. As a result of this strategic approach, we have consistently generated value for all our stakeholders, even in the face of challenging industry cycles and economic headwinds.

### Our risk management process



**Our risk mitigation plan**

The Board takes the following steps as a part of its risk management and mitigation plan:

- Defines the roles and responsibilities of the Risk Management Committee
- Participates in major decisions affecting the organization's risk profile
- Integrates risk-management reporting with the Board's overall reporting framework

The Company operates with a clearly outlined organizational structure, ensuring smooth information flow and minimizing any potential conflicts or communication gaps between departments. Moreover, to ensure uninterrupted operations, each department has designated second-level positions to cover for the absence of functional heads. The Company also adheres to comprehensive policies for managing inventories of raw materials, consumables, key spares, and tools, ensuring their availability for planned production programs. Furthermore, the Company proactively implements cost reduction measures in response to evolving market conditions, ensuring the competitiveness of its production processes.

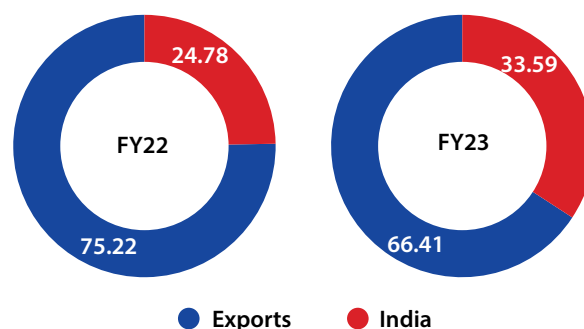
**Human Capital**

Our people have played a pivotal role in shaping BHL into the successful company it is today, and they will continue to do so. Their immense talent and unwavering dedication serve as the foundation of our achievements. Amid an unprecedented year, their proactive ownership and exceptional teamwork enabled us to fulfill our commitments, reinforcing the trust our customers have placed in us and driving us towards our organizational goals in the face of challenging business conditions.

We deeply value the contributions of our employees and prioritize safeguarding their trust and well-being. Thanks to their relentless efforts, we have been able to provide life-saving drugs to people, even in the most difficult circumstances. Ensuring a safe, secure, and healthy work environment for our staff remains our top priority.

Continuously striving to surpass industry benchmarks in workforce productivity and performance, we ensure that the professional objectives of our employees and teams are directly aligned with the organization's philosophy and goals.

Our HR culture at the Company embraces innovation, challenging traditional norms to enhance competitiveness. We take proactive decisions that support the personal and professional aspirations of our employees, fostering an ideal work-life balance and enhancing their sense of pride in being part of our organization. As of March 31, 2023, BHL's employee count stands at more than 1,900, a testament of our dedication to building a strong and talented workforce.

**Financial overview****Revenue by geography (%)****Analysis of profit & loss statement**

(₹ in lakhs)

Particulars	FY22	FY23
Revenue from Operations	67,988.98	67,329.20
EBIDTA	11,850.09	10,684.65
PBT	8,968.46	5,821.63
PAT	7,138.59	4,302.43
EPS (in ₹)	25.87	15.59

## Key ratios

Particulars		FY22	FY23	Variance	Remarks
Debtors' Turnover Ratio	Times	4.80	3.27	-31.87	Increase in Trade Receivables
Inventory Turnover Ratio	Times	3.87	2.33	-39.84	Increase in Inventory
Debt Service Coverage Ratio	%	5.11	2.09	-59.07	Reduction in Profits and increase in Debt repayment due
Debt Equity Ratio	%	0.78	1.13	-44.18	Increase in Borrowing
Return on Equity	%	21.75	11.79	-45.81	Decrease in profits
Return on Capital Employed	%	25.67	17.42	-32.13	Decrease in profits
Current Ratio	Times	1.24	1.17	-5.48	Not Applicable
Debt-equity Ratio	Times	0.78	1.13	-44.18	Increase in Borrowings
Net Profit Margin (%)	%	10.48	6.38	-39.15	Decrease in Profits
Return on Networth	%	21.73	11.70	-46.16	Decrease in Profits
Interest Coverage Ratio	%	9.44	2.91	-69.14	Decrease in Profits
Operating profit margin	%	17.43	15.87	-8.95	Not Applicable

## Internal Control Systems and Adequacy

A robust internal control mechanism is a prerequisite to ensure that an organization functions ethically, complies with all legal and regulatory requirements, and observes the generally accepted principles of good corporate governance. It extends the overall corporate risk management framework, as well as is an integral part of the accounting and financial reporting process.

BHL's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The control mechanism provides for well-documented policies/guidelines, authorisations and approval procedures to ensure the orderly and efficient conduct of its business. This includes adherence to Company's policies, safeguarding of its assets, the prevention and detection of frauds and errors, ensuring the accuracy and completeness of the accounting records and the timely preparation and presentation of reliable financial information. The Company

believes that its experienced and qualified employees play a key role in fostering an environment in which controls, assurance, accountability and ethical behaviour are accorded high importance.

## Cautionary Statements

The Management of BHL has prepared and is responsible for the financial statements that appear in this report. These statements conform to the accounting principles accepted in India and include amounts based on informed judgments and estimates. BHL's projections, estimates, and expectations described in this report should be interpreted as 'forward-looking statements' that can be impacted by various internal and external risks. Risks associated with market, strategy, technology, operations and stakeholders can significantly affect the business and the actual results may differ substantially or materially from those expressed or implied.

# DIRECTORS' REPORT

To,  
The Members  
Bajaj Healthcare Limited

Your Directors have pleasure in presenting their 30th Board Report together with the Audited Financial Statements for the financial year ended 31st March, 2023.

## FINANCIAL PERFORMANCE OF THE COMPANY:

(₹ in Lakhs)

	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Gross Income	67,488.96	68,133.39
Profit before Interest, Depreciation & Tax	10,844.41	11,994.50
Finance Charges	2,287.24	1,262.38
Provision for Depreciation	2,735.54	1,763.66
Profit before Tax	5,821.63	8,968.46
Less: Current Tax /Deferred Tax	1,519.19	1,829.87
Net Profit after Tax	4,302.43	7,138.59
Surplus carried to Balance Sheet	4,302.43	7,138.59
Earnings Per Share (in ₹)	15.59	25.87

The Company's Gross Revenue for the year decreased to ₹ 67,488.96 lakhs as compared to last year's ₹ 68,133.39 Lakhs, which includes the Domestic Turnover of ₹ 44,712.16 Lakhs as compared to last year's Domestic Turnover of ₹ 51,139.08 Lakhs, and the Export Turnover of ₹ 22,617.04 Lakhs as compared to last year's export turnover of ₹ 16,849.90 Lakhs.

The net profit after tax during the year amounted to ₹ 4,302.43 Lakhs as compared to net Profit of ₹ 7,138.59 Lakhs in the previous year.

### DIVIDEND:

The Board of Directors at their meeting held on 30th May, 2023, has recommended payment of ₹ 1.00/- (Rupee One Only) (20%) as Final dividend per equity share of the face value of ₹ 05/- (Rupees five only) each, for the financial year ended 31st March, 2023. The payment of Final dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM) of the Company.

The dividend recommended is in accordance with the Dividend Distribution Policy of the Company. The Dividend Distribution Policy, in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is available on the Company's website at <https://www.bajajhealth.com/wp-content/uploads/2022/07/Dividend-Distribution-Policy.pdf>.

In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the final dividend after deduction of tax at source.

### DEPOSITS:

The Company has not accepted any deposit from public during the year under review and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

### CHANGE IN NATURE OF BUSINESS:

There are no changes in the nature of business of the Company.

### ANNUAL RETURN:

The Annual Return as required under sub-section (3) of Section 92 read with clause (a) sub-section (3) of Section 134 of the Companies Act, 2013 ('the Act') in Form MGT-7 is available on the website of the Company at <http://www.bajajhealth.com/stock-exchangeintimation-2023-24>.

### TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013:

The Company has not transferred any amount to General Reserves for the financial year 2022-2023.

### TRANSFER OF UNPAID AND UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

Pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the declared dividends, which remains unpaid or unclaimed for a period of 7 (seven) years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF). Details of unpaid/unclaimed dividend is a part of Report on Corporate Governance that forms part of this Annual Report.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:**

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year to which the financial statement relates and the date of the report.

**INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:**

The Company has no Subsidiary, Joint venture or Associate Company.

**SHARE CAPITAL:****Sub Division/Split of Equity Shares:**

During the year under review there was no changes in the capital Structure of the Company.

**Buy Back of Securities/ Sweat Equity/ Employees Stock Option Plan**

During the year under review, the Company has not bought back any of its securities nor issued any Sweat Equity Shares nor provided any Stock Option Scheme to the employees during the year under review.

The disclosure pertaining to explanation for any deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc. is not applicable to the Company.

**LISTING OF COMPANY'S EQUITY SHARES:**

The Company's equity shares were actively traded on BSE Limited and National Stock Exchange of India Limited and were not suspended during the year under review.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board has an optimum combination of Executive and Non-Executive Directors and is headed by an Executive Chairman, Mr. Sajankumar R. Bajaj. The Board of the Company is diverse in terms of qualification, competence, skills and expertise which enables it to ensure long term value creation for all the stakeholders.

**Change in Composition****Director retires by rotation:**

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Pakshal A. Jain (DIN: 08776385), an Executive Director is retiring by rotation at the ensuing Annual General Meeting (AGM) and is eligible for re-appointment. The Board recommends his re-appointment.

**Appointment / Re-appointment of Directors:**

Mr. Sajankumar R. Bajaj (DIN 00225950) was appointed as the Chairman and Managing Director of the Company for a period of three years from 1st April, 2020 upto 31st March, 2023. Based on the recommendation of the Nomination and Remuneration Committee given at its meeting held on 31st March, 2023, the Board of Directors at their meeting held on 18th April, 2023 has proposed the re-appointment of Mr. Sajankumar R. Bajaj as Chairman and Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2023, subject to approval

of the shareholders. On May 24, 2023, the Shareholders of the Company, by way of a postal ballot, approved the reappointment of Mr. Sajankumar R. Bajaj as Chairman and Managing Director of the Company for the above-mentioned tenure.

Mr. Anil C. Jain (DIN 00226137) was appointed as the Managing Director of the Company for a period of three years from 1st April, 2020 upto 31st March, 2023. Based on the recommendation of the Nomination and Remuneration Committee given at its meeting held on 31st March, 2023, the Board of Directors at their meeting held on 18th April, 2023 has proposed the re-appointment of Mr. Anil C. Jain as Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2023, subject to approval of the shareholders. On May 24, 2023, the Shareholders of the Company, by way of a postal ballot, approved the reappointment of Mr. Anil C. Jain as Managing Director of the Company for the above-mentioned tenure.

Mr. Dhananjay S. Hatle (DIN 00226390), Ms. Namrata S. Bajaj (DIN 05327071) and Mr. Rupesh H. Nikam (DIN 07007815) were also appointed as the Whole Time Directors of the Company for a period of three years from 1st April, 2020 upto 31st March, 2023. Based on the recommendation of the Nomination and Remuneration Committee given at its meeting held on 31st March, 2023, the Board of Directors at their meeting held on 18th April, 2023 has proposed the re-appointment of Mr. Dhananjay S. Hatle (DIN 00226390), Ms. Namrata S. Bajaj (DIN 05327071) and Mr. Rupesh H. Nikam (DIN 07007815) as Whole Time Directors of the Company for a period of 3 (three) years with effect from 1st April, 2023, subject to approval of the shareholders. On May 24, 2023, the Shareholders of the Company, by way of a postal ballot, approved the reappointment of Mr. Dhananjay S. Hatle (DIN 00226390), Ms. Namrata S. Bajaj (DIN 05327071) and Mr. Rupesh H. Nikam (DIN 07007815) as Whole Time Director of the Company for the above-mentioned tenure.

Mr. Pakshal A. Jain (DIN 08776385), was also appointed as the Whole Time Director of the Company for a period of three years from 30th June, 2020 upto 29th June, 2023. Based on the recommendation of the nomination and remuneration committee meeting held on 31st March, 2023, the Board of Director at their meeting held on 18th April, 2023 has proposed the re-appointment of Mr. Pakshal A. Jain (DIN 08776385) as Whole Time Director of the Company for a period of 3 (three) years with effect from 30th June, 2023, subject to approval of the shareholder. On May 24, 2023, the Shareholders of the Company, by way of a postal ballot, approved the reappointment of Mr. Pakshal A. Jain (DIN 08776385) as Whole Time Director of the Company for the above-mentioned tenure.

**Resignation of Director**

Mr. Luke B. Fernandez (DIN 01110174), Non-Executive Independent Director of the Company has resigned with effect from 16th March, 2023 from the directorship of the Company. The Company is in search of suitable candidate in place of Mr. Luke B. Fernandez.

**Key Managerial Personnel:**

As on 31st March, 2023, Mr. Sajankumar R. Bajaj, Chairman & Managing Director; Mr. Rupesh H. Nikam, Whole-time Director & Chief Financial Officer and Mr. Aakash T. Keshari, Company Secretary & Compliance Officer, are the Key Managerial Personnel of the Company.

**Independent Director(s):**

The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under the provisions of the Act, read with the Schedule and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company.

In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified under the Act and Listing Regulations and are independent of the management.

**Number of Meetings of the Board:**

During the year, 4 (Four) Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Act. The details of meetings of the Board are provided in the Report on Corporate Governance that forms part of this Annual Report.

**Performance evaluation of the Board:**

The formal annual evaluation has been done by the Board of its own performance and that of its Committees and Individual Directors on the basis of evaluation criteria specified in the Nomination and Remuneration policy of the Company.

The performance evaluation of the Chairman, non-independent Directors and Board as a whole was also carried out by the Independent Directors at their separate meeting held as on 13th February, 2023 inter alia to:

- To evaluate the performance of non-independent directors and the Board as a whole;
- To evaluate performance of the Chairman and Managing Director of the Company; and
- To evaluate the quality, quantity and timelines of flow of information between the executive management and the Board.

The suggestions made at the meeting of the Independent Directors were communicated to the Board, Chairman and the Executive Director for taking appropriate steps. All Independent Directors were present at the meeting. The Directors expressed their satisfaction with the evaluation process.

**Committees of the Board**

With a view to have more focused attention on various facets of business and for better accountability, the Board has constituted a set of Committees in accordance with the requirements of the

Act and Listing Regulations. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Statutory mandated Committees constituted under the provisions of the Act and Listing Regulations are Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, Stakeholders' Relationship Committee and Risk Management Committee. The Composition of Audit Committee of the Company are Mr. Luke B. Fernandez as Chairman and Mr. Hemant R. Karnik & Mr. Rupesh H. Nikam as member. Mr. Luke B. Fernandez resigned from the post of Non-Executive Independent Director w.e.f. 16th March, 2023. Mr. Ram B. Banarse, Non-Executive Independent Director of the Company is appointed as a member of Audit Committee in place of Mr. Luke B. Fernandez.

A detailed note on the composition of the Committees, terms of reference and other such details of the audit committee along with other Committees are provided in the Report of Corporate Governance forming part of this Annual Report. During the year under review, the Board has accepted all the recommendations of Audit Committee and also of all other Committees of the Board.

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

All Independent Directors are familiarized with the operations and functioning of the Company. The details of the training and familiarization program are provided in the Corporate Governance Report.

**NOMINATION AND REMUNERATION POLICY**

Pursuant to the provisions of Section 178 of the Act and Regulation 19 of Listing Regulations and on recommendation of the Nomination and Remuneration Committee, the Board of Directors has adopted a policy on Criteria for Selection and Appointment of Directors, Senior Management Personnel and their remuneration. Nomination and Remuneration policy is applicable to all Directors, Key Managerial Personnel (KMP), Senior Management team and other employees of the Company. The Nomination and Remuneration Policy of the Company has been uploaded on the Company's website at <http://www.bajajhealth.com/wp-content/uploads/2020/05/REMUNERATION-POLICY.pdf>

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

As per the provisions of Section 177(9) and (10) of the Act, the Company has adopted a Whistle Blower Policy for establishing vigil mechanism for the Employees and Directors to report to the Audit Committee Chairman, genuine concerns, unethical behavior and irregularities, if any noticed by them, in the Company which can adversely affects Company's operations. The same is reviewed by the Audit Committee from time to time. No concerns or irregularities have been reported by Employees/ Directors till date. The said policy is available on the Company's website <http://www.bajajhealth.com/wp-content/uploads/2020/05/whistle-blower-policy.pdf>

**INSIDER TRADING CODE**

The Company has adopted an 'Code of Conduct to regulate, monitor and report trading by designated persons in Listed or Proposed to be Listed Securities' ("the Code") in accordance with the requirements of the Securities and Exchange Board of India

(Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations). This Code is displayed on the Company's website. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Code is applicable to Promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

## **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING**

The Business Responsibility and Sustainability Report of the Company for the year ended 31st March, 2023, forms part of the Annual Report and marked as Annexure A and is also made available on the website of the Company at [www.bajajhealth.com](http://www.bajajhealth.com).

### **RISK MANAGEMENT:**

Risk management is integral to your Company's strategy and for the achievement of our long-term goals. Our success as an organization depends on our ability to identify and leverage the opportunities while managing the risks.

The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that the risks are brought within acceptable limits. Mitigation plans to significant risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership.

Our approach to risk management is designed to provide reasonable assurance that our assets are safeguarded, the risks facing the business are being assessed and mitigated and all information that may be required to be disclosed is reported to Company's Senior Management including, where appropriate, the Chairman & Managing Director, the Chief Financial Officer, the Audit Committee and the Board.

Mitigation plans to significant risks are well integrated with functional and business plans and are reviewed on a regular basis by the Senior Managements.

The Board approved an overarching Risk Management Policy. The Policy synopsis is available on the website at <http://www.bajajhealth.com/policies/>.

## **STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

Adequate internal control system commensurate with the nature of the Company's business and size and complexity of its operations are in place and have been operating satisfactorily. Internal Control systems comprising of policies and procedure are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The Company has adequate Internal Financial Controls System over financial reporting which ensures that all transactions are

authorised, recorded, and reported correctly in a timely manner. The Company's Internal Financial Controls over financial reporting provides reasonable assurance over the integrity of financial statements of the Company.

## **AUDITORS AND AUDITORS' REPORT**

### **Statutory Auditors:**

M/s. Chaturvedi & Agrawal, Chartered Accountants (Firm Registration No. 101717W) were appointed as Statutory Auditors of the Company at the 27th AGM till conclusion of 32nd Annual General Meeting

M/s. Chaturvedi & Agrawal, Chartered Accountants (Firm Registration No. 101717W), have resigned from the office of the Statutory Auditor of the Company with effect from 30th May, 2023. The Company is in search of suitable Statutory Auditor in place of M/s. Chaturvedi & Agrawal, Chartered Accountants (Firm Registration No. 101717W)

The Auditor's report for the financial year ended 31st March, 2023, on financial statements of the Company forms a part of this Annual Report. The Statutory Auditors have issued an unmodified opinion on the financial statements for the financial year 2022-23. The observations and comments given by the Auditors in their report read together with notes to Accounts are self-explanatory and hence do not call for any further comments under section 134 of the Act.

### **Cost Auditors:**

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its Drugs & Pharmaceuticals business are required to be audited by a Cost Accountant in practice. M/s V. J. Talati & Co. Cost Accountant, have carried out the cost audit for applicable products during the financial year 2022-23.

The Board of Directors of the Company, on the recommendation of the Audit Committee, have appointed M/s V. J. Talati & Co. Cost Accountant, as the Cost Auditors of the Company to conduct the audit of cost records of products for the financial year 2023-24.

The Company has received consent from M/s V. J. Talati & Co. Cost Accountant, to act as the Cost Auditor for conducting audit of the cost records for the financial year 2023-24.

The remuneration proposed to be paid to the Cost Auditors, subject to ratification by the members of the Company at the ensuing 30th AGM, would not exceed ₹3.25 lakhs (Rupees Three lakh Twenty Five Thousand Only) excluding taxes and out-of-pocket expenses, if any for the financial year 2023-24.

The Cost Audit Report for the financial year 2021-22 does not contain any qualification, reservation, or adverse remark.

### **Internal Auditors:**

The Board of Directors of the Company have appointed M/s. Paresh Rakesh & Associates LLP, Chartered Accountants (FRN 119728W) as Internal Auditors of the Company for the financial Year 2023-24.

The Internal Auditors submit their reports to the Audit Committee on periodic basis. Based on the report of Internal Audit, the management undertakes corrective action in their respective areas and thereby strengthens the controls.

**Secretarial Auditor:**

The Board of Directors of the Company, on the recommendation made by the Audit Committee, have appointed Mr. Haresh Sanghvi, Practising Company Secretary (M No. 2259/CoP: 3675), as the Secretarial Auditor to conduct an audit of the secretarial records for the financial year 2023-24. The Company has received consent from Haresh Sanghvi to act as the secretarial auditor for conducting audit of the secretarial records for the financial year ending 31st March, 2024.

The Secretarial Audit Report for the financial year ended 31st March, 2023, issued by Mr. Haresh Sanghvi is enclosed with this report and marked as Annexure-I

The Secretarial Compliance Report for the financial year ended 31st March, 2023, issued by Mr. Haresh Sanghvi, in relation to compliance of all applicable SEBI Regulations/circulars/guidelines issued thereunder, pursuant to requirement of Regulation 24A of the Listing Regulations, Sanghvi is enclosed with this report and marked as Annexure-II. The Secretarial Compliance Report has been voluntarily disclosed as part of Annual Report as good disclosure practice.

The Secretarial Audit Report and Secretarial Compliance Report do not contain any qualification, reservation or adverse remark.

**Reporting of fraud by Auditors**

There was no instance of fraud during the year under review, which required the Statutory Auditors, Internal Auditor, Cost Auditor or/ and the Secretarial Auditor to report to the Audit Committee and/or the Board under Section 143(12) of Act and Rules framed thereunder.

**COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

**GENERAL DISCLOSURES:****Related Party Transactions:**

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of Form AOC-2 is not required. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the notes to the Financial Statements.

During the year under review, the Board of Directors based on recommendations of the Audit Committee approved revisions to the Policy on dealing with and materiality of Related Party Transactions and framework for transaction with related parties of the Company to define the ordinary course of business, review of material related party transactions and revise the thresholds for entering into transactions with related parties and terms thereto. The Company's Policy on dealing with and materiality of related party transactions is available on the website of the Company <http://www.bajajhealth.com/policies/>

**Particulars of Loans, Guarantee and Investments:**

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2023, have been disclosed in the Financial Statements of the Company.

**Cash Flow Analysis:**

The cash flow statement for the year ended 31st March, 2023 is annexed with the financial statements.

**Particulars of Employees:**

Information required in accordance with Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of the Board's Report for the year ended 31st March, 2023 is annexed and marked as Annexure III to Board's Report. Further, the information pertaining to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to the names and other particulars of employees is available for inspection at the Registered office of the Company during business hours and pursuant to the second proviso to Section 136(1) of the Act, the Report and the accounts are being sent to the members excluding this. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary/ Compliance Officer either at the Registered Office address or by email to [investors@bajajhealth.com](mailto:investors@bajajhealth.com).

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

The Company has always believed in providing a safe and harassment free workplace for every individual working in the Company's premises through various practices and always endeavors to provide an environment that is free from discrimination. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Company has in place, policy on Prevention, Prohibition and Redressal of Sexual Harassment for women at workplace in accordance with the requirements of Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been setup as per the statutory requirements, to redress complaints regarding sexual harassment.

During the year 2022-23, ICC did not receive complaints of sexual harassment from any employees.

**Significant and Material Orders passed by the Regulators or Courts or Tribunals:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis for the year under review is provided as separate section forming part of this Annual Report.

**CORPORATE GOVERNANCE:**

Report on Corporate Governance and Certificate of the Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the Listing

Regulations, are provided in a separate section forming part of this Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT:

The Board of Directors acknowledge the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Act, in the preparation of annual accounts for the year ended on 31st March, 2023 and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### CORPORATE SOCIAL RESPONSIBILITY

As a part of its initiative under the "Corporate Social Responsibility" (CSR) drive, the Company has undertaken projects in the area of rural development and education. These projects are in accordance with Schedule VII of the Act and the Company's CSR policy. The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed and marked as Annexure –IV which forms an integral part of this Report.

### ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated. Under section 134(3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

#### I. Conservation of Energy:

##### Steps taken on Energy Conservation –

Many steps towards energy conservation has taken & implemented successfully.

- Commissioned low pressure steam turbine. This works on back pressure of steam boiler & generates electrical power of 100 KW/HR.

- Installed Solar Panels of capacity of 700 KW in vacant land of factory premises.
- To prevent heat loss replaced old insulation of reactors and cold well of brine storage tank.
- Installed softener plant capacity of 10 M3/HR to improve cooling water quality and efficient running of chilling plant. This prevents scaling & ensure better heat transfer & saves energy.
- Installed DM plant to improve boiler feed water quality and run efficient. This saves scaling in tubes & enhances life of boiler tubes.
- Replaced the condenser of Brine Plant 2 by higher capacity to run machine efficient.
- Replaced steam trap by float type. This controls live steam wastage & helps improving steam savings.

#### II. Technology Absorption:

- Cooling tower blades replaced by new designed FRP Pumps.
- For distillation column, old structured packing replaced with new one.
- Mercury vapour lamps replaced by LED Lamps.

#### III. Research & Development:

- R&D Laboratory of Bajaj Healthcare Limited is already approved by DSIR (Department of Scientific and Industrial Research), India.
- We added efficient fume-hoods, sophisticated equipment and facilities for carrying out synthetic research and scale-up activities to develop new process technology for APIs under safe conditions.
- R&D works on different generic molecules are under process. Some of products have been commercialised at plant scale using environment friendly routes.
- With the regular progression in the business, our company intends to emphasise on further expansion of R&D facilities for development of technologically advanced, asymmetric active pharmaceutical ingredients.
- To achieve highest level of challenges of R&D activities, Bajaj Healthcare Limited has developed a talented pool of scientists including organic/analytical chemists provide support to our R&D through documentation and validation of test results as per ICH guidelines and assist the regulatory affairs to prepare high quality technical packages and drug master files.
- The Company has obtained approval for In-house R & D Facility from the Department of Scientific and Industrial Research (DSIR) vide letter No. TU/IV-RD/4031/2022 dated 16th June, 2022 for the purpose of section 35(2AB) of the Income Tax Act, 1961 valid till 31st March 2025 subject to the condition underline therein.

(₹ in Lakhs)

Nature of Expenditure	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Revenue Expenditure:		
Salary Expenses of R&D Personnel	105.30	149.82
R & D Chemical Purchase	136.54	20.50
Stores & Spares & Consumables in R & D	15.37	35.45
Travelling & Other Exp.	8.90	23.06
Common Utilities Expenses	45.47	32.62
Capital Expenditure:		
Laboratory Equipment	17.73	61.37
Computer	2.40	-
Factory Building	41.74	-
Plant & Machinery	24.29	-
<b>TOTAL</b>	<b>397.74</b>	<b>322.82</b>

**IV. Foreign Exchange Earning and Outgo:****Earnings:**

Foreign Currency inflow amounting to ₹19,369.72/- Lakhs

**Outgo:**

Foreign Currency outgo amounting to ₹21,059.28/- Lakhs

**ENVIRONMENT AND POLLUTION CONTROL:**

The Company is well aware of its responsibility towards a better and clean environment. Our efforts in environment management go well beyond mere compliance with statutory requirements. The Company has always maintained harmony with nature by adopting eco-friendly technologies and upgrading the same from time to time incidental to its growth programs.

**STATUTORY COMPLIANCES:**

The Company has complied with all the statutory requirements. A declaration regarding compliance of the provisions of the various statutes is also made by the Chief Financial Officer at each Board Meeting. The Company ensures compliance of the ROC, SEBI Regulations and various statutory authorities.

**CORPORATE ACTION:**

The Company has not failed to implement any corporate action during the year under review.

**THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC, 2016) DURING THE YEAR ALONG WITH STATUS AT THE END OF THE FINANCIAL YEAR:**

The Company has not made any application nor any proceeding is pending against the company under IBC, 2016.

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

Since the Company has not entered into any One Time Settlement with Banks or Financial Institutions, the above statement is not applicable to us.

**ACKNOWLEDGEMENTS:**

Your Directors express their gratitude to various Central and State Government Departments, Organizations and Agencies for their continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks, and other business associates for the excellent support received from them during the year. The Board also wishes to express its gratitude and record its sincere appreciation for the commitment and dedicated efforts put in by all the employees.

The Directors express their special thanks to Mr. Sajankumar R. Bajaj, Chairman & Managing Director for his untiring efforts for the progress of the Company.

**For and on behalf of the Board of Directors  
of Bajaj Healthcare Limited**

Sd/-

**Sajankumar R. Bajaj**Chairman and Managing Director  
DIN: 00225950

Date: 30/05/2023

Place: Thane

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the**  
**Companies (Appointment and Remuneration Personnel) Rules, 2014]**

The Members,

**BAJAJ HEALTHCARE LIMITED**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West 400604

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BAJAJ HEALTHCARE LIMITED** (hereinafter called the "Company") for the audit period covering the financial year ended on 31st March, 2023. 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 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. 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 2023, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
  - (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) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
    - (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
2. There were no actions/ events in pursuance of following Regulations of SEBI requiring compliance thereof by the Company during the period under review:
  - (i) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (ii) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (iii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (v) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
  - (vi) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
3. Provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investments, External Commercial Borrowings were not attracted during the year under review;
4. Based on the information provided and review of the Compliances Report of Managing Director taken on record by the Board of the Company and also relying on the representation made by the Company and its Officers, in my opinion adequate system and process exists in the Company to monitor and ensure compliances with the provisions of general and other industry and sector specific Laws and Regulations applicable to the Company, as identified and confirmed by the management of the company and listed in **Annexure -a** to this report.

5. I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the audit period, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned above and there are no material non-compliances that have come to my knowledge except filing of e-Form CRA-4 vide SRN F58735739 on 14th February, 2023, for filing Cost Audit Report for the Financial Year ended 31st March 2022, with delay and after payment of additional fees.

**I further report that** compliances of finance and tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory Auditors and other designated professionals.

**I further report that:**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review. 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.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.
3. All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**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.

**I further report that** during the audit period under report, no event/action occurred which had a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Sd/-

**HARESH SANGHVI**

Practicing Company Secretary

FCS 2259/COP No. 3675

UDIN: F002259E000422569

Peer Review Certificate no:1104/2021

Date: 30th May, 2023

Place: Mumbai

**Note:** This report is to be read with **ANNEXURE-a** and my letter of even date annexed as **ANNEXURE-b**, forming an integral part of this report.

**List of applicable laws to the Company**

- a) The following laws and regulations, as amended from time to time, are applicable specifically to the Company given its business:
- i. The Drugs & Cosmetics Act, 1940;
  - ii. The Drugs (Control), Act, 1950;
  - iii. The Narcotics Drugs and Psychotropic Substances Act, 1985;
  - iv. The Pharmacy Act, 1948;
  - v. The Drugs and Magic remedies (Objectionable Advertisements) Act, 1954;
  - vi. The Poisons Act, 1919;
  - vii. The Petroleum Act, 1934;
  - viii. The Legal Metrology Act, 2009;
  - ix. The Indian Boiler Act, 1923;
- b) All General Laws related to Direct and Indirect Taxation, Labour Laws and other incidental laws as applicable.

**HARESH SANGHVI**

Practicing Company Secretary

FCS 2259/COP No. 3675

UDIN: F002259E000422569

Peer Review Certificate no:1104/2021

Date: 30th May, 2023

Place: Mumbai

**ANNEXURE-b**

The Members,

**BAJAJ HEALTHCARE LIMITED**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West 400604

**My report of even date is to be read along with this letter:**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Whenever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions 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.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**HARESH SANGHVI**

Practicing Company Secretary  
FCS 2259/COP No. 3675  
UDIN: F002259E000422569  
Peer Review Certificate no:1104/2021

Date: 30th May, 2023  
Place: Mumbai

### Secretarial Compliance Report of

### BAJAJ HEALTHCARE LIMITED

(CIN: L99999MH1993PLC072892) for the year ended 31st March, 2023

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by BAJAJ HEALTHCARE LIMITED (hereinafter referred as 'the listed entity'), having its Registered Office at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No. 23, Wagle Ind. Estate, Thane West – 400604. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Haresh Sanghvi have examined:

- the documents and records made available to me and explanation provided by Bajaj Healthcare Limited ("the listed entity"),
- the filings/ submissions made by the listed entity to BSE Ltd. and National Stock Exchange of India Ltd.,
- website of the listed entity, and
- any other document/filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:
  - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The following Regulations prescribed under the SEBI Act, whose provisions and the circulars/ guidelines issued thereunder, have been examined:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015");
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations, 2015"); and
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the year ended 31st March, 2023 review:

- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations, 2018");
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

I hereby report that, during the Review period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
---------	---	--------------------------	------------	-----------------	----------------	----------------------	-------------	---	---------------------

NIL

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable

- II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Not applicable since there has been no resignation of Statutory Auditors during the review Period.

- III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and are mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	- -
3.	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	- - -
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	The Listed Entity does not have any subsidiary during the Review period
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	Yes NA	- As confirmed by the Management, no Related Party transactions were undertaken without prior approval of the Audit Committee during the Review period.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	As confirmed by the Management, no Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non- compliance has been observed for any SEBI regulation/circular/ guidance note etc.

#### Assumptions & Limitation of scope and Review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Sd/-

**HARESH SANGHVI**

Practicing Company Secretary

FCS 2259/COP No. 3675

UDIN: F002259E000422569

Peer Review Certificate no:1104/2021

Date: 29th May, 2023

Place: Mumbai

## ANNEXURE-III

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2022-23, ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.

Sr. No.	Name of the Director/KMP and Designation	% increase in Remuneration in the financial year 2022-23	Ratio of the remuneration of each director to the median remuneration of the employees.
1	Mr. Sajankumar R. Bajaj (Chairman & Managing Director)	650	131.92:1
2	Mr. Anil C. Jain (Managing Director)	400	87.95:1
3	Mr. Dhananjay S. Hatle Whole Time Director (WTD)	9.53	11.54:1
4	Ms. Namrata S. Bajaj Whole Time Director (WTD)	9.26	4.06:1
5	Mr. Rupesh H. Nikam Whole Time Director (WTD) & Chief Financial Officer (CFO)	12.39	08.67:1
6	Mr. Pakshal A. Jain Whole Time Director (WTD)	60.84	06.98:1
7.	Mr. Aakash T. Keshari (Company Secretary)	9.95	04.21:1

- ii) **The percentage increase in the median remuneration of employees in the financial year;**

The % increase in median remuneration of employee is 04.29%.

- iii) **The number of permanent employees on the rolls of company**

There are 1063 employee on pay rolls of the Company as on 31st March, 2023.

- iv) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

Average percentile increase in the salaries of employees other than the managerial personnel is 3.92% during the year under review and whereas the percentile increase in the managerial remuneration is 290.87%, the same is due to increase in remuneration of our Chairman & Managing Director and Managing Director.

- v) **Affirmation that the remuneration is as per the remuneration policy of the company.**

Remuneration paid during the year ended March 31, 2023 is as per Remuneration policy of the Company.

**For and on behalf of the Board of  
Directors of Bajaj Healthcare Limited**

Sd/-

**Sajankumar R. Bajaj**

Chairman and Managing Director

DIN: 00225950

Date: 30 /05/2023

Place: Thane.

# ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

## 1. A brief outline of the Company's CSR Policy, including overview of the projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmers':

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013.

CSR Policy is aimed at demonstrating care for the community through its focus on education & skill development, health & wellness and environment sustainability including biodiversity, energy & water conservation. Also embedded in this objective is support to the marginalized cross section of the society by providing opportunity to improve their quality of life.

The projects undertaken by the Company are within the broad framework of schedule VII of the Companies Act, 2013.

The Terms of Reference of the Committee are as follows:-

- To frame the CSR Policy and its review from time- to-time.
- To ensure effective implementation and monitoring of the CSR activities as per the approved policy, plans and budget.
- To ensure compliance with the laws, rules & regulations governing the CSR and to periodically report to the Board of Directors.

## 2. The Composition of the CSR Committee:

Sr. No.	Name of Directors	Designation in the CSR Committee	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sajankumar R. Bajaj	Chairman	Chairman & Managing Director	1	1
2	Mr. Ram B. Banarse	Member	Non-Executive Independent Director	1	1
3	Mr. Rupesh H. Nikam	Member	Whole Time Director	1	1

## 3. Web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

The details and the web-links, where such details can be accessed are given hereunder:

Details	Web- Links
Composition of CSR committee	<a href="http://www.bajajhealth.com/board-committee/">http://www.bajajhealth.com/board-committee/</a>
CSR Policy	<a href="http://www.bajajhealth.com/policies/">http://www.bajajhealth.com/policies/</a>
CSR projects	<a href="http://www.bajajhealth.com/csr-policy/">http://www.bajajhealth.com/csr-policy/</a>

4. Details of impact assessment of csr projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if Applicable. Not Applicable

5. Details of the amount available for set off in pursuance of Sub-Rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: ₹195.02 Lakhs

6. Average net Profits for last three years: ₹8152.15 Lakhs

7.

(a)	Two percent of average net profit of the company as per section 135(5).	₹163.04 lakhs
(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial year	Nil
(c)	Amount required to be set off for the financial year, if any	Nil
(d)	Total CSR obligation for the financial year (7a+7b-7c).	₹163.04 Lakhs

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

Total Amount Spent for the Financial Year	Amount unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Transfer Date	Name of the Fund	Amount.	Date of transfer
₹174.10 Lakhs	--	--	--	--	--

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

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

(1) Sr. No.	(2) Name of Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local Area (yes/ no)	(5) Location of the project		(6) Amount spent on the projects (₹ in Lakhs)	(7) Mode of implementation - Direct (Yes/No)	(8) Mode of implementation – Through implementation agency	
				District	State			Name	CSR Registration No.
1.	Support towards Health	Healthcare	Yes	Thane & Vadodara	Maharashtra & Gujarat	1.33	Yes	-	-
2.	Support towards education for backward class peoples- Development of School	Education	No	Fatehpur	Rajasthan	130.00	No	Taradevi Rameshwarlal Bajaj Charitable Trust	CSR00016254
3.	Social Welfare	Malnutritions	Yes	Thane & Vadodara	Maharashtra & Gujarat	17.35	Yes	-	-
4.	Support towards education	Education	Yes	Thane & Vadodara	Maharashtra & Gujarat	25.42	Yes	-	-

d) Amount spent in Administrative Overheads – Not Applicable

(e) Amount spent on Impact Assessment, if applicable - Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) – ₹174.10 Lakhs

(g) Excess amount for set off, if any

Sr. No.	Particulars	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	163.04
(ii)	Total amount spent for the Financial Year	174.10
(iii)	Excess amount spent for the financial year [(ii)-(i)]	11.06
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	11.06*

\*Note: Actual excess amount available for set off in succeeding financial years is ₹206.08 Lakhs which includes previous years excess spent amounting to ₹195.02 Lakhs.

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

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Nil**

10. In case of creation or acquisition of capital asset, furnish the details relating to the Asset so created or acquired through CSR spent in the financial year: **Not applicable**

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

**For and on behalf of the Board of  
Directors of Bajaj Healthcare Limited**

Sd/-

**Sajankumar R. Bajaj**

Chairman and Managing Director

DIN: 00225950

Date: 30/05/2023

Place: Thane.

# REPORT ON CORPORATE GOVERNANCE

## 1. COMPANY PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Companies Act, 2013 ('the Act') and the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') have strengthened the framework of Corporate Governance for India Inc.

The Company's Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. The Company is committed to the principles of good corporate governance to achieve long term goals and to enhance the shareholders' value by managing its operations at all levels with highest degree of transparency, responsibility and delegation with equity in all facets of its operations leading to sharp focus and operationally efficient growth. The Company has a well-defined structure for ensuring that business conduct is fair and ethical manner and has put in place mechanism for reporting illegal and unethical behavior.

## BOARD OF DIRECTORS:

### 2.1 Composition and categories of Directors:

The Company has broad based Board constituted in compliance with the Act and Listing Regulations and in accordance with highest standards of Corporate Governance in its management, which ensures judicious mix of Directors that includes the Executive, Non-Executive and Independent Directors.

Details of the Composition of the Board of Directors as on 31st March, 2023 is stated below:

Sr. No	Name of Directors	Designation / Category
1	Mr. Sajankumar R. Bajaj	Chairman & Managing Director (Promoter)
2	Mr. Anil C. Jain	Managing Director
3	Mr. Dhananjay S. Hatle	Whole Time Director
4	Ms. Namrata S. Bajaj	Whole Time Director
5	Mr. Rupesh H. Nikam	Whole Time Director
6	Mr. Pakshal A. Jain	Whole Time Director
7	Mr. Hemant R. Karnik	Non-Executive Independent Director
8	Mr. Ram B. Banarse	Non-Executive Independent Director
9	Mr. Avinash K. Dalal	Non-Executive Independent Director
10	Mr. Loukik D. Tipnis	Non-Executive Independent Director
11	*Mr. Luke B. Fernandez	Non-Executive Independent Director
12	Mrs. Kejal N. Shah	Non-Executive Independent Director

\*Mr. Luke B. Fernandez, Non- Executive Independent Director of the Company has resigned w.e.f. 16th March, 2023.

### Resignation of Independent Director:

\*Mr. Luke B. Fernandez, Non- Executive Independent Director of the Company has resigned from the position of Non- Executive Independent Director w.e.f 16th March, 2023 due to his health issue and other professional commitments and further he has confirmed that there was no other material reason other than mentioned above for his resignation.

### 2.2 Board Meetings, Attendance and other details:

During the financial year under review, 4 (Four) Board Meetings were held on 17th May, 2022; 12th August, 2022; 11th November, 2022 and 13th February, 2023. The maximum time gap between any two consecutive Board Meetings was in conformity with the maximum gap allowed as per the Act and the Listing Regulations

In compliance with Section 165(1) of the Act, and Regulation 25(1) of Listing Regulations, none of the Director of the Company is a Director on the Board of more than 20 Companies (including Public Limited Companies) or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director is a member of more than 10 Committees or act as Chairman of more than 5 Committees across all Companies in which they are Directors.

The details on the attendance at the Board meetings held during the Financial Year under review and at the last Annual General Meeting, number of directorship, Memberships/Chairmanships of the Committees of public companies and their shareholding in the Company are as follows: -

Name of Directors	DIN	No. of Board Meetings attended /held in F.Y.2022-2023	Attendance at the last A.G.M.	No. of Directorship in Listed Entity	Committee position**		No. of Equity Shares
					Chairman	Member	
Mr. Sajankumar R. Bajaj	00225950	4/4	Y	1	Nil	Nil	96,54,700
Ms. Namrata S. Bajaj	05327071	4/4	Y	1	Nil	Nil	16,30,207
Mr. Anil C. Jain	00226137	4/4	Y	1	Nil	1	14,51,600
Mr. Dhananjay S. Hatle	00226390	4/4	Y	1	Nil	Nil	24,000
Mr. Rupesh H. Nikam	07007815	4/4	Y	1	Nil	1	Nil
Mr. Pakshal A. Jain	08776385	4/4	Y	1	Nil	Nil	Nil
Mr. Hemant R. Karnik	07377151	4/4	Y	1	1	1	Nil
Mr. Ram B. Banarse	07405486	2/4	Y	1	Nil	1	Nil
Mr. Avinash K. Dalal	03574325	4/4	Y	1	Nil	Nil	Nil
Mr. Loukik D. Tipnis	08188583	4/4	Y	2	1	1	Nil
Mr. Luke B. Fernandez *	01110174	4/4	Y	1	1	Nil	Nil
Mrs. Kejal N. Shah	08608399	4/4	Y	2	Nil	Nil	Nil

\* Mr. Luke B. Fernandez resigned from the post of Non-Executive Independent Director w.e.f 16th March, 2023.

#### Notes:

- Excludes directorships in, Private Limited Companies, Foreign Companies and Section 8 Companies.
- In accordance with Regulation 26(1)(b) of SEBI (Listing Regulation), Membership/ Chairpersonship of only the Audit Committee and Stakeholders Relationship Committee in all Indian Public Limited Companies have been considered.
- Mr. Sajankumar R. Bajaj and Ms. Namrata S. Bajaj are related to each other. Mr. Anil C. Jain & Mr. Pakshal A. Jain are related to each other in terms of Section 2 (77) of the Companies Act, 2013 read with Companies (Specification of definitions details) Rules, 2014. No other directors are related inter-se.
- The Company has not issued any convertible instruments.

### 2.3 Names of the Indian listed entities where the Directors of the Company hold Directorship and the category of directorship as on March 31, 2023:

Name of Director(s)	Other Indian Listed entities in which they hold Directorship	Category of Directorship
Mr. Loukik D. Tipnis	Sky Gold Limited	Non-Executive Independent Director
Mrs. Kejal N. Shah	Sky Gold Limited	Non-Executive Independent Director

### 2.4. Meeting of Independent Directors and performance evaluation of Non-Independent Board

As stipulated by the Code of Independent Directors pursuant to Companies Act, 2013 and the SEBI (Listing Regulations), a separate meeting of the Independent Directors of the Company was held on 13th February, 2023 to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties. The Company has received necessary declaration from all the independent directors confirming that they meet the criteria of independence.

### 2.5. Director's Familiarization programme:

The Company undertakes and makes necessary provisions for an appropriate induction programme for new Directors and ongoing training for existing Directors. The details of familiarization programme of the independent Directors are available on the website of the Company: <https://www.bajajhealth.com/policies/>. The new directors are introduced to the Company's culture, through appropriate training programmes. Such kind of training programmes helps to develop relationship of the Directors with the Company and familiarize them with the Company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

#### The induction process is designed to:-

- build an understanding of the Company processes and;
- fully equip the Directors to perform their role on the Board effectively;

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.

- The following is the list of core skills/expertise/competencies identified by the Board of Directors, based on recommendations of the Nomination & Remuneration Committee, as required in the context of the Company's aforesaid business(es) for it to function effectively along with the names of Directors who have such skills/ expertise/ competence:

Sr. No.	Name of Director(s)	Sales & Marketing: Experience in sales and marketing management based on understanding of the consumer & consumer goods industry	International Business experience: Experience in leading businesses in different geographies/ markets around the world	General management/ Governance: Strategic thinking, decision making and protect interest of all stakeholders	Financial skills: Understanding the financial statements, financial controls, risk management, mergers and acquisition, etc	Technical, professional skills and knowledge including legal and regulatory aspects
1.	Mr. Sajankumar R. Bajaj	Y	Y	Y	Y	Y
2.	Mr. Anil C. Jain	Y	Y	Y	Y	Y
3	Mr. Dhananjay S. Hatle	Y	Y	Y	Y	Y
4	Ms. Namrata S. Bajaj	Y	Y	Y	Y	Y
5	Mr. Rupesh H. Nikam	Y	Y	Y	Y	Y
6	Mr. Pakshal A. Jain	Y	N	N	N	N
7	Mr. Hemant R. Karnik	N	Y	Y	Y	Y
8	Mr. Ram B. Banarse	Y	Y	Y	Y	Y
9	Mr. Avinash K. Dalal	Y	Y	Y	Y	Y
10	Mr. Loukik D. Tipnis	N	N	Y	Y	Y
11	Mr. Luke B. Fernandez*	Y	N	Y	Y	Y
12	Mrs. Kejal N. Shah	N	N	N	N	Y

\* Mr. Luke B. Fernandez resigned from the post of Non-Executive Independent Director w.e.f 16th March, 2023.

## 2.7 Independent Director(s)

The Board of Directors confirms that, in the opinion of the Board, Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the management.

## 3. COMMITTEES OF THE BOARD:

The Committees of the Board are constituted as per the Act and Listing Regulations

### 3.1 Audit Committee:

The Audit Committee of the Company is constituted in line with provisions of Regulation 18 of Listing Regulations read with Section 177 of the Act and rules framed thereunder. All the members possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The previous AGM of the Company was held on 30th September, 2022 and was attended by the Chairman of the Audit Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

### 3.1.2 Brief Terms of Reference

The terms of reference of Audit Committee broadly includes-

- To oversee 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 fee, terms of appointment of auditors of the listed entity and also approval for payment for any other services;
- Reviewing with management the annual financial statements before submission to the Board;
- Review management discussion and analysis of financial condition and result of operation;
- Review internal audit reports relating to internal control weaknesses;
- Review Compliance with Stock Exchange and legal requirements concerning financial statements;
- Approval or any subsequent modification of related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large;
- Reviewing with the management, External and Internal auditors the adequacy of Internal Control System;
- Reviewing the findings of any internal investigations in the matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with external auditors before the audit commences nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- review functioning of Whistle Blower/ Vigil Mechanism;

- l) approval of appointment of Chief Financial Officer,
- m) Scrutiny of inter-corporate loans and investments;
- n) Evaluation of internal financial controls and risk management systems;
- o) Monitoring the end use of funds raised through public offers and related matters;
- p) To look into the reasons for substantial defaults in the payment to the depositors, debentures holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- q) To approve the appointment of the Internal auditor after assessing the qualifications, experience, background, etc. of the candidate;
- r) Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation, 2015 (including any amendment(s) or modification(s) from time to time) at least once in a financial year and verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively.

### 3.1.3 Composition and Attendance at the Meeting

The Audit Committee met 4 (Four) times during the year on 17th May, 2022; 12th August, 2022; 11th November, 2022 and 13th February, 2023.

The details on composition, names of the Members, Chairperson, category of Directors and no. of the meetings attended by the members during the FY 22-23 are as follows: -

Sr. No.	Names of Members as on 31st March, 2023	Category of Directors	Designation in the Committee	No. of Meeting Attended
1	Mr. Luke B. Fernandez*	Independent Director	Chairman	4/4
2	Mr. Hemant R. Karnik	Independent Director	Member	4/4
3	Mr. Rupesh H. Nikam	Executive Director	Member	4/4
4	Mr. Ram B. Banarse**	Independent Director	Member	0/0

Note: Mr. Hemant R. Karnik has been appointed as a Chairman of the Audit Committee post the resignation of Mr. Luke B. Fernandez

\* Mr. Luke B. Fernandez resigned from the post of Non - Executive Independent Director and Chairman of Audit Committee w.e.f 16th March, 2023.

\*\* Mr. Ram B. Banarse, Non-Executive Independent Director of the Company was appointed as Member of Audit Committee with effect from 18th April, 2023.

### 3.2 Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in time with the provisions of Regulation 19 of Listing Regulations read with Section 178 of the Act. The previous AGM of the Company was held on 30th September, 2022 and was attended by the Chairman of the Nomination and Remuneration Committee, Mr. Ram B. Banarse. The Company Secretary of the Company acts as the Secretary to the Committee.

#### 3.2.1 Brief Terms of reference

The terms of reference of Nomination and Remuneration Committee broadly includes:

- A. To help in determining the appropriate size, diversity and composition of the Board;
- B. To recommend to the Board appointment/reappointment and removal of Directors;
- C. To frame criteria for determining qualifications, positive attributes and independence of Directors;
- D. To recommend to the board of directors a policy relating to the remuneration of the directors, Key Managerial personnel and other employees;
- E. To create an evaluation framework for Independent Directors and the Board;
- F. To devise a policy on diversity of board of directors;
- G. To delegate its powers to any member of the Committee or the Compliance Officer.
- H. Reviewing and recommending to the Board, the remuneration, payable to Directors of the Company

#### 3.2.3 Composition and Attendance at the Meeting

The Nomination and remuneration Committee met Twice during the year on 12th August, 2022 and 31st March, 2023. The details on the composition, names of the members, chairperson, category of Directors and no. of the meeting attended by the members is as follows: -

Sr. No.	Names of Members as on 31st March, 2023	Category of Directors	Designation in the Committee	No. of Meeting Attended
1	Mr. Ram B. Banarse	Independent Director	Chairman	2/2
2	Mr. Hemant R. Karnik	Independent Director	Member	2/2
3	Mr. Loukik D. Tipnis	Independent Director	Member	2/2

### 3.2.4 Remuneration Policy

The Remuneration Policy formulated in accordance with the Companies Act, 2013 and SEBI Listing Regulations and as recommended by Nomination and Remuneration Committee has been accepted by the Board of Directors and the same has been annexed to the report of the Directors and is also available on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com)

### 3.2.5 Performance evaluation criteria for independent directors

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Committee has laid down the manner in which formal annual evaluation of the performance of the Directors including Independent Directors and its Committees has to be made. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

### 3.2.6 Details of Remuneration paid to the Directors

Details of Remuneration paid to the Directors for the year ended 31st March, 2023 are as follows:

(Amount in Lakhs)

Name	Relationship with the other Directors	Remuneration (₹)	Commission (₹)	Sitting Fees (₹)	Total (₹)
Mr. Sajankumar R. Bajaj	Immediate relative to Ms. Namrata S. Bajaj	360.00	Nil	Nil	360.00
Mr. Anil C. Jain	Immediate relative to Mr. Pakshal A. Jain	240.00	Nil	Nil	240.00
Mr. Dhananjay S. Hatle	None	31.50	Nil	Nil	31.50
Ms. Namrata S. Bajaj	Immediate relative to Mr. Sajankumar R. Bajaj	11.09	Nil	Nil	11.09
Mr. Rupesh H. Nikam	None	23.67	Nil	Nil	23.67
Mr. Pakshal A. Jain	Immediate relative to Mr. Anil C. Jain	19.06	Nil	Nil	19.06
Mr. Hemant R. Karnik	None	Nil	Nil	1.60	1.60
Mr. Ram B. Banarse	None	Nil	Nil	0.60	0.60
Mr. Avinash K. Dalal	None	Nil	Nil	0.65	0.65
Mr. Loukik D. Tipnis	None	Nil	Nil	0.70	0.70
Mrs. Kejal N. Shah	None	Nil	Nil	0.65	0.65
Mr. Luke B. Fernandez*	None	Nil	Nil	1.35	1.35

\* Mr. Luke B. Fernandez resigned from the post of Non - Executive Independent Director and Chairman of Audit Committee w.e.f. 16th March, 2023.

#### Notes:

- Sitting fees include payment of fees for attending Board/Committee Meetings.
- The remuneration payments in the Company are made with an aim of rewarding performance, based on review of achievements. The remuneration levels are in consonance with the existing industry practices.
- No provision of performance-linked variable pay for the FY 2022-23 is available to Managing Director, the Executive Director and the Whole-time Director. There are no provisions for notice period, payment of severance fees and bonus during the year under review.
- Payments to Non-Executive Directors are decided, based on multiple criteria of seniority/experience, number of years on the Board, Board/Committee meetings attended, Director's position on the Company's Board/Committees, other relevant factors and performance of the Company. There are no pecuniary relationship or transactions between your Company and its Non-Executive/Independent Directors for the financial year under review.
- The Company has not granted any stock option to any of its Directors.

### SUCCESSION PLANNING:

The Company believes that sound succession plans for the Board members and senior leadership are very important for creating a robust future for the Company. The Nomination and Remuneration Committee plays a pivotal role in identifying successors to the members of the Senior Management.

During the year under review, the Nomination and Remuneration Committee spent substantial time with the Managing Director on succession planning exercise. The succession plan was closely aligned with the strategy and long term needs of the Company

**3.3 Stakeholders' Relationship Committee:**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulations 20 of Listing Regulations read with Section 178 of the Act. The previous AGM of the Company was held on 30th September, 2022 and was attended by Mr. Hemant. R. Karnik, the Chairman of the Stakeholders' Relationship Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

**3.3.1 Brief Terms of reference**

The terms of reference of Stakeholders' Relationship Committee broadly includes:

- I. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- II. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- III. Assessment of measures taken for effective exercise of voting rights by shareholders;
- IV. Reference to statutory and regulatory authorities regarding investor grievances;
- V. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances

The Company's Registrar & Share Transfer Agents, M/s Link Intime India Private Limited are fully equipped to carry out the transfers of shares and redress Investor complaints received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc.

**3.3.2 Composition of the Committee**

During the year under review, the Committee met on 13th February, 2023. The composition, names of the members, chairperson, category of Directors, and no. of the meetings attended by the members during the FY 22-23 are as follows:

Sr. No.	Names of Members as on 31st March, 2023	Category	Designation in the Committee	No. of Meeting Attended
1.	Mr. Hemant. R. Karnik	Non-Executive, Independent	Chairman	1/1
2.	Mr. Anil C. Jain	Executive, Non-Independent	Member	1/1
3.	Mr. Ram B. Banarase	Non-Executive, Independent	Member	1/1

**3.3.3 Details in respect of Compliance Officer:**

Mr. Aakash T. Keshari, Company Secretary, acts as the Compliance Officer of the Company.

**3.3.4 Details of Investors Complaints received during F.Y. 2022-23 are as follows:**

Sr. No.	Nature of Complaints	Whether Received	No. of Complaints Redressed	Pending Complaints
1.	Non-Receipt of Shares lodged for transfer/transmission	Nil	Nil	Nil
2.	Non- Receipt of Dividend	Nil	Nil	Nil
3.	Non- Receipt of Annual Report	1	1	Nil

**3.4 Risk management Committee:**

The Risk Management Committee ("RMC") constituted in line with the provisions of the Listing Regulations, presently comprises 3 (Three) members, 1 (One) Independent Directors, a Non-Executive Director and 2 (two) members from the management/Board of the Company.

**3.4.1 Brief Terms of reference:**

The terms of reference of Risk Management Committee broadly includes:

- i. To formulate a detailed risk management policy which shall include:
  - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectorial, sustainability (particularly ESG related risks), information, cyber security risks, or any other risk as may be determined by the Committee.
  - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - c. Business continuity plan.
- ii. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.

- iii. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- iv. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- v. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- vi. Any appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- vii. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

### 3.4.2 Composition of the Committee

The Risk Management Committee (RMC) met 2 (Two) times during the financial year 2022-23 on 17th May, 2022 and 28th October, 2022. The intervening period between 2 (two) consecutive RMC meetings was well within the maximum allowed gap of 180 (one hundred and eighty) days. The Composition of the RMC of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2022-23 is detailed below:

Sr. No.	Names of Members as on 31st March, 2023	Category	Designation in the Committee	No. of Meeting held/ Attended
1.	Mr. Sajankumar R. Bajaj	Executive Director	Chairman	2/2
2.	Mr. Anil C. Jain	Executive Director	Member	2/2
3.	Mr. Hemant R. Karnik	Non-Executive, Independent	Member	2/2

### 3.5 Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility (CSR) Committee comprises of Mr. Sajankumar R. Bajaj, as Chairman and Mr. Ram B. Banarse and Mr. Rupesh H. Nikam as Members of the Committee.

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 135 of the Companies Act, 2013 and are mentioned in "Annexure IV "Annual Report on CSR Activities" of the Directors' Report forming part of this Annual Report.

## 4) GENERAL BODY MEETINGS:

### 4.1 Annual General Meeting

The details of Special Resolutions passed at the Annual General Meetings held in last 3 years along with the location and time of the AGMs are as follows:

The details of Annual General Meetings held during the last three years and special resolutions passed thereat are as follows:

AGM	FINANCIAL YEAR	DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
27th AGM	March 31, 2020	Friday, 30th October, 2020 at 01.00 pm	Conducted through Video Conferencing/ Other Audio Visual Means Deemed venue is the Registered Office of the Company at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1 Road No.23, Wagle Industrial Estate, Thane (West), Thane 400 604.	<ul style="list-style-type: none"> <li>Regularization of Mr. Luke B. Fernandez (DIN: 08188583) as an Independent Director of the Company.</li> <li>Regularization of Mrs. Kejal N. Shah (DIN: 08608399) as an Independent Director of the Company.</li> <li>Regularization of Mr. Pakshal A. Jain (DIN: 08776385) as Whole Time Director of the Company.</li> <li>Re-appointment of Mr. Hemant R. Karnik (DIN: 07377151) as an Independent Director of the Company.</li> <li>Re-appointment of Mr. Ram B. Banarse (DIN: 07405486) as an Independent Director of the Company.</li> <li>Continue directorship of Mr. Avinash K. Dalal (DIN 03574325) as an Independent Director of the Company after age of 75 years.</li> <li>Increase in borrowing power under section 180 (1) (c) of the Companies Act, 2013.</li> <li>Authorization for creation of charge under Section 180 (1) (a) of the Companies Act, 2013.</li> </ul>

AGM	FINANCIAL YEAR	DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
28th AGM	March 31, 2021	Thursday, 30th September, 2021 at 01.00 pm	Conducted through Video Conferencing/ Other Audio Visual Means Deemed venue is the Registered Office of the Company at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1 Road No.23, Wagle Industrial Estate, Thane (West), Thane 400 604.	<ul style="list-style-type: none"> <li>Re-appointment of Mr. Sajankumar R. Bajaj (DIN 00225950) as Chairman &amp; Managing Director.</li> <li>Re-appointment of Mr. Anil C. Jain (DIN 00226137) as Managing 2g Director.</li> <li>Re-appointment of Mr. Dhananjay S. Hatle (DIN.00226390) as Whole BAJAJ Time Director.</li> <li>Re-appointment of Ms. Namrata S. Bajaj (DIN 05327071) as Whole Time Director.</li> <li>Re-appointment of Mr. Rupesh H. Nikam (DIN 07007815) as Whole Time Director.</li> </ul>
29th AGM	March 31, 2022	Friday, 30th September, 2022 at 01.00 pm	Conducted through Video Conferencing/ Other Audio Visual Means Deemed venue is the Registered Office of the Company at 602-606, Bhoomi Velocity Infotech Park, Plot No.B-39, B-39A, B-39A/1 Road No.23, Wagle Industrial Estate, Thane (West), Thane 400 604.	<ul style="list-style-type: none"> <li>Approve payment of remuneration to Mr. Sajankumar R. Bajaj (DIN: 00225950), Chairman &amp; Managing Director.</li> <li>Approve payment of remuneration to Mr. Anil C. Jain (DIN: 00226137), Managing Director.</li> </ul>

#### 4.2 Extraordinary General Meeting

No Extraordinary General Meeting was held during the financial years 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23.

#### 4.3 Postal Ballot

The Company dispatched Postal Ballot Notice dated 18th April, 2022 together with explanatory statement, inter alia, for passing of the Special Resolution for:

- To re-appoint Mr. Sajankumar R. Bajaj as Chairman & Managing Director of the company for a period of 3 Years.
- To re-appoint Mr. Anil C. Jain as Managing Director of the company for a period of 3 Years.
- To re-appoint Mr. Dhananjay S. Hatle as Whole Time Director of the company for a period of 3 Years.
- To re-appoint Ms. Namrata S. Bajaj as Whole Time Director of the company for a period of 3 Years.
- To re-appoint Mr. Rupesh H. Nikam as Whole Time Director of the company for a period of 3 Years.
- To re-appoint Mr. Pakshal A. Jain as Whole Time Director of the company for a period of 3 Years.

Mr. Haresh Sanghvi (Membership No.: 2259, COP: 3675), Practicing Company Secretaries, was appointed as the Scrutinizer for carrying out the Postal Ballot voting process through electronic means in a fair and transparent manner

#### Procedure adopted for Postal Ballot

In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110 and other applicable provisions of the Act read with the Rules issued thereunder and General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated June 23, 2021 (collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting (Remote e-voting) facility to all its members. The Company engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing electronic voting facility to all its members.

The postal ballot notice was sent to the members in electronic form at their email addresses registered with the depositories/Registrar and Transfer Agent (RTA).

The Company also published notice in the newspapers declaring the details of completion of dispatch, e-voting details and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. Members were informed that remote e-voting period would commence on Tuesday, April 25, 2023, IST at 10.00 a.m. and end on Wednesday, May 24, 2023, IST at 5.00 p.m and the detailed procedure of casting of votes through remote e-voting formed part of notes to the Notice. The Scrutinizer submitted his report to the Chairman & Managing Director of the Company, after the completion of scrutiny and the consolidated results of the voting by postal ballot were then announced by the Company Secretary on Wednesday, May 24, 2023, as authorised by the Board of Directors of the Company. The results were displayed at the registered office of the Company and on the Company's website at [www.bajajhealth.com](http://www.bajajhealth.com) and were available on the website of the Stock Exchanges. The results were also intimated through Press Release in newspapers.

#### 4.4. Whether any special resolution is proposed to be conducted through postal ballot:

Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

### 5) MEANS OF COMMUNICATION:

The Annual, half yearly and Quarterly results were submitted to the Stock Exchange and usually published in Business Standard Newspapers in English Language (in all editions) and Mumbai Lakshadeep in Marathi Language in accordance with the Listing Regulations.

These results are simultaneously displayed on the website of the Company and uploaded on the website of BSE Ltd. and National Stock Exchange of India Limited.

The Company also issues press releases from time to time. Press releases and presentations made to the institutional investors/ analysts after the declaration of the results are submitted to BSE Ltd. and National Stock Exchange of India Limited as well as uploaded on the Company's website.

### 6) GENERAL SHAREHOLDER INFORMATION

6.1 Sr. No.	Salient items of interest	Particulars								
	Company Registration Details									
i.	AGM Date, time and venue	Saturday, 30th September, 2023 at 1:00 PM Through Video Conferencing								
ii.	Financial year	The Financial Year of the Company is from April 1, 2022 to March 31, 2023.								
	Tentative Schedule for declaration of results during the financial year 2023-24	<table><tr><td>First quarter:</td><td>June 30, 2023- on or before August 14, 2023</td></tr><tr><td>Second quarter/Half Yearly</td><td>September 30, 2023 - on or before November 14, 2023</td></tr><tr><td>Third quarter/Nine months</td><td>December 31, 2023 - on or before February 14, 2024</td></tr><tr><td>Fourth quarter/Annual</td><td>on or before May 30, 2024</td></tr></table>	First quarter:	June 30, 2023- on or before August 14, 2023	Second quarter/Half Yearly	September 30, 2023 - on or before November 14, 2023	Third quarter/Nine months	December 31, 2023 - on or before February 14, 2024	Fourth quarter/Annual	on or before May 30, 2024
First quarter:	June 30, 2023- on or before August 14, 2023									
Second quarter/Half Yearly	September 30, 2023 - on or before November 14, 2023									
Third quarter/Nine months	December 31, 2023 - on or before February 14, 2024									
Fourth quarter/Annual	on or before May 30, 2024									
iii.	Date of Book closure	Sunday, September 24, 2023 to Saturday September 30, 2023 (both days inclusive)								
iv.	Dividend Payment Date	Within 30days from the date of 30th AGM								
vii.	Registrar & Share Transfer Agent	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083. Tel: +91 – 22 –4918 6270; Fax: +91 – 22 – 4918 6060 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> ; Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> Contact Person: Mr. K. C. Ajitkumar SEBI Registration No.: INR000004058								
viii.	Share Transfer System	In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved								
ix.	Dematerialization of shares and liquidity	The Company's shares are currently traded only in dematerialized form over BSE Limited and National Stock Exchanges of India Limited. To facilitate trading in dematerialized form, the Company has tied up with NSDL and CDSL. Shareholders can open account with any of the depository participants registered with any of these depositories. As on March 31, 2023, 100.00% (2,75,98,400 Equity Shares) of the Company's equity shares were held in dematerialized. The equity shares held by the promoter & promoter group in the Company have been fully dematerialized.								
x.	Address for correspondence	602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39A/1, Road No.23, Wagle Industrial Estate, Thane – 400 604; Tel No.: +91 – 22 – 6617 7400.								

#### 6.2 Unclaimed Dividend

During the financial year under review, the Company was not required to credit any amount to Investor Education and Protection Fund towards Unclaimed Dividend.

Pursuant to the provisions of Section 124 of the Act, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF). Shareholders of the Company who have not received or encashed their dividend for the financial years, as mentioned below, are requested to claim the unpaid / unclaimed dividend from the Company before its transfer to the abovementioned Fund.

Sr. No.	Year of Declaration of Dividend	Dividend Type	Date of Declaration of Dividend	Unclaimed Amount (In ₹)	Due Date for transfer to IEPF Account
1	2020-21	Interim Dividend	19/11/2020	6183.75	20/12/2027
2	2020-21	Final Dividend	30/09/2021	10432.00	01/10/2028
3	2021-22	Final Dividend	30/09/2022	32820.50	01/10/2029

### 6.3 Listing on Stock Exchanges

#### Equity Shares

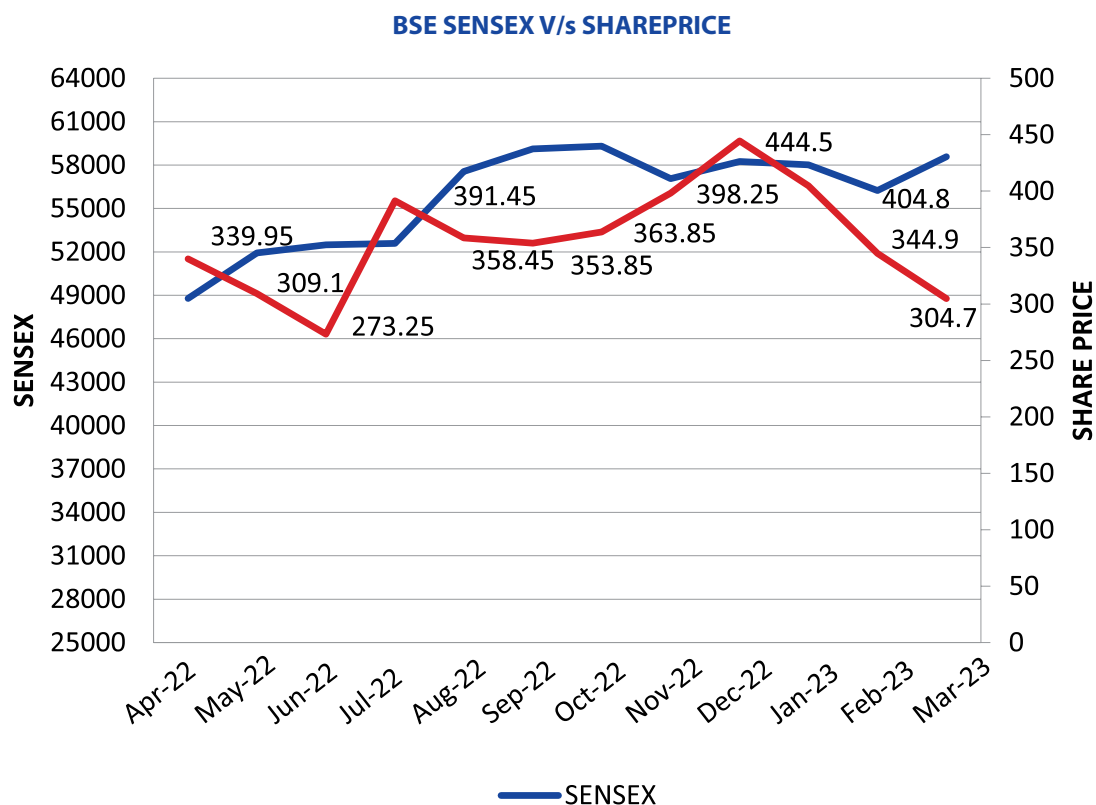
Name of the Stock Exchange	Security code/ Symbol	ISIN	Payment of Annual Listing fees for the FY 22-23 (Y/N)
BSE Limited (Mumbai)	539872	INE411U010127	Y
National Stock Exchange of India Limited	BAJAJHCARE		Y

### 6.4 Market Price Data:

High/Low during each month of 2022-23 on BSE limited and National Stock Exchange of India limited

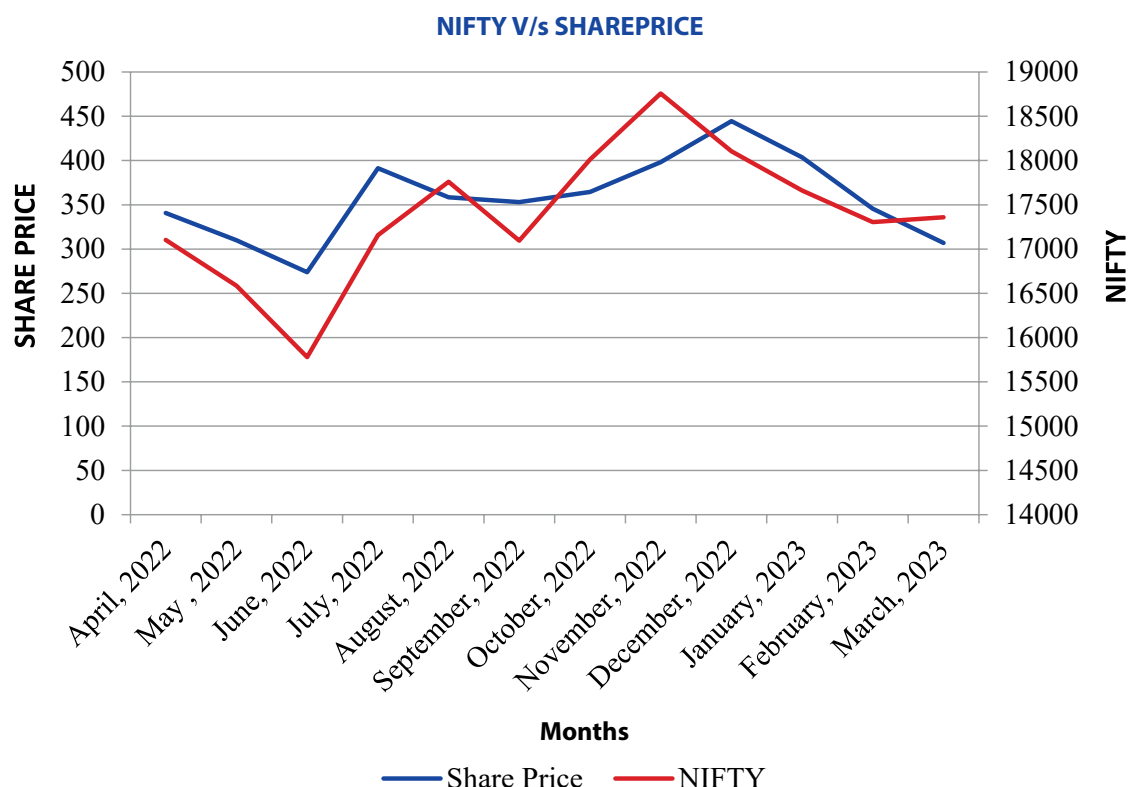
Market Price Data Month	Share prices of the Company for the Period April 2022 to March, 2023			
	BSE		NSE	
	High	Low	High	Low
Apr-2022	389.65	325	390.35	328.2
May-2022	350	284.75	351.65	282
Jun-2022	340	256.8	325	257.45
Jul-2022	414	267	413	271.8
Aug-2022	400.45	353.4	396	344.7
Sep-2022	404.9	342.8	404.9	342.75
Oct-2022	367.1	332.5	366.8	335.1
Nov-2022	424.4	358.6	423.9	358
Dec-2022	448.15	391.2	448	390.55
Jan-2023	457.55	380.7	458.35	380.85
Feb-2023	404.8	321.55	314.9	405.7
Mar-2023	357.6	278.25	352.9	278.1

### 6.5 (a) Share Price performance in comparison to BSE SENSEX.



\*Company's equity share price has been adjusted for Split.

(b) Share Price performance in comparison to NIFTY.



#### 6.6 Categories of Shareholding as on 31st March, 2023:

Categories	Number of Shares	Shares	%
<b>(A) Shareholding of Promoter and Promoter Group</b>			
Promoters	1,86,24,867		67.49
Total Shareholding of Promoter & Promoter Group (A)	1,86,24,867		67.49
<b>(B) Public Shareholding</b>			
(i) Institutions			
Banks / FI	Nil		Nil
Central Govt.	Nil		Nil
Total Public Institutions (B) (i)	3,10,951		1.12
(ii) Non Institutions			
Individuals	47,73,272		17.30
NRI	1,35,663		0.49
NBFCs registered with RBI	NIL		NIL
Bodies Corporate	37,42,196		13.56
Overseas Corporate Bodies	Nil		Nil
Clearing Members	11,451		0.04
Total Public Non Institution (B) (ii)	86,62,582		31.39
Total Public Shareholding (B)=(B)(i)+(B)(ii)	89,73,533		32.51
Total Shareholding (A) + (B)	2,75,98,400		100.000

#### 6.7 Top Ten equity shareholders of the Company as on March 31, 2023 (other than Promoters)

Sr. No.	Name of Shareholders	No of equity Shares held	Percentage of holding
1	MAA SHARDA DISTRIBUTORS PRIVATE LIMITED	1764353	6.393
2	VLS FINANCE LTD	595500	2.1577
3	ESCORP ASSET MANAGEMENT LIMITED	475200	1.7218
4	SHRI RAVINDRA MEDIA VENTURES PRIVATE LIMITED	263200	0.9537
5	HETAL CHETAN MEHTA	238343	0.8636
6	KARTHIK SUNDAR	199695	0.7236
7	TIA ENTERPRISES PRIVATE LIMITED	157200	0.5696

Sr. No.	Name of Shareholders	No of equity Shares held	Percentage of holding
8	PAYAL SANGHAVI	156713	0.5678
9	INDIA EMERGING GIANTS FUND LIMITED	135000	0.4892
10	SURENDRA N SANGHAVI	131006	0.4747

#### 6.8 Distribution of Shareholding as on 31st March, 2023:

No. of equity Shares held	Shareholders		Total Shares	
	Number	% of Total	Shares	% of Total
1 to 500	25245	95.4803	1337731	4.8471
501 to 1000	532	2.0121	406411	1.4726
1001 to 2000	315	1.1914	475111	1.7215
2001 to 3000	109	0.4123	272892	0.9888
3001 to 4000	63	0.2383	222237	0.8053
4001 to 5000	33	0.1248	154318	0.5592
5001 to 10000	66	0.2496	477965	1.7319
10001 to 9999999999	77	0.2912	24251735	87.8737
TOTAL :	26440	100.0000	27598400	100.0000

#### 6.9 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL. No discrepancies were noticed during these audits.

#### 6.10 Outstanding GDR/ ADR / Warrants or any convertible instruments, conversion date and impact on equity:

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2023, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

#### 6.11 Plant Location

- Plot No. N – 216, 217 & 128, MIDC, Tarapur, Boisar - 401 506, District Thane, Maharashtra.
- Plot No. 588, Savli – Karadhiya Road, Village Gothada, Savli, Vadodara – 391 776, Gujarat.
- R. S. No. – 1818, Manjusrar – Savli Road, At & Post. – Manjusrar, Savli, Vadodara – 391 775, Gujarat.
- Plot No. 1717 & 1718, GIDC, Panoli, Ankleshwar, Bharuch – 394 116, Gujarat.
- Plot No. N – 178, MIDC, Tarapur, Boisar - 401 506, District Thane, Maharashtra.
- Plot No. E-62 & E 63, MIDC, Tarapur, Boisar - 401 505, District Thane, Maharashtra.
- Plot No. N-92, Tarapur Industrial Area, MIDC, Palghar-401506.
- Plot No. T-30, Tarapur Industrial Area, MIDC, Palghar-401506.
- Plot No. L-9/3, Tarapur Industrial Area, MIDC, Palghar-401506.
- Plot No. L-11, Tarapur Industrial Area, MIDC, Palghar-401506. (Engineering Unit)

#### 6.12 Commodity price risk or foreign exchange risk and hedging activities:

The Company hedges its foreign currency exposure in respect of its imports, borrowings and export receivables as per its laid policies.

#### 6.13 List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

The Company does not have any debt instruments and the rating of bank facilities of Bajaj Healthcare Limited as under :

Facilities	Rating
India Rating for Bank Facilities for the year 2022-23	Long-Term Issuer Rating of 'IND A-'. The Outlook is Stable

Facilities	Long Term Bank Facilities	Short Term Bank Facilities
Crisil Rating for Bank Facilities for the year 2021-22	CRISIL BBB/Positive	CRISIL A3+

## 7) DISCLOSURES:

### 7.1. Related Party Transactions:

All transactions entered into with Related Parties as defined under the Act, and Regulation 23 of the SEBI (Listing Regulations) during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The details of the transactions with related parties, if any, are placed before the Audit Committee from time to time.

The Board of Directors has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The same is also displayed on the Company's website <https://www.bajajhealth.com/wp-content/uploads/2022/07/Related-party-Transaction-policy.pdf>

### 7.2. Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matters related to capital markets during the last three years.

### 7.3 Vigil Mechanism / Whistle Blower Policy:

Pursuant to Section 177(9) and sub section (10) of the Companies Act, 2013, and in terms of Regulation 22 of SEBI (Listing Regulation) read with Regulation 4(2) (d)(iv) of Securities and Exchange Board of India, the Company has in place a vigil mechanism for Directors and Employees and has adopted a Whistle Blower policy, to report genuine concerns about any wrongful conduct with respect to the Company or its business or affairs. This policy covers malpractices, misuse or abuse of authority, fraud, violation of company's policies or rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or likely to be affected and formally reported by whistle blowers.

The Policy provides that all Protected Disclosures can be addressed to the Chairman of the Audit Committee in all the cases and to Whole-time Director / Chairman in exceptional cases. All protected disclosures under this policy will be recorded and thoroughly investigated. If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. The details of the vigil mechanism are also available on the Company's website [www.bajajhealth.com](http://www.bajajhealth.com)

### 7.4. Status of compliance with mandatory

### requirements and Non-Mandatory Requirements:

The Company has complied with all mandatory requirements of Corporate Governance norms as specified in Regulation 17 to 27 and clause (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Regulation), 2015, to the extent applicable to the company. Also the Company updates the investors about the business regularly through press release.

### 7.5. Details of adoption of discretionary requirements specified in Part E of Schedule II to the Listing Regulations:

During the year, the Company has complied with the mandatory requirements as applicable to the Company under the Listing Regulations. With respect to the compliance with the non-mandatory requirements pursuant to Regulation 27(1) of the SEBI Listing Regulations, the Company has adopted the following non-mandatory requirements:

- (i) The Auditors' Report on financial statements of the Company are unqualified.
- (ii) Internal auditors of the Company, make quarterly presentations to the Audit Committee on their reports.

### 7.6. Code for prevention of Insider-Trading Practices:

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for prevention of Insider Trading.

The Company has instituted a comprehensive code of conduct for its directors, management and officers and the other connected persons with the Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, guidelines and procedures to be made while dealing with shares of the Company including the consequences of violations if any. The code clearly specifies, among other matters, that the Directors and specified employees of the Company can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and material events, etc. as per the Policy. Disclosure of shareholding is taken from all the directors and Designated Employees and other connected persons of the Company.

### 7.7. Details of utilization of funds:

During the year under review, there were no Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7A) of the Listing Regulations

### 7.8. Disclosures with respect to demat suspense account/ unclaimed suspense account:

During the year under review, the Company was not required to transfer any shares to demat suspense account/unclaimed suspense account.

### 7.9. Certification by Practicing Company Secretary:

As per the amended Listing Regulations, the Company

has obtained a certificate from the Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified, from being appointed or continuing as Directors, by Securities and Exchange Board of India/Ministry or Corporate Affairs or any such authority and the same is annexed to this Report.

**7.10. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. number of complaints filed during the financial year: Nil
- b. number of complaints disposed of during the financial year : Nil
- c. number of complaints pending as on end of the financial year : Nil

**7.11.** Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year, the same to be disclosed along with reasons:

During the year under review, the Board has accepted all the recommendations of all the Committees of the Board.

**7.12.** Total fees for all services paid by the listed entity on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part was ₹5.10 lakhs (Rupees Five Lakhs and Ten Thousand Only) for the year under review.

**7.13.** Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

During the year under review, the Company has not granted any loans, secured or unsecured, to companies/ firms in which Directors are interested. The details of related party transactions are given in note no. 47 of Notes to the financial Statement.

**8) COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE:**

Certificate from the statutory auditors confirming compliance with the conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, is attached and forms part of the Annual Report

**9) REVIEW OF DIRECTORS RESPONSIBILITY STATEMENT**

The Board in its Report has confirmed that annual accounts for the year ended 31st March 2023 have been prepared as per Indian Accounting Standard (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

**10) CEO / CFO Certificate:**

As required under Regulation 17 (8) of SEBI (LODR) Regulations, 2015, the Certificate for the FY 2022-23 signed by Mr. Sajankumar R. Bajaj, Chairman & Managing Director and Mr. Rupesh H. Nikam, Chief Financial Officer forms part of the Annual Report.

**11) DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. The Company has in respect of the year ended March 31, 2023, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**For and on behalf of the Board of Directors  
of Bajaj Healthcare Limited**

Sd/-  
**Sajankumar R. Bajaj**  
Chairman & Managing Director  
DIN: 00225950

Date: 30th May, 2023

Place: Thane

## Independent Auditor's Certificate Regarding Compliance of Conditions of Corporate Governance:

To  
the Members of  
**Bajaj Healthcare Limited**

We have examined all the relevant records of Bajaj Healthcare Limited, for the purpose of certifying compliance of the conditions of the Corporate Governance under para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended on March 31, 2023. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the para C of Schedule V read with Regulation 34(3) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For **Chaturvedi & Agrawal**  
Chartered Accountants  
Firm Registration Number: 101717W

Sd/-  
**Rasik Chaturvedi**  
Partner  
M No : 039524  
UDIN: 23039524BGYKGA7259

Date: 30th May, 2023  
Place: Mumbai

## Compliance Certificate

(Pursuant to Regulation 17 (8) of SEBI (LODR) Regulations, 2015)

We, Sajankumar R. Bajaj, Chairman & Managing Director and Rupesh H. Nikam, Chief Financial Officer of Bajaj Healthcare Limited, hereby certify that:

We have reviewed the Audited financial statements and the cash flow statement for the Financial Year ended on 31st March, 2023 and that to the best of our knowledge and belief;

- i. these statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading;
- ii. these statements together present a true and fair view of the company's affairs and are in compliance with the applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's Code of Conduct;

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies; and

We have indicated to the auditors and the Audit committee, significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

Date : 30th May, 2023  
Place : Thane

Sd/-  
**Mr. Rupesh H. Nikam**  
Chief Financial Officer

Sd/-  
**Mr. Sajankumar R. Bajaj**  
Chairman & Managing Director

# Certificate of Non-Disqualification of Directors

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

To,  
The Members of  
**BAJAJ HEALTHCARE LIMITED**  
CIN: L99999MH1993PLC072892  
602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1,  
Rd No.23, Wagle Ind. Estate  
Thane West 400604

I have examined following documents for the purpose of issuing this Certificate-

- Declaration of non-disqualification as required under section 164 of the Companies Act, 2013 ("Act"); and
- Disclosure of concern and/or interests as required under section 184 of the Act

(hereinafter referred as "the relevant documents") of Bajaj Healthcare Limited, bearing Corporate Identification Number (CIN) - L99999MH1993PLC072892, having its registered office at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 A/1, Rd No.23, Wagle Ind. Estate Thane West 400604 (hereinafter referred as "the Company") to the Board of Directors of the Company ('the Board') for the Financial Year 2022-23 and relevant registers, records, forms and returns maintained by the Company and as made

available for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (LODR) Regulations, 2015. I have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act and ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification.

Based on the verification and examination of aforesaid documents including Directors Identification Number (DIN) status at the Ministry of Corporate Affairs (MCA) portal [www.mca.gov.in](http://www.mca.gov.in) and the List of disqualified Directors published by the MCA, in my opinion and to the best of my information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, I hereby certify that during the Financial Year ended 31st March 2023, none of the Directors on the Board of the Company, as listed hereunder have been debarred or disqualified from being appointed or continuing to act as Directors of Companies by Securities and Exchange Board of India/ MCA or any such statutory authority:

Sr. no.	Name of the Directors	DIN	Date of appointment*
1	Sajankumar Rameshwarlal Bajaj	00225950	01/04/2002
2	Anil Chhampalal Jain	00226137	15/01/2004
3	Dhananjay Sabaji Hatle	00226390	01/04/2005
4	Avinash Krishnalal Dalal	03574325	22/04/2019
5	Namrata Sajankumar Bajaj	05327071	11/01/2013
6	Rupesh Hanumant Nikam	07007815	01/11/2014
7	Hemant Rajaram Karnik	07377151	08/01/2016
8	Ram Baliramji Banarse	07405486	14/01/2016
9	Loukik Deepak Tipnis	08188583	22/04/2019
10	Kejal Niken Shah	08608399	30/06/2020
11	Pakshal Anil Jain	08776385	30/06/2020

\*the date of appointment is as per the MCA Portal

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

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March, 2023.

Place: Mumbai  
Date: 30th May, 2023

Sd/-  
**Haresh Sanghvi**  
Practicing Company Secretary  
FCS No.: 2259/CoP No.: 3675  
UDIN: F002259E000422624  
Peer Review Certificate no:1104/2021

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

## Annexure A

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

1	Corporate Identity Number (CIN)	L99999MH1993PLC072892
2	Name of the Listed Entity	Bajaj Healthcare Limited ("BHCL")
3	Year of incorporation	1993
4	Registered office address	602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 AV1, Rd No.23, Wagle Ind. Estate, Thane West Thane MH 400604
5	Corporate address	602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39A, B-39 AV1, Rd No.23, Wagle Ind. Estate, Thane West Thane MH 400604
6	E-mail	investors@bajajhealth.com
7	Telephone	+91 22 6617 7400
8	Website	www.bajajhealth.com
9	Financial year for which reporting is being done	FY 2022-23
10	Name of the Stock Exchange(s) where shares are listed	a) National Stock Exchange of India Limited b) BSE Limited
11	Paid-up Capital	₹1,379.92 Lakhs
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Sajankumar R. Bajaj Designation- Chairman & Managing Director Email- bajajhealth@bajajhealth.com Telephone- +91 22 6617 7400
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	The disclosure under this report are made on standalone basis.

#### II. Products/services

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing and Sales of Pharmaceuticals	Pharmaceuticals	100%

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

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Manufacturing and Sales of Pharmaceuticals	242	100%

#### III. Operations

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

Location	Number of plants	Number of offices	Total
National	9	1	10
International	-	-	-

##### 17. Markets served by the entity:

###### a. Number of locations

Locations	Number
National (No. of States)	26
International (No. of Countries)	62+

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

34%

###### c. A brief on types of customers

BHCL focus on providing value added, cost effective products through R&D with reliable quality and quick lead-time to our Customers that includes patients and healthcare professionals (HCPs).

#### IV. Employees

##### 18. Details as at the end of Financial Year:

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

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	1063	985	92.66%	78	7.34%
2.	Other than Permanent (E)	68	58	85.29%	10	14.71%
3.	Total employees (D + E)	1131	1043	92.22%	88	7.78%
WORKERS						
4.	Permanent (F)	110	110	100%	-	100%
5.	Other than Permanent (G)	775	775	100%	-	0%
6.	Total workers (F + G)	885	885	100%	-	0%

###### b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	-	0%
2.	Other than Permanent (E)	-	-	0%	-	0%
3.	Total differently abled employees (D + E)	1	1	100%	-	0%
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	2	2	100%	-	0%
5.	Other than Permanent (G)	6	6	100%	-	0%
6.	Total differently abled workers (F + G)	8	8	100%	-	0%

##### 19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors (Including Independent Directors)	11	2	18.18%
Key Management Personnel	3	0	0%

##### 20. Turnover rate for permanent employees and workers

	FY 2022-23 Current FY			FY 2021-22 Previous FY			FY 2020-21 Year prior to the Previous FY		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	6.88 %	9.58%	7.09%	7.05%	9.47%	7.26%	5.42%	8.28%	5.68%
Permanent Workers	13.45%	0	13.45%	8.70%	0	8.70%	10.53%	0	10.53%

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

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

S. No.	Name of the holding/ subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary Associate/ Joint Venture	% of shared held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility Initiatives of the listed entity? (Yes/No)
The Company does not have holding/ subsidiary/ associate / joint venture company.				

#### VI. CSR Details

##### 22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013:

Yes

##### (ii) Turnover (in ₹) –

₹67,329.20 Lakhs

##### (iii) Net worth (in ₹) –

₹36,768.94 Lakhs

**VII. Transparency and Disclosures Compliances****23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remark	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remark
Communities	The Company carries a register during its visit to the peripheral areas of its operating location. This register is accessible to all the community members and serves as a platform for addressing any grievances or queries they may have, allowing them to submit written complaints. These complaints, once reported, are promptly handled and resolved by the respective authority members, encouraging a sense of trust and cooperation within the community.	0	0	-	0	0	-
Investors (other than shareholders)	We have a streamlined mechanism where grievances of investors & shareholders can be raised via email at investors@bajajhealth.com	0	0	-	0	0	-
Shareholders		1	0	-	0	0	-
Employees and workers	The employees and workers of the Company have access to the Whistle-blower mechanism. Through this mechanism, the Company provides different channels of communication for raising grievances; viz. Email, Online Portal and Written Complaints.	0	0	-	0	0	-
Customers	The customers can raise their grievances through various channels of communication such as Email, Courier, Quality Complaints & Enquiry Form available on website - <a href="http://www.bajajhealth.com/contact/">http://www.bajajhealth.com/contact/</a>	0	0	-	0	0	-
Value Chain Partners	The Company has grievance mechanism for value chain partners where complaints can be raised via Email at bajajhealth@bajajhealth.com	0	0	-	0	0	-
Other (please specify)	NA	0	0	-	0	0	-

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

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

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Product Quality & Safety	Risk	The utilization of high-quality and safe goods guarantees improved health outcomes. Compromising on pharmaceutical product quality implies compromising patients' overall health and well-being. Any oversight can result in product withdrawals, recalls, and regulatory interventions, reduced sales, reputational risks, escalated litigation, and subsequently, increased litigation expenses.	The Company being in the healthcare sector, the nature of its business requires the utmost attention to the quality of its product. We have taken following measures to ensure resilience against the risk: <ul style="list-style-type: none"> <li>We have in place a strong system through which all the stakeholders can access the adverse event / product complaint</li> <li>The Company oversees monitoring and managing the safety of all our products throughout their lifespan</li> <li>Audits are conducted by the dedicated Quality Assurance team to ensure that our high-quality requirements are met.</li> </ul>	Negative
2	Innovation and R&D	Opportunity	<ul style="list-style-type: none"> <li>We have a team of qualified and dedicated research scientists that are driving innovation at the facility, enabling us to bring products and processes which are differentiated, economical and environment-friendly</li> <li>Recognised by Department of Scientific &amp; Industrial Department (DSIR), the research centres are equipped with the latest instruments and equipment.</li> <li>Our competencies in the areas of creating intellectual property assets by developing non-infringing, novel, cost-effective and environmentally friendly processes for APIs and finding easier solutions to complex chemistry challenges give us an edge in driving value-added innovation.</li> </ul>	-	Positive
3	Energy Conservation/ Efficiency	Opportunity	<ul style="list-style-type: none"> <li>Energy efficiency also serves as a major opportunity to reduce operational costs in the long term and is also one of the de-carbonization levers for our Company.</li> <li>Many steps are already undertaken by company under Energy Conservation like, installing solar panels and softener plants, installed DM plants to improve boiler feed water quality, replacement of condenser of Brine Plant 2 by higher capacity, replacement of steam trap by float type to control live steam wastage, etc.</li> </ul>	-	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Transparency & Accountability	Risk	ESG compliance risk is linked to non-adherence with the standards and guidelines of all regulatory agencies, focusing on Pharmaceuticals and the negative impact of the medicines on the patients	The Company is dedicated to sustainable growth, balancing social and environmental responsibility with the satisfaction of its key stakeholders. It has introduced a Whistle blower policy organization-wide, fostering reporting of unethical conduct, suspected fraud, unlawful activities, and inappropriate behavior. This mechanism reinforces the Company's commitment to upholding the utmost standards of integrity.	Negative
5	Human Capital	Opportunity	<ul style="list-style-type: none"> <li>Human Capital is key to the success of business and employee engagement and competence plays a vital role in organizational development.</li> <li>Skilled employees and workers form an asset to the Company. The highly trained employees and worker perform their tasks more efficiently, in less time and with less chances of injury</li> <li>Providing a needs-based and innovative range of training courses, notably in forward thinking fields of expertise like digitalization</li> <li>Attracting and developing the right talent, ensuring professional development and personal well-being throughout their tenure with the Company</li> <li>Providing programmes that are specifically designed for roles which require upgraded skills</li> </ul>	-	Positive
6	Corporate Governance	Risk	<ul style="list-style-type: none"> <li>Loss of reputation</li> <li>Incurring or levying of penalties</li> <li>Satisfaction of internal and external stakeholders</li> <li>Long-term adverse direct or indirect environmental and social impact</li> <li>The Company is governed by various laws and the Company has to do its business within four walls of law, where the Company is exposed to legal risk exposure.</li> </ul>	<ul style="list-style-type: none"> <li>Regular tracking of regulatory compliance</li> <li>Review of new requirements</li> <li>Periodical assurance to the Board/Audit Committee/Senior Management</li> <li>Policy revision/ up gradation/ Board review</li> <li>To safeguard the Company engages professionals and advisors who focus on evaluating the risks involved in a contract, ascertaining our responsibilities under the applicable law of the contract, restricting our liabilities under the contract, and covering the risks involved, to meet the general and specific requirements so that they can ensure adherence to all contractual obligations and commitments</li> </ul>	Negative

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes										
1.	a. <b>Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
		The Company has Whistle-blower policy, Code of Conduct and other internal policies that covers the elements of NGRBC's 9 principles.								
	b. <b>Has the policy been approved by the Board? (Yes/No)</b>	All the company policies have been approved by the Board								
	c. <b>Web Link of the Policies, if available</b>	<a href="http://www.bajajhealth.com/policies/">http://www.bajajhealth.com/policies/</a>								
2.	<b>Whether the entity has translated the policy into procedures. (Yes / No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	<b>Do the enlisted policies extend to your value chain partners? (Yes/No)</b>	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4.	<b>Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, and Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.</b> The following certifications have been received by our company: i) ISO 9001:2015 ii) HACCP Certification iii) Star-Kosher and OK Kosher Certification iv) GMP Certification v) Halal Certificate vi) FSSAI License vii) FSSC 22000									
5.	<b>Specific commitments, goals and targets set by the entity with defined timelines, if any.</b>	We are under process to define specific goals, targets & commitments towards Sustainability or ESG aspects								
6.	<b>Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</b>	Not Applicable								
<b>Governance, leadership and oversight</b>										
7.	<b>Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)</b> BHCL is well aware of its responsibility towards a better and clean environment. Its efforts in environment management go well beyond mere compliance with statutory requirements. The Company has always maintained harmony with nature by adopting eco friendly technologies and upgrading the same from time to time incidental to its growth programs.  Similarly, the Company is committed to integrating environmental, social and governance (ESG) principles into its businesses which is central to improving the quality of life of the communities it serves. And it is continuously strengthening its ESG processes and system across the operations.  There are several ESG strategies that have been incorporated, which reflects how the Company is putting its commitment into action. Few ESG initiatives are: <ul style="list-style-type: none"><li>To prevent heat loss replaced old insulation of reactors and cold well of brine storage tank.</li><li>Replaced steam trap by float type. This controls live steam wastage &amp; helps improving steam savings.</li><li>Commissioned low pressure steam turbine. This works on back pressure of steam boiler &amp; generates electrical power of 100 KW/HR.</li><li>Mercury vapour lamps replaced by LED Lamps.</li><li>Installed softener plant capacity of 10 M3/HR to improve cooling water quality and efficient running of chilling plant. This prevent scaling &amp; ensure better heat transfer &amp; saves energy.</li></ul>									
8.	<b>Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).</b>	Mr. Anil C. Jain Designation: Managing Director DIN: 00226137								
9.	<b>Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.</b>	Mr. Sajankumar R. Bajaj Designation: Chairman & Managing Director								

## 10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	As a general practice, the Business Responsibility policies covering NGRBC's 9 principles are reviewed annually by the management of the Company.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company has necessary procedures in place to ensure the compliance with all relevant regulations.																	
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9									
										An independent assessment/evaluation of the above mentioned policies will be conducted in a due course by the external agency. Currently, the policies are reviewed internally as and when required.								

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

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable. All principles are covered by respective policies.								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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

## ESSENTIAL INDICATORS

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	1	The Company conducts familiarization programmes for its Board of Directors which covers targets, corporate governance practices, employee well-being, innovation and R&D and various other regulatory updates	100%
Key Managerial Personnel	1		100%
Employees other than BoD and KMPs	1	The employees / workers undergo various trainings / awareness sessions such as induction training at the time of joining and leadership, policy, technical and compliance training during the course of employment	28.33%
Workers	2		56.67%

Company conducts various training sessions on above mentioned topics; however, the Company does not have specific or identifiable data on this which it can report. The Company will consider this for additional transparency going forward.

## 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

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

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

Case Details	Name of the regulatory/enforcement agencies/ judicial institutions
Not Applicable	

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

Yes, anti-bribery and anti-corruption guidelines are part of Company's internal policy. Our commitment to eradicating bribery and corruption is unwavering, as we believe in upholding the highest standards of integrity and transparency in all of our transactions and routine business operations.

The anti-bribery policy, being an integral part of Company's internal policy, is applicable to every member of our distinguished staff, including permanent, temporary, or contract employees, whether directly employed or engage through contractors. Inclusive and non-discriminatory, it covers all members of the Board of Directors as well.

Furthermore, our commitment to ethical conduct goes beyond the confines of our company. We expect all our business partners to adhere to the same ethical standards when engaging in any business activities on behalf of the Company or when conducting business with us. By promoting this common code of ethics, we hope to establish a culture of honesty and integrity.

Together, we stand resolute in our commitment to combating bribery and corruption, safeguarding our reputation, and fostering a fair and transparent business ecosystem for the benefit of all stakeholders involved.

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

	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

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

	FY 2022-23 (Current Financial Year)		FY 2021-22 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	NA	0	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	NA	0	NA

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

Not Applicable

## LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
0	-	0%

BHCL is moving towards sustainable capacity building of all our stakeholders. We believe our suppliers play a critical role in our Business Responsibility and Sustainability agenda. Taking into consideration the same, we are in process of formulating ESG related awareness programmes for our value chain partners in the coming years.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, the company has procedures in place to prevent/manage conflict of interest affecting board members and they are in accordance with the terms of the board's appointment of directors.

All directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct.

All directors, senior management and employees is expected to avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate

**PRINCIPLE 2- Businesses should provide goods and services in a manner that is sustainable and safe****ESSENTIAL INDICATORS**

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

	<b>FY 2022-23 Current Financial Year</b>	<b>FY 2021-22 Previous Financial Year</b>	<b>Details of improvements in environmental and social impacts</b>
R&D	-	-	NA
Capex	3.39%	0.02%	Water Treatment Plant & Multi-effect Evaporator

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**  
Yes, the company has put in place comprehensive standard operating procedures (SOPs) to carefully assess and endorse vendors, assuring the sustainability of our supplier network. Regular evaluations of these procedures demonstrate our dedication to upholding an agile and responsible supply chain.  
Our procurement approach includes both local and international suppliers who have satisfied our stringent approval standards.  
Our determined quality assurance team regularly checks vendors in order to uphold the unwavering quality of our goods, with a focus on those who supply essential elements ensuring sustainability is in place.
- b. If yes, what percentage of inputs were sourced sustainably?**  
100%
3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for**
- a. Plastics (including packaging) –**  
It is collected and sent for recycling or co-processing. This is being done through authorised third-party recycler
- b. E-waste-**  
It is disposed as per country/legal regulations
- c. Hazardous waste-**  
It is disposed as per the Hazardous Waste Management Rules
- d. Other waste-**  
It is disposed as per the local regulatory bodies and the regulations
4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**  
Yes. We diligently fulfil our obligations regarding the management of post-consumer plastic waste by recovering an equivalent volume of plastic waste produced by our products, adhering to the Extended Producer Responsibility (EPR) standards. Our EPR action plan, which is meticulously in line with CPCB requirements, provides an adequate framework for executing these obligations.

**LEADERSHIP INDICATORS**

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

<b>NIC Code</b>	<b>Name of Product / Service</b>	<b>% of total Turnover contributed</b>	<b>Boundary for which the Life Cycle Perspective/ Assessment was conducted</b>	<b>Whether conducted by independent external agency (Yes/ No)</b>	<b>Results communicated in public domain (Yes/No) If yes, provide the web-link.</b>
-----------------	----------------------------------	--	--	---	---

Our Company has not undertaken any Lifecycle Perspective / Assessments for any of its products for FY 2022-23.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

<b>Name of Product / Service</b>	<b>Description of the risk / concern</b>	<b>Action Taken</b>
Not Applicable		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

<b>Indicate input material</b>	<b>FY 2022-23 Current Financial Year</b>	<b>FY 2021-22 Previous Financial Year</b>
As a pharmaceutical product manufacturer, we are unable to utilize reused or recycled input materials in our production process. Due to the essential nature of the products, their significance in terms of patient health, safety, adherence to pertinent regulations, and involvement in clinical trials, there exists no possibility of reusing or recycling any input material directly linked to these products.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed

Plastics (including packaging)

E-waste

Hazardous waste

Other waste

Not Applicable

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
---------------------------	---

Not Applicable

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

#### ESSENTIAL INDICATORS

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

Category	Total (A)	% of Employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	985	985	100%	985	100%	0	0%	0	0%	985	100%
Female	78	78	100%	78	100%	78	100%	0	0%	78	100%
Total	1063	1063	100%	1063	100%	78	7.34%	0	0%	1063	100%
Other than permanent employees											
Male	58	58	100%	58	100%	0	0%	0	0%	58	100%
Female	10	10	100%	10	100%	10	100%	0	0%	10	100%
Total	68	68	100%	68	100%	10	14.71%	0	0%	68	100%

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

		% of workers covered by									
Category	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	110	110	100%	110	100%	0	0%	0	0%	110	100%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	110	110	100%	110	100%	0	0%	0	0%	110	100%
Other than permanent workers											
Male	775	775	100%	775	100%	0	0%	0	0%	775	100%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	775	775	100%	775	100%	0	0%	0	0%	775	100%

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

Benefits	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	99.81%	100%	Yes	99.80%	100%	Yes
Gratuity	99.72%	100%	Yes	99.71%	100%	Yes
ESI	34.41%	32.73%	Yes	36.22%	30.09%	Yes
Others-Please Specify	-	-	NA	-	-	NA

**3. Accessibility of workplaces**

In line with our firm belief in equality, BHCL extends workplace accessibility as a core principle, particularly for individuals with disabilities. Our dedication is reflected in the accessibility of all our facilities and offices, ensuring inclusivity for employees with disabilities.

From the ground up, our utilities have been meticulously planned with the needs of employees with disabilities in consideration.

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

Equal opportunity is a principle that the Company firmly upholds and is enshrined within our code of conduct that is accessible at <http://www.bajajhealth.com/wp-content/uploads/2020/05/Code-of-Conduct.pdf>.

BHCL is committed about eliminating discrimination and preserving everyone's access to opportunities. Every employee and worker is urged to reach their full potential and make a significant contribution to the successes of the company.

In order to put this commitment into practise, we adamantly refuse any sort of discrimination or unfair treatment in the realms of hiring, training, promotion, compensation, and all other aspects of employment. We always base our selections on an individual's merit, qualifications, and job-related performance. We vehemently reject the consideration of non-job-related attributes, including but not limited to:

- Race, color, ethnicity, or national origin
- Gender or gender identity
- Sexual orientation
- Age
- Religion
- Disability
- Veteran status
- Any other legally protected status

It is essential to understand that making hiring decisions on these characteristics is illegal under the legislation of numerous countries as well as our own standards. We hold ourselves accountable to impartiality and are resolute in granting capable individuals the opportunity to nurture their skills and progress within our organization.

In accordance with our commitment, the Company is committed to maintaining all applicable laws that guarantee equal employment opportunities. This commitment is made on behalf of all individuals working on Company operations.

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

Gender	Permanent employees		Permanent workers	
	Return to Work rate	Retention rate	Return to Work rate	Retention rate
Male	0	0	0	0
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

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

Yes/No (If yes, then give details of the mechanism in brief)	
Permanent workers	No
Other than Permanent workers	No
Permanent employees	No
Other than Permanent employees	No

In order to foster an environment that values equity, openness, and transparency, BHCL actively encourages its employees & workers to express opinions. BHCL empowers its employees & workers to work without fear of discrimination, gender disparity, or harassment of any kind.

BHCL uphold "The Whistle-blower Policy," which was created as a way for employees and workers to open up anonymously and with confidence about problems or to report them with the knowledge that they won't face retaliation.

Employees can raise their complaints to the HR manager or to their immediate supervisors. We make sure that every complaint is given careful consideration and addressed consistently using an impartial, private, and open method.

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

Category	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Total employees/workers in respective category (A)	No. of employees/workers in Respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent employees	1063	29	2.73%	1052	0	0%
Male	985	29	2.94%	963	0	0%
Female	78	0	0%	89	0	0%
Total Permanent workers	110	110	100%	113	110	97.35%
Male	110	110	100%	113	110	97.35%
Female	0	0	0%	0	0	0%

## 8. Details of training given to employees and workers:

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	On Health and Safety measures		On skills up gradation		Total (D)	On Health and Safety measures		On skills up gradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	985	985	100%	0	0%	963	963	100%	0	0
Female	78	78	100%	0	0%	89	89	100%	0	0
Total	1063	1063	100%	0	0%	1052	1052	100%	0	0%
Workers										
Male	110	110	100%	0	0%	113	113	100%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Total	110	110	100%	0	0%	113	113	100%	0	0%

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

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	985	985	100%	963	963	100%
Female	78	78	100%	89	89	100%
Total	1063	1063	100%	1052	1052	100%
<b>Workers</b>						
Male	110	110	100%	113	113	100%
Female	0	0	0%	0	0	0%
Total	110	110	100%	113	113	100%

## 10. Health and safety management system:

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

Our people's vital contribution was crucial in shaping BHCL into its current form, and this trend will continue in the future. A thorough structure for health and safety management has been implemented by BHCL across all of its operations. Our focus is on preventing mishaps through proactive measures. To address major hazards including machinery operation and driving protocols, necessary training and awareness activities are done. We remain resolute in our commitment to providing a work environment that is not only secure and sound but also encourages the well-being of every individual, with a workforce distinguished by its proficiency and diversity.

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

The unwavering objective of BHCL is to provide a safe workplace that promotes wellbeing. This is done by reducing the possibility of accidents, illnesses, and exposure to health risks while scrupulously following to the relevant legal and regulatory standards governing workplace safety.

We conduct thorough inspections on a regular basis to assess how well our occupational health and safety management systems are working. Our strategy for controlling health and safety risks is built on a carefully thought-out framework that is intricately integrated into our Occupational Health & Safety Management System. Each unit has an internal evaluation process in place to guarantee continued performance scrutiny.

BHCL also provides a variety of amenities at both its manufacturing facilities and corporate offices, including great ventilation, clean facilities, frequent safety inspections, easy access to emergency exits, and first aid supplies that are always on hand.

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

Yes. We have established defined incident and hazard reporting procedures at each of our sites, ensuring that incidents involving safety are promptly recorded. This includes a variety of incidents, such as but not limited to injuries, near misses, and road accidents. These protocols act as a crucial tool, allowing the workforce to quickly identify such incidents and take the necessary action to remove themselves from such circumstances.

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

Yes, the employees and workers have access to non-occupational medical and healthcare services.

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

Safety Incident/Number	Category	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	1	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

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

Our primary concerns are the safety and well-being of our employees. Our company is committed to providing products of the highest quality while following environmental and safety standards. This goal is reinforced by our commitment to a collaborative style of working, where accountability is shared and active participation is fostered across all levels of our workforce, strengthening a strong safety culture that pervades all facets of our company's operations.

A determined effort is being made to reduce reportable occurrences, reduce injuries, and keep a close eye on how safely our various sites are performing. We provide necessary personal protection equipment to our workers and employees, and we strengthen their comprehension through in-depth awareness training programmes. Each site's management seizes the initiative to carry out through workplace inspections and diligently identify potential hazards.

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

	FY 2022-23 (Current Financial Year)			FY 2021-22 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health & Safety	0	0	NA	0	0	NA

**14. Assessments for the year:**

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

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

As the assessment revealed no substantial risks, there is no need for any corrective measures to be taken.

## LEADERSHIP INDICATORS

### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N)

Yes. We have a Group Accidental Policy, Term Plan and Workmen Compensation Policy for all workers.

### 2. Provide the measures undertaken by the entity to ensure that statutory dues haven been deducted and deposited by the value chain partners.

We are meticulous in our dedication to deduct and deposit all relevant statutory dues in adherence to the applicable regulations governing transactions. This process is subjected to thorough scrutiny during both our internal and statutory audits. It is our anticipation that our value chain partners share our commitment to ethical business practices, emphasizing principles of responsibility while valuing transparency and a strong sense of accountability.

### 3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Employees	0	0	0	0
Workers	0	0	0	0

### 4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

Yes, we provide transition assistance programs to facilitate continued employability and the management of career endings resulting on termination of employment.

### 5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health & Safety practices	100%
Working Conditions	100%

As per the Company's policy, the company has considered a major vendor/critical vendor from which they procure more than 50% of raw material required for a single products. And 100% of such critical vendor's assessments for environment, health & safety, labor rights, Privacy, crisis & continuity are undertaken.

### 6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

As the assessment revealed no substantial risks, there is no need for any corrective measures to be taken.

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

### ESSENTIAL INDICATORS

#### 1. Describe the processes for identifying key stakeholder groups of the entity.

The company has a clear understanding of the vital significance of proactive stakeholder engagement and analysis, acknowledging their pivotal role in effectively handling social risks and fulfilling responsibilities while also developing positive relationships and instilling unwavering trust. Our ability to identify key stakeholder groups is based on a variety of variables that profoundly affect our industry. The principles of inclusivity, materiality, and responsiveness serve as the basis for the stakeholder identification and prioritisation process. Essentially, any entity, whether it be an individual, a group, or an institution, that adds value to the dynamic structure of our business is given the position of a core stakeholder. This includes employees, shareholders, investors, suppliers, customers, channel partners, key partners, regulators, lenders, research analysts, communities, non-governmental organizations, among others.

The company's approach is based on tailored engagement strategies that are meticulously developed for every distinctive stakeholder group. This approach helps to identify and address stakeholder concerns when combined with our robust feedback mechanisms and multiple stakeholder engagement channels. Our regular engagement rhythm, which stands out by its regularity, has given us the opportunity to forge enduring relationships with our stakeholders. This achievement has been made possible by our strong understanding of their expectations and our unwavering commitment to fulfilling them.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Annual General Meeting, Shareholder meets, Email, Stock Exchange (SE) intimations, investor meet/ conference calls, annual report, quarterly results, media releases and Company website	Ongoing	<ul style="list-style-type: none"> <li>To answer investor queries on financial performance</li> <li>To present business performance highlights to investors</li> <li>To discuss the business outlook</li> </ul>
Customers	No	Website, Customer plant visits, Email, Enquiry Forms, Customer surveys	Ongoing	Product quality and availability, Resolving grievances, feedbacks, Safety awareness and safe use of products
Government and Regulatory Bodies	No	Websites, Emails, Meetings, Submissions through online Regulatory portals or direct submissions to Regulatory office	Ongoing	Policy and Regulatory Matters, Filing of Returns, Grant and maintenance of licenses to manufacture and market Company's products, and other regulatory approvals
Employees	No	Conferences, workshops, Publications, newsletters & reports, online portals, employee surveys, Idea management, internal communication One-on-one interaction	Ongoing	<ul style="list-style-type: none"> <li>Inform about important advances in the Company.</li> <li>Help the employees expand their knowledge in the industry.</li> <li>Getting employee feedback and resolving their issues.</li> <li>Career Progression.</li> </ul>
Communities & NGO	Yes	Meets of community / local authorities / location heads, community visits and projects, partnership with local charities, NGO volunteerism, seminars/ conferences	Ongoing	Carrying out CSR programmes or activities with aim of demonstrating care for the community by focusing on education, skill development, health & wellness, and environment sustainability including biodiversity, energy & water conservation.

**LEADERSHIP INDICATORS****1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

We have a committee to discuss shareholders' and investors' issues called the Stakeholder Relationship Committee. With the help of consistent and proactive engagement, the company has been able to better communicate its strategies and performance to its key stakeholders. While expectations are aligned through ongoing engagement, the company is better able to serve its stakeholders.

Our Departmental heads regularly communicate with their internal and external stakeholders as part of business practise, and they share stakeholder insights with senior management and then with board members to take the necessary measures and actions. Also, the CSR Committee maintains regular contact with the local communities to gain insight into their concerns and issues, as well as to address any problems.

Additionally, we have a mechanism set aside for our shareholders and investors wherein they can communicate with us by sending an email on [investors@bajajhealth.com](mailto:investors@bajajhealth.com)

**2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

With an array of stakeholder groups, including internal and external stakeholders, we encouraged meaningful interaction. This comprehensive interaction helped us collect a wide range of information that was essential to identifying and rating the sustainability issues most important to our operational landscape.

This extensive involvement with our stakeholders has resulted in a direct impact on the identification of material difficulties. Guided by this dynamic engagement, we have also drawn ambitious paths for our sustainability journey, firmly anchoring our aspirations within our strong sustainability targets.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

The Company places a high value on intensifying stakeholder interaction and demonstrating acute responses to their requirements and expectations. To this purpose, a variety of projects have been launched with the goal of establishing relationships with marginalised stakeholders that reside close to the Company's operational locations. These projects support our commitment to comprehensive

involvement and community upliftment by spanning important sectors including Community Health Care, Sanitation and Hygiene, as well as Education and Knowledge Enhancement.

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

### ESSENTIAL INDICATORS

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

Category	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	1063	1063	100%	1052	1052	100%
Other than permanent	68	68	100%	0	0	100%
Total Employees	1131	1131	100%	1052	1052	100%
<b>Workers</b>						
Permanent	110	110	100%	113	113	100%
Other than permanent	775	775	100%	499	499	100%
Total Workers	885	885	100%	612	612	100%

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

Category	FY 2022-23 Current Financial Year					FY 2021-22 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	985	323	32.79%	662	67.21%	963	287	29.80%	676	70.20%
Female	78	32	41.03%	46	58.97%	89	23	25.84%	66	74.16%
Other than permanent										
Male	58	18	31.03%	40	68.97%	0	0	0%	0	0%
Female	10	3	30%	7	70%	0	0	0%	0	0%
Workers										
Permanent										
Male	110	0	0%	110	100%	113	0	0%	113	100%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Other than permanent										
Male	775	125	16.13%	650	83.87%	499	147	29.46%	352	70.54%
Female	0	0	0%	0	0%	0	0	0%	0	0%

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

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in ₹)	Number	Median remuneration/ salary/ wages of respective category (in ₹)
Board of Directors (BoD) -Excluding Independent Directors	5	674.23 Lakhs	1	11.09 Lakhs
Key Managerial Personnel	3	395.16 Lakhs	0	0
Employees other than BoD and KMP	1,043	3,030.94 Lakhs	88	105.79 Lakhs
Workers	885	205.73 Lakhs	0	0

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

The importance of human rights is strongly engrained in the way we operate. Furthermore, we are well aware of potential obstacles that can appear and obstruct our efforts to create a safe workplace free from any sort of discrimination or unethical behaviour. Hence, we have put in place a strong "Whistle-Blower Policy" as part of our unwavering commitment to providing constant value to all stakeholders and upholding the highest standards of integrity, honesty, and ethical conduct across all operational fronts. This policy gives stakeholders a way to report instances of unethical behaviour, actual or suspected fraud, or violations of our company's code of conduct that can have a negative impact on our operations, financial performance, or reputation.

To oversee such human rights-related aspects, Mr. Anil C. Jain, our esteemed Managing Director, holds the responsibility as the focal point, reaffirming our dedication to upholding these principles.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

We have a mechanism in place to address complaints about human rights issues. The company promotes the open-door policy, which allows employees & workers to speak with their Head of Department or HR head any issues they have and later representing the case to Senior Management. Additionally, complaints can be reported through the Whistle Blower Policy and Prohibition of Sexual harassment at workplace.

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

	FY 2022-23 Current Financial Year			FY 2021-22 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	NA	0	0	NA
Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/ Involuntary Labour	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Other human rights related issues	0	0	NA	0	0	NA

**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company has consistently attempted to establish an environment free from discrimination and has always believed in providing every employee a secure and harassment-free workplace through a variety of practises.

In order to maintain a work atmosphere devoid of sexual harassment, whether it be physical, verbal, or psychological, all employees are treated with dignity. According to the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has a policy in place on prevention, prohibition, and redress of sexual harassment for women at the workplace.

To address allegations of sexual harassment, an Internal Complaints Committee (ICC) has been established in accordance with the law. All complaints related to sexual harassment are taken up by the Internal Complaint Committees (ICCs), which are governed under strict confidentiality and there are defined procedures to protect complainant from any retaliatory actions.

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes, in certain business agreements and contracts where relevant

**9. Assessments for the year:**

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

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

As the assessment revealed no substantial risks, there is no need for any corrective measures to be taken.

**LEADERSHIP INDICATORS**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

Not Applicable, as there were no grievances or complaints brought forward regarding Human Rights principles and guidelines during the stated period.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

Every employee is expected to abide by the code of conduct that the company has established. Numerous human rights concerns, including those related to anti-bribery and anti-corruption laws, etc. are mentioned in the employee code of conduct. We also implement the necessary precautions for prevention and mitigation, and we keep an eye on their efficacy. Through a variety of training programmes, the company also frequently raises awareness of human rights issues among its workers and employees.

Due diligence on exclusively human rights issues has not yet been done. We intend to implement it in the upcoming years so that we can recognise and evaluate potential impacts of our operations on human rights before beginning a new activity or commercial connection and whenever operational adjustments take place.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

Yes, we strongly promote equal opportunities for everyone and recognise the value of a diverse and equitable workplace. The registered/corporate offices are located in a commercial premises with ramps/elevators and other accessibility features for visitors with disabilities.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	100%
Discrimination at workplace	100%
Child Labour	100%
Forced Labour/Involuntary Labour	100%
Wages	100%
Others – please specify	-

As per the Company's policy, the company has considered a major vendor/critical vendor from which they procure more than 50% of raw material required for a single products. And 100% of such critical vendor's assessments for environment, health & safety, labor rights, Privacy, crisis & continuity are undertaken.

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

As the assessment revealed no substantial risks, there is no need for any corrective measures to be taken.

**PRINCIPLE 6- Businesses should respect and make efforts to protect and restore the environment**

**ESSENTIAL INDICATORS**

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

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total electricity consumption (A)	89,600,382,000 KJ	67,739,558,000 KJ
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	37,697,816,988 KJ	37,320,024,884 KJ
Total energy consumption (A+B+C)	127,298,198,988 KJ	105,059,582,884 KJ
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	18.91	15.45
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

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

No. The PAT Scheme is not applicable to our company's business.

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

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Water withdrawal by source (in kilolitres)		
(i) Surface water	103857	70876
(ii) Groundwater	36860	39612
(iii) Third party water	95665	112995
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (I + ii + iii + iv + v)	236382 KL	223483 KL

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total volume of water consumption (in kilolitres)	236382 KL	223483 KL
Water intensity per rupee of turnover (Water consumed / turnover)	3.51	3.29
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

**4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Within BHCL, we have established a robust waste management framework that effectively addresses the sustainability challenges inherent to our industry. Every facet of our manufacturing processes is approached with a conscious effort to minimize waste generation. Our waste management strategy includes collection, segregation, recycling, and a scientifically guided disposal approach.

As part of our continuous drive to improve environmental performance and reduce natural resource consumption, some of our manufacturing sites are equipped with effluent treatment plants to process the wastewater generated during production processes. This treated water is then repurposed for internal ancillary operations, including site gardening and cooling tower usage, after undergoing treatment at the effluent treatment site.

Approximately 65% of the wastewater generated in our plants is reclaimed, recycled, and repurposed, leading to a reduction in the demand for fresh water. Additionally, the recovery and reuse of steam condensate have contributed to a decrease in fresh water consumption. We are further exploring avenues to enhance the capabilities of our effluent treatment plant, with the aim of utilizing treated water for internal operations.

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

	Please specify unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Nox	ug/m3	9.3	16.19
Sox	ug/m3	12.1	11.3
Particulate matter (PM)	ug/m3	92.6	67.9
Persistent organic pollutants (POP)	NA	0	0
Volatile organic compounds (VOC)	NA	0	0
Hazardous air pollutants (HAP)	NA	0	0
Others – please specify	-	-	-

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

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

	Unit	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	8188.64	8553.83
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	0	0
Total Scope 1 and Scope 2 emissions per rupee of turnover		1.22	1.26
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

**7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

BHCL continuously aims to reduce its emissions through ongoing process improvements and implementing latest available technology and industry best practices. The company has implement following initiatives to reduce GHG emissions across its operations:

- Commissioned low pressure steam turbine. This works on back pressure of steam boiler & generates electrical power of 100 KW/HR.

- Installed Solar Panels of capacity of 700 KW in vacant land of factory premises.
- To prevent heat loss replaced old insulation of reactors and cold well of brine storage tank.
- Installed softener plant capacity of 10 M3/HR to improve cooling water quality and efficient running of chilling plant. This prevents scaling & ensure better heat transfer & saves energy.
- Installed DM plant to improve boiler feed water quality and run efficiently. This saves scaling in tubes & enhances life of boiler tubes.
- Replaced the condenser of Brine Plant 2 by higher capacity to run machine efficiently.
- Replaced steam trap by float type. This controls live steam wastage & helps improving steam savings.
- Cooling tower blades replaced by new designed FRP Pumps.
- For distillation column, old structured packing replaced with new one.
- Mercury vapour lamps replaced by LED Lamps.

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

	<b>FY 2022-23 (Current Financial Year)</b>	<b>FY 2021-22 (Previous Financial Year)</b>
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	26.57	27.07
E-waste (B)	0.0327	0.0225
Bio-medical waste (C)	0	0
Construction and demolition waste (D)	60.7	40.1
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any.(G)	129.52	308.50
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	540	604
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>756.82 MT</b>	<b>979.69 MT</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
Category of waste		
(i) Recycled	0	0
(ii) Re-used	1159.6	1040.32
(iii) Other recovery operations	0	0
<b>Total</b>	<b>1159.6 MT</b>	<b>1040.32 MT</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
Category of waste		
(i) Incineration	1490.95	864.7
(ii) Landfilling	667.9	561.75
(iii) Other disposal operations	0	0
<b>Total</b>	<b>2158.85 MT</b>	<b>1426.45 MT</b>

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

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

BHCL maintains standard operating procedures for waste handling, adhering to the regulations stipulated by CPCB / SPCB, and is unwavering in its commitment to utilizing environmentally responsible methods for waste disposal. Each manufacturing facility of BHCL is equipped with its dedicated Effluent Treatment Plant, ensuring that waste discharge aligns with the norms set by relevant pollution control boards and government agencies.

The Company has adopted a waste management plan, with a comprehensive approach to waste minimization, segregation, and secure disposal. It has categorized various waste types generated from diverse processes, and integrated a procedural framework of handling the waste within the waste management plan.

As part of our ongoing resource optimization and waste minimization process, the Company has embarked on a series of initiatives aimed at minimizing waste generation within our manufacturing processes. Notably, the Company has achieved the elimination

of hazardous waste landfilling from its operations, signifying a substantial achievement. All non-hazardous waste, encompassing materials like plastic, paper, wood, glass, and metal, is systematically routed for recycling, underscoring our commitment to sustainable practices.

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

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
--------	---------------------------------	--------------------	---

Our manufacturing facility and offices do not fall in or around ecologically sensitive areas.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-----------------------------------	----------------------	------	---	--	-------------------

During the reporting period, Our Company has not conducted any environment impact assessment.

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

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
--------	---	---------------------------------------	---	---------------------------------

Yes. The company is compliance with the applicable environmental law/ regulations/guidelines in India.

#### LEADERSHIP INDICATORS

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>From renewable sources</b>		
Total electricity consumption (A)	3,492,126,000 KJ	3,004,884,000 KJ
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>3,492,126,000 KJ</b>	3,004,884,000 KJ
<b>From non-renewable sources</b>		
Total electricity consumption (D)	86,108,256,000 KJ	64,734,674,000 KJ
Total fuel consumption (E)	0	0
Energy consumption through other sources (F)	37,697,816,988 KJ	37,320,024,884 KJ
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>123,806,072,988 KJ</b>	<b>102,054,698,884 KJ</b>

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

2. Provide the following details related to water discharged:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	103857	70876
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater	36860	39612
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
(iv) Sent to third-parties	95665	112995
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	<b>236382 KL</b>	<b>223483 KL</b>

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

### 3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

#### (i) Name of the area

Bajaj Healthcare Ltd.

#### (ii) Nature of operations

Manufacturing of Pharmaceutical products

#### (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23 (Current Financial Year)	FY 2021-22 (Previous Financial Year)
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	103857	70876
(ii) Groundwater	36860	39612
(iii) Third party water	95665	112995
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
<b>Total volume of water withdrawal (in kilolitres)</b>	<b>236382 KL</b>	<b>223483 KL</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>236382 KL</b>	<b>223483 KL</b>
<b>Water intensity per rupee of turnover (Water consumed / turnover)</b>	<b>3.51</b>	<b>3.29</b>
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	103857	70876
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater	36860	39612
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) Into Seawater	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	95665	112995
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others	0	0
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	<b>236382 KL</b>	<b>223483 KL</b>

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

The company has not undertaken any independent assessment/assurance of the environmental data disclosed in the report.

4. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable

5. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

S. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Solar Energy	Installed Solar Panels of capacity of 700 KW in vacant land of factory premises	Energy is generated from installed solar panels and helps us to reduce tons of CO2 emissions per year
2	Softener Plant	Installed Softener Plant with capacity of 10 M3/HR to improve cooling water quality and efficient running of chilling plant	It prevented scaling & ensure better heat transfer, and saves energy
3	Low Pressure Steam Turbine	Installed low pressure steam turbine at our manufacturing site.	This works on back pressure of steam boiler and generate electrical power of 100 KW/HR

6. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, the Company acknowledges the importance of business continuity within its operations. With the collective agreement of the board of directors, it has developed a comprehensive business continuity and disaster management plan, within its Risk Management Policy. This plan is designed to effectively deploy and manage through scenarios encompassing emergencies, disasters, crises, and potential business interruptions, etc. The Company has established business continuity and on-site emergency plans for all its locations, thus fortifying its readiness to manage a diverse range of situations.

This business continuity plan stands as a dynamic blueprint, empowering the Company to promptly respond to situations that may arise due to natural calamities or unprecedented events capable of disrupting normal business operations.

BHCL's main objective centers around ensuring seamless business continuity while maintaining a zero negative impact on society, the environment, stakeholders, and the economy. To ensure the realization of this goal, the Company continuously refines its existing plan by incorporating insights and observations from disruptions encountered during unprecedented situations such as the pandemic.

7. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

No such incident has being reported/informed to us.

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

#### ESSENTIAL INDICATORS

1. a. **Number of affiliations with trade and industry chambers/ associations.**

The Company has affiliations with 4 (Four) trade and industry chambers/ associations.

- b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Confederation of Indian Industry (CII)	National
2	The Associated Chambers of Commerce and Industry (ASSOCHAM)	National
3	Pharmaceutical Export Promotion Council of India (PHARMEXCIL)	National
4	Federation of Pharmaceutical and Allied Products Merchant Exporters (FPME)	National

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

Name of authority	Brief of the case	Corrective action taken
During the FY, no adverse orders from any regulatory authorities have been received in relation anti-competitive conduct.		

#### LEADERSHIP INDICATORS

- Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
--------	-------------------------	-----------------------------------	--	---	------------------------

We forge strong collaborative ties with diverse trade and industry associations, alongside engaging with bodies that represent our industry's interests to both governmental entities and regulators. Our approach to policy advocacy is characterized by transparency and responsibility, guided by a commitment to safeguarding not only our own interests but also the broader national welfare.

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

##### ESSENTIAL INDICATORS

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
-----------------------------------	----------------------	----------------------	---	--	-------------------

Not Applicable

During the FY, there has been no requirement for the company to conduct any SIA

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
--------	--	-------	----------	---	--------------------------	---

Not Applicable

During the FY, there has been no projects undertaken by the company which has required any Rehabilitation & Resettlement of any local communities.

- Describe the mechanisms to receive and redress grievances of the community.

Being a socially conscious company, BHCL has been working on CSR projects and programmes with a variety of focus areas, including health and wellness, education, skill development, women's empowerment, hygiene and sanitation, and environmental sustainability, including biodiversity, energy, and water conservation, for the benefit of the intended beneficiaries and communities.

Company carries a register during its visit to the peripheral areas of its operating location. All community members have access to this register, which acts as a forum for resolving any concerns or queries they may have and enables them to file written complaints. Once reported, these problems are promptly addressed and resolved by the appropriate authority figures, fostering a culture of trust and collaboration in the community.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2022-23 Current Financial Year	FY 2021-22 Previous Financial Year
Directly sourced from MSMEs/ small producers	-	-
Sourced directly from within the district and neighbouring districts	24.54%	23.60%

#### LEADERSHIP INDICATORS

- Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

- Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount Spent (In INR)
1	Maharashtra, Gujarat & Rajasthan	Thane, Tarapur, Vadodara, Fatepur, Shikar	174.10 Lakhs

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)  
 (b) From which marginalized /vulnerable groups do you procure?  
 (c) What percentage of total procurement (by value) does it constitute?

No, BHCL does not have a preferential procurement policy giving preference to purchase from suppliers comprising marginalized/vulnerable groups. The Company follows its standard Code of Conduct for all its Suppliers/partners.

4. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	Development of School at Rajasthan through Taradevi Rameshwarlal Bajaj Trust (Registration number CSR00016254)	1500+	100%

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

**ESSENTIAL INDICATORS**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

BHCL has provision of registering complaints / feedback from customers related to its products. Our website is having a tab 'Contact Us' followed by 'Enquiry Form' option (<http://www.bajajhealth.com/contact/>) in addition to other communication channels like Email, Courier, etc. wherein an individual can register the relevant details including 'product complaint/feedback'.

Further, the Company tracks and monitors all the customer submissions on regular basis and corrective measures are planned & implemented based on the complaints received. Also, any feedback from the customer is taken positively and action plans are refined to improve and update performance. The Company has uncompromising commitment to providing world -class products and services to its customers.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a Percentage of total Turnover	
Environmental and social parameters relevant to the product	Not Applicable- No specific environmental and social parameters are relevant to our products, as they are pharmaceutical products prescribed by physicians.
Safe and responsible usage	100%- Our products are pharmaceutical medicines and drugs; consequently, all of our products include information such as guidelines on storage conditions, handling, dosage, expiry, etc.
Recycling and/or safe disposal	Not Applicable- While our Company does not explicitly state these particulars on its products, it diligently complies with all statutory requirements set forth by Pollution Control Boards, Extended Producer Responsibility, and similar entities.

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

	FY 2022-23 (Current Financial Year)		Remarks	FY 2021-22 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	0	0	NA	0	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	0	0	NA	0	0	NA

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

	Number	Reasons for recall
Voluntary recalls	0	0
Forced recalls	0	0

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

Yes. BHCL has a Risk Management Policy in place which covers the aspects of cyber security and risks related to data privacy for operational areas. We are committed to establishing and improving cyber security posture and minimizing exposure to such risks.

The policy is accessible at <https://www.bajajhealth.com/wp-content/uploads/2023/05/Risk-Management-Policy-1.pdf>

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

During the year, there were no complaints received for issues pertaining to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

## LEADERSHIP INDICATORS

**1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

The Company's website provide details of our products & services which is accessible at <http://www.bajajhealth.com/#products>

**2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The products of our company pharmaceutical medicines and drugs; considering the same all of our products include information such as guidelines on storage conditions, handling, dosage, expiry, etc

**3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

As per the guidelines of National Pharmaceutical Pricing Authority, the Company discloses discontinuation of any scheduled formulation by issuing a public notice for relevant stakeholders in addition to informing the appropriate Authority.

**4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

No, we do not display product information on the product over and above what is mandated as per local laws.

Also, the Company regularly carries out consumer surveys through feedback forms.

**5. Provide the following information relating to data breaches:**

- Number of instances of data breaches along-with impact
- Percentage of data breaches involving personally identifiable information of customers

Not Applicable

During the FY, there were no instances of data breach were reported.

# FINANCIAL STATEMENTS

- 102** Independent Auditor's Report
- 110** Balance Sheet
- 111** Statement of Profit and Loss
- 112** Cash Flow Statement
- 113** Statement of Change in Equity
- 114** Notes to the Financial Statements

# INDEPENDENT AUDITOR'S REPORT

To  
the Members of  
**Bajaj Healthcare Limited**

Report on the Financial Statements

## Opinion

We have audited the accompanying financial statements of Bajaj Healthcare Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

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 31st March 2023, its Profit including Other Comprehensive Income and its Cash flows, and the Statement of Changes in Equity for the year ended on that date.

## Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the

Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements :

Sr	Key Audit Matters	How our audit addressed the Key Audit Matter
1	Revenue Recognition from Sale of Services (refer Note No. 1(q) and 22 of the financial statements)  There was substantial increase in Revenue from Services during the year. The company recognises its revenue from services (net of taxes on such services), on completion of service and satisfaction of performance obligation which are driven by specific terms of the related contracts. Level of judgement involved, make its accounting treatment for revenue a significant matter for our audit.	Our audit procedure to assess the appropriateness of the revenue recognized included and were not limited to the following: <ul style="list-style-type: none"> <li>Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the company's key internal controls over the revenue recognition process.</li> <li>Examination of significant contracts of services to ensure the revenue recognition is made in correct period.</li> <li>Testing material contracts by verifying the information with the terms of contract and confirmation of Satisfaction of performance obligation to ensure revenue recognition is in accordance with the requirement of Ind AS 115.</li> </ul>

Sr	Key Audit Matters	How our audit addressed the Key Audit Matter
2	<p><b>Trade Receivable (refer Note No. 7 of the financial statements)</b></p> <p>The company is regularly required to assess the recoverability of its trade receivables. Management assesses the level of allowance for expected credit loss required at each reporting date after taking into account the ageing analysis of the trade receivables and other historical and current factors specific to individual accounts. Management calculate the allowance of expected credit loss allowance as per the ECL model developed by company basis the past collection data of company for providing the lifetime ECL, in case of trade receivables.</p> <p>In case of increase in risk for collection from the Debtors, the management makes enhanced provision by discounting the expected realisation as per proposed/planned schedule provided by the Debtors after being satisfied on the proposal by applying its own assessment.</p> <p>The recoverability of trade receivables was significant to our audit because of the significance of trade receivables to the balance sheet and involvement of significant degree of management judgement involved in evaluating the adequacy of the allowance for expected credit loss.</p>	<p>Our audit procedure to assess the appropriateness of the recoverability of trade receivables included and were not limited to the following:</p> <ul style="list-style-type: none"> <li>• Tested the accuracy of ageing of trade receivables at year end on a sample basis.</li> <li>• Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers, publicly available information and latest correspondence with customers related to the recoverability of outstanding amount and to consider if any additional provision should be made.</li> <li>• Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.</li> <li>• Circulating and obtaining independent customers confirmation on the outstanding balances on sample basis. Testing the reconciliation, if any between the balances confirmed by customer and balance in the books on sample basis.</li> <li>• In cases of provisions made outside ECL model, we obtain from management the projected cash flow received from the debtor and verify the correctness of calculation of Present Value of expected cash flow and verify the basis of arriving at discounting rate applied.</li> <li>• In assessing the appropriateness of the overall provision for expected credit loss we considered the management's application of policy for recognizing provisions which included assessing whether the calculation was in accordance with IND AS 109 and comparing the Company's provisioning rates against historical collection data.</li> </ul>

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears, to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### 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 including Other Comprehensive Income, Cash Flows and the Statement Of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the

Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss including the other comprehensive income, Cash Flow Statement and statement of changes in equity dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
  - e) On the basis of written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses a qualified opinion on adequacy and operating effectiveness of the Company's internal financial controls over financial reporting with reference to these financial statements.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year are in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rules 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 as at 31 March 2023 on its financial position in its financial statements - Refer Note 48 to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been received

by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management under paragraph (2) (h) (iv) (a) & (b) contain any material misstatement.

- v. Dividend declared or paid during the year by the Company is in compliance of section 123 of the Companies Act 2013.

Sd/-

For **Chaturvedi & Agrawal**

Chartered Accountants

FRN: 101717W

**Rasik Chaturvedi**

Partner

M. no: 039524

UDIN : 23039524BGYKFZ6611

Date: May 30, 2023

Place: Mumbai

## “ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE FINANCIAL STATEMENTS OF BAJAJ HEALTHCARE LIMITED

(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)

- 1) a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
- (B) The Company has maintained proper records showing full particulars of intangible assets on the basis of available information.
- b) As explained to us, Property, Plant & Equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) According to the information and explanations given to us and the records examined by us in respect of immovable properties disclosed as Property, Plant & Equipment (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) in the financial statements are in the name of the Company.
- d) According to information and explanations given to us and books of accounts and records examined by us, Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) According to information & explanations and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- 2) a) As explained to us and on the basis of the records examined by us, in our opinion, physical verification of the inventories have been conducted at reasonable intervals by the management and having regard to the size and nature of business of the Company and nature of its inventory, the coverage and procedures of such verification by the management is appropriate. Discrepancies of 10% or more in aggregate of each class of inventory were not noticed on such physical verification.
- b) As per the information and explanation given to us and examination of books of accounts and other records produced before us, in our opinion quarterly returns or statements filed by the Company with banks or financial institutions pursuant to terms of sanction letters for working capital limits secured by current assets are in agreement with the books of account of the Company.
- 3) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments, nor provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year hence reporting under clause 3(a) to (f) are not applicable.
- 4) In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has not made any investments or loans or guarantee or security provided to the parties covered under Section 186 of the Act.
- 5) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- 6) To the best of our knowledge and explanations given to us, the Company has maintained the Accounts and Records pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 of the Act. However, we have not carried out a detailed examination of the same.
- 7) In respect of Statutory dues:
  - a) According to the records of the Company examined by us, undisputed statutory dues including Goods and Service tax, provident fund, employees’ state insurance, income tax, duty of customs, cess and any other material statutory dues have been generally regularly deposited with appropriate authorities. According to the information and explanations given to us, there were no undisputed amounts payable in respect of the aforesaid dues, which were outstanding as March 31, 2022 for a period of more than six months from the date they became payable., except Advance Tax payable upto September 30, 2022 amounting to ₹603.31 lakhs.
  - b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited with the appropriate authority on account of any dispute except as mentioned below:

Sr. No	Nature of Liability	Name of Statute	Amount (₹ in Lakhs)	Period which the amount relates	Forum where the dispute pending
1	Excise Duty	Central Excise Act, 1944	1.90	2007-08	CESTAT, Mumbai
2	Excise Duty	Central Excise Act, 1944	67.61	2007-08	CESTAT, Mumbai
3	Income Tax	Income Tax Act, 1961	34.44	2016-17	Commissioner of Income Tax (Appeals)
4	Income Tax	Income Tax Act, 1961	17.82	2017-18	Commissioner of Income Tax (Appeals)
5	Income Tax	Income Tax Act, 1961	2.49	2020-21	Commissioner of Income Tax (Appeals)
Total			124.26		

- 8) According to the information and explanations given to us and representation given to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- 9) a) In our opinion and according to the information and explanations given and books of accounts and records examined by us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) In our opinion, and according to the information and explanations given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion, and according to the information and explanations given and records examined by us, the money raised by way of term loans have been applied, prima facie, for the purpose for which they were obtained.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that, prima facie, no funds raised on short-term basis have been used during the year for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company do not have subsidiaries, associates or joint ventures, hence reporting under clause 9 (e & f) are not applicable.
- 10) a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- 11) a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- 12) In our opinion, Company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of the Act and their details have been disclosed in the financial statements etc., as required by the applicable accounting standards.
- 14) a) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- 15) According to the information and explanations provided by the management, the Company has not entered into any non-cash transaction with directors or persons connected with him as referred to in Section 192 of the Act.
- 16) a) To the best of our knowledge and as explained, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- b) In our opinion, and according to the information and explanations provided to us and on the basis of our audit procedures, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
- c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

- d) In our opinion, and according to the information and explanations provided to us, the Group has no Core Investment Company (CIC).
- 17) In our opinion, and according to the information and explanations provided to us, Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of Paragraph 3 of the Order are not applicable to the Company.
- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) With respect to CSR contribution under section 135 of the Act:
- a) According to the information and explanations given to us and on the basis of our audit procedures, in respect of other than ongoing projects, there were no unspent amount that were required to be transferred to a Fund specified in Schedule VII in compliance with second proviso to sub-section 5 of section 135 of the Act.
- b) According to the information and explanations given to us and on the basis of our audit procedures, in respect of ongoing projects there were no unspent amount that were required to be transferred to special account in compliance with provision of sub section 6 of section 135 of the Act.

For **Chaturvedi & Agrawal**

Chartered Accountants

FRN: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. no: 039524

UDIN : 23039524BGYKFZ6611

Date: May 30, 2023

Place: Mumbai

---

## **“Annexure B” to Independent Auditors’ Report referred to in paragraph 2(f) under the heading “Report on other legal and regulatory requirements” of our report of even date.**

### **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 Control over financial reporting of Bajaj Healthcare Limited (“the company”) as of 31st March 2023, in conjunction with our audit of the financial statements of the Company for the year then ended.

#### **Management Responsibility for the Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered

Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s 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 Act, 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial

reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Qualified opinion

According to the information and explanations given to us and based on our audit, we have identified material weakness as at March 31, 2023 with regards trade receivables, where the management failed to substantiate the adequacy and operative effectiveness of controls on extending credit facilities to the significant debtors on basis of credit evaluation and establishing customer credit limits for sales which could potentially result in the Company recognizing revenue without establishing reasonable certainty of ultimate collection. Such controls over assessing the creditworthiness of debtors before extending the credit facilities needs to be strengthen failing which the trade receivables may be potentially not recovered and written off in future. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weakness described above on the achievement of the objective of the control criteria, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2023 standalone financial statements, and the material weakness do not affect our opinion on the standalone financial statements.

For **Chaturvedi & Agrawal**

Chartered Accountants

FRN: 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. no: 039524

UDIN : 23039524BGYKFZ6611

Date: May 30, 2023

Place: Mumbai

# Balance Sheet

as at 31st March, 2023

(₹ in Lakhs)

	Note No.	March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property Plant & Equipment	3	36,568.81	26,974.03
Capital Work in Progress	3	2,034.32	5,197.58
Intangible Assets Under Development	3	138.56	-
Financial Assets			
i) Investments	4	0.33	0.31
ii) Other Financial Assets	5	430.02	107.39
		<b>39,172.05</b>	<b>32,279.30</b>
<b>Current Assets</b>			
Inventories	6	20,878.67	15,926.18
Financial Assets			
i) Trade Receivables	7	22,741.27	18,451.18
ii) Cash and Cash Equivalents	8	1,772.04	197.50
iii) Other Financial Assets	9	460.00	1,101.58
Other Current Assets	10	5,122.17	4,154.60
		<b>50,974.14</b>	<b>39,831.04</b>
<b>Total Assets</b>		<b>90,146.19</b>	<b>72,110.34</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	11	1,379.92	1,379.92
Other Equity	12	35,389.02	31,468.63
		<b>36,768.94</b>	<b>32,848.55</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
Financial Liabilities			
i) Borrowings	13	9,366.16	6,631.00
ii) Lease Liabilities - NC		75.50	-
Provisions	14	279.12	267.17
Deferred tax liability [Net]	15	50.49	156.32
		<b>9,771.27</b>	<b>7,054.49</b>
<b>Current Liabilities</b>			
Financial Liabilities			
i) Borrowings	16	32,066.84	19,042.57
ii) Lease Liabilities		15.87	-
iii) Trade Payables	17		
To micro enterprises and small enterprises		-	-
To Others		8,475.29	10,492.01
iv) Other Financial Liabilities	18	1,394.67	1,605.14
Other Current Liabilities	19	218.99	116.55
Provisions	20	25.57	22.88
Current Tax Liabilities [Net]	21	1,408.73	928.15
		<b>43,605.97</b>	<b>32,207.30</b>
<b>Total Equity and Liabilities</b>		<b>90,146.19</b>	<b>72,110.34</b>

Notes 1 to 49 form an integral part of Financial Statements.  
As per our Report of even date

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No. : 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No. : 039524

Place: Thane

Date: May 30, 2023

For and on behalf of the Board of Bajaj Healthcare Ltd

Sd/-

**Sajankumar R. Bajaj**

Chairman and Managing Director

DIN : 00225950

Sd/-

**Rupesh H. Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN : 00226137

Sd/-

**Aakash T. Keshari**

Company Secretary

# Statement of Profit and Loss

for the year ended 31st March, 2023

(₹ in lakhs for the year ended)

	Note No.	March 31, 2023	March 31, 2022
<b>REVENUE</b>			
Revenue from Operations	22	67,329.20	67,988.98
Other Income	23	159.76	144.41
<b>Total Revenue (A)</b>		<b>67,488.96</b>	<b>68,133.39</b>
<b>EXPENDITURE</b>			
Cost of Material Consumed and Other Direct Expenses	24	52,045.46	49,982.29
Changes in Inventory of Finished Goods	25	(2,979.81)	(377.00)
Employee Benefits Expense	26	4,783.71	4,110.87
Finance Costs	27	2,287.24	1,262.38
Depreciation and Amortization Expenses	28	2,735.54	1,763.66
Other Expenses	29	2,795.20	2,422.72
<b>Total Expenses (B)</b>		<b>61,667.34</b>	<b>59,164.93</b>
<b>Profit Before Tax [C = (A-B)]</b>		<b>5,821.63</b>	<b>8,968.46</b>
Less: Tax Expense:			
Current Tax		1,572.00	2,250.00
Short/(Excess) provision for earlier years		63.76	(358.73)
Deferred Tax		(116.57)	(61.40)
<b>Total (D)</b>		<b>1,519.19</b>	<b>1,829.87</b>
<b>Profit After Tax (C-D)</b>		<b>4,302.43</b>	<b>7,138.59</b>
<b>OTHER COMPREHENSIVE INCOME:</b>			
A 1. Items not to be reclassified to profit or loss in subsequent periods		42.67	9.23
2. Income tax relating to items that will not be reclassified to profit or loss		(10.74)	(2.32)
B. 1. Items to be reclassified to profit or loss in subsequent periods		-	-
2. Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other Comprehensive Income for The Year</b>		<b>31.93</b>	<b>6.91</b>
<b>Total Comprehensive Income for The Year</b>		<b>4,334.36</b>	<b>7,145.49</b>
<b>Basic Earnings per Share of Face Value of ₹ 5 each (₹)</b>		15.59	25.87
<b>Diluted Earnings per Share of Face Value of ₹ 5 each (₹)</b>		15.59	25.87

Refer Note No.

Notes 1 to 49 form an integral part of Financial Statements.

As per our Report of even date

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No. : 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No. : 039524

Place: Thane

Date: May 30, 2023

For and on behalf of the Board of Bajaj Healthcare Ltd

Sd/-

**Sajankumar R. Bajaj**

Chairman and Managing Director

DIN : 00225950

Sd/-

**Rupesh H. Nikam**

CFO and Director

DIN : 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN : 00226137

Sd/-

**Aakash T. Keshari**

Company Secretary

# Cash Flow Statement

for the Year ended March 31, 2023

(₹ in Lakhs)

Sr No	Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	<b>Net Profit Before Tax</b>	5,821.63	8,968.46
	Adjustments for:		
	Depreciation	2,735.54	1,763.66
	(Profit)/loss on sale of Assets	(0.41)	1.21
	Interest & Finance Charges	2,287.24	1,262.38
	Interest on FD	(23.53)	(17.17)
	Provision for Employee Benefits & Leave Enchashment	137.71	95.62
	Interest Income on Security Deposit	(0.29)	-
	ECL Provision	452.31	41.51
		5,588.55	3,147.22
	<b>Operating Profit before Working Capital Changes</b>	11,410.18	12,115.68
	<b>Adjustments for:</b>		
	(Increase)/Decrease in Other current assets	(648.33)	(341.64)
	(Increase)/Decrease In Sundry Debtors	(4,742.40)	(8,604.41)
	(Increase)/Decrease In Inventories	(4,952.49)	(6,215.15)
	Increase /(Decrease) in non current and current liabilities	(2,145.68)	4,077.24
		(12,488.90)	(11,083.96)
	<b>Cash generated from operations</b>	(1,078.72)	1,031.72
	Income Tax Paid	(1,153.65)	(963.12)
	<b>Net Cash flow from Operating activities</b>	<b>(2,232.37)</b>	<b>68.60</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets	(12,384.20)	(7,930.49)
	(Increase)/Decrease in Capital Wip	3,024.70	507.17
	Sale Of Fixed Assets	52.75	4.35
	Interest on FD	23.53	17.17
	Payment to Gratuity Fund	(59.46)	(78.03)
	<b>Net Cash used in Investing activities</b>	(9,342.67)	(7,479.83)
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Increase /( Decrease) From Long Term Borrowing	4,529.01	(1,188.24)
	Increase /( Decrease) Of Short Term Borrowing From Bank	11,417.15	8,612.90
	Increase /( Decrease) Of Borrowing From Director & Inter corporates	(95.37)	160.35
	Interest paid	(2,287.24)	(1,262.38)
	Dividend Paid	(413.98)	(137.99)
	<b>Net Cash used in financing activities</b>	13,149.58	6,184.63
	<b>Net increase in Cash &amp; Cash Equivalents (A+B+C)</b>	1,574.54	(1,226.60)
	Opening balance of Cash and Cash equivalents as on April 1, 2022	197.50	1,424.11
	Closing balance of Cash and Cash equivalents as on March 31, 2023	1,772.04	197.50

As per our report of even date attached Notes 1 to 49 form an integral part of Financial Statements.

For and on behalf of the Board of Bajaj Healthcare Ltd

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No. : 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No. : 039524

Place: Thane

Date: May 30, 2023

Sd/-

**Sajankumar R. Bajaj**

Chairman and Managing Director

DIN : 00225950

Sd/-

**Rupesh H. Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN : 00226137

Sd/-

**Aakash T. Keshari**

Company Secretary

# Statement of Change in Equity

for the Year ended March 31, 2023

(₹ In Lakhs)

Particulars	Equity Share Capital	Other Equity		Total Equity Attributable to Equity Shareholders
		Retained Earnings	Other Comprehensive Income	
<b>As at April 1, 2021</b>	1,379.92	24,504.42	(43.29)	25,841.05
<b>Changes in equity for the year ended March 31, 2022</b>				
Add: Profit for the year	-	7,138.59	-	7,138.59
OCI during the year	-	-	6.91	6.91
Less : Provision for Dividend Declared	-	(137.99)	-	(137.99)
<b>As at March 31, 2022</b>	<b>1,379.92</b>	<b>31,505.02</b>	<b>(36.39)</b>	<b>32848.55</b>

(₹ In Lakhs)

Particulars	Equity Share Capital	Other Equity		Total Equity Attributable to Equity Shareholders
		Retained Earnings	Other Comprehensive Income	
<b>As at April 1, 2022</b>	1,379.92	31,505.02	(36.39)	32,848.55
<b>Changes in equity for the year ended March 31, 2023</b>				
Add: Profit for the year	-	4,302.43	-	4,302.43
OCI during the year	-	-	31.93	31.93
Less : Provision for Dividend Declared	-	(413.98)	-	(413.98)
<b>As at March 31, 2023</b>	<b>1,379.92</b>	<b>35,393.48</b>	<b>(4.46)</b>	<b>36,768.94</b>

As per our Report of even date

For and on behalf of the Board of BAJAJ HEALTHCARE LIMITED

For **Chaturvedi & Agrawal**

Chartered Accountants

Firm Registration No. : 101717W

Sd/-

**Rasik Chaturvedi**

Partner

M. No. : 039524

Place: Thane

Date: May 30, 2023

Sd/-

**Sajankumar R. Bajaj**

Chairman and Managing Director

DIN : 00225950

Sd/-

**Rupesh H. Nikam**

CFO and Director

DIN: 07007815

Sd/-

**Anil C. Jain**

Managing Director

DIN : 00226137

Sd/-

**Aakash T. Keshari**

Company Secretary

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 1. Significant Accounting Policies

### A. Corporate Information

Bajaj Healthcare Ltd (the Company) is a listed entity incorporated in India and listed on The Stock Exchange of Mumbai & National Stock Exchange. The registered office of the Company is located at 602-606, Bhoomi Velocity, Wagle Estate, Thane, Maharashtra, 400604, India.

The Company is engaged in activities manufacturing, producing, developing and marketing a wide range of Active Pharmaceutical Ingredients (APIs), Formulations. The Company has its manufacturing locations situated in the state of Maharashtra and Gujarat with activities extending to both domestic and global markets.

### B. Significant Accounting Policies:

**B.1** Basis of Preparation and Presentation The Financial Statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after.

The Financial Statements of the Company have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time.

The Company's Financial Statements are presented in Indian Rupees (₹), which is also its functional currency and all values are rounded to the nearest Lakh ('00,000), except when otherwise indicated.

### B.2 Summary of Significant Accounting Policies

Significant accounting policies adopted in the preparation of these financial statements are detailed below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Current and Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non- Current classification.

An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

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

#### (b) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date together with cost which are directly attributable to it.

Depreciation methods, estimated useful lives and residual value

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Capital Work-in-Progress.

Depreciation on Property, Plant and Equipment is provided using written down value method

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

on depreciable amount. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

The residual values, useful lives and methods of depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from derecognition of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## (c) Leases

The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

## (d) Intangible Assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net

charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Other Indirect Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre-operative expenses and disclosed under Intangible Assets Under Development.

Gains or losses arising from de-recognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## (e) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline, other than temporary, in the value of the investments

## (f) Research and Development Expenditure

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss as and when incurred. Development costs are capitalised as an intangible asset if it can be demonstrated that the project is expected to generate future economic benefits, it is probable that those future economic benefits will flow to the entity and the costs of the asset can be measured reliably, else it is charged to the Statement of Profit and Loss.

## (g) Cash and Cash Equivalents

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

## (h) Finance Costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

## (i) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, except in case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads (being allocated on the basis of normal operating capacity) net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of finished goods, work-in-progress, raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on FIFO basis.

## (j) Impairment of Non-Financial Assets – Property, Plant and Equipment and Intangible Assets

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of Assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists, the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## (k) Borrowings:

Borrowings are initially recognized at fair value net of transaction cost incurred. Borrowings are subsequently measured at amortized cost.

Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to

the extent that it is probable that some or all of the facility will be drawn down. In this case the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all the facility will be drawn down the fee is capitalized as a pre -payment for liquidity services and amortized over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognised in profit or loss as other gains / (losses). Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## (l) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## (m) Contingent Liabilities & Commitments

Disclosure of contingent liability is made when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## (n) Employee Benefits Expense

### Short-Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

### Post-Employment Benefits

#### Defined Contribution Plans

The Company recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

#### Defined Benefit Plans

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days basic salary for every completed year of service as per the Payment of Gratuity Act, 1972. The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities. The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions are recognised in the period in which they occur in Other Comprehensive Income.

#### Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at

the present value of the defined benefit obligation at the balance sheet date.

## (o) Tax Expenses

The tax expenses for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the Other Comprehensive Income. In which case, the tax is also recognised in Other Comprehensive Income.

### i. Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted at the Balance sheet date.

### ii. Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period

## (p) Foreign Currencies Transactions and Translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalised as cost of assets.

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively).

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognised. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

## (q) Revenue Recognition

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

Generally, control is transferred at point in time, usually upon despatch from Factory or upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract. Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional. Generally, the credit period varies between 60 to 180 days from the shipment or delivery of goods or services as the case may be depending on product and geographic region.

## Contract Balances

### Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional.

### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made.

Contract liabilities are recognised as revenue when the Company performs under the contract.

### Interest Income

Interest Income from a Financial Assets is recognised using effective interest rate method.

### Dividend Income

Dividend Income is recognised when the Company's right to receive the amount has been established.

### Any Other Income:

Income other than Dividend and Interest as described above and any other income covered under other IND-AS is recognised only when it is reasonable certain that amount will be collected or when amount is actually received by the Company

## (r) Financial Instruments

### i. Financial Assets

**A.** Initial Recognition and Measurement All Financial Assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets, which are not at Fair Value through Profit or Loss, are adjusted to the fair value on initial recognition. Purchase and sale of Financial Assets are recognised using trade date accounting.

### B. Subsequent Measurement

a) Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

contractual cash flows and the contractual terms of the Financial Asset give rise to cash flows on specified dates that represent solely payments of principal and interest on the principal amount outstanding.

- b) Financial Assets measured at Fair Value Through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that represents solely payments of principal and interest on the principal amount outstanding.

- c) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

A Financial Asset which is not classified in any of the above categories are measured at FVTPL. Financial assets are reclassified subsequent to their recognition, if the Company changes its business model for managing those financial assets. Changes in business model are made and applied prospectively from the reclassification date which is the first day of immediately next reporting period following the changes in business model in accordance with principles laid down under Ind AS 109 – Financial Instruments.

## C. Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For Trade Receivables the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward- looking estimates are analysed if there is a significant change in collection pattern.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## ii. Financial Liabilities

### A. Initial Recognition and Measurement

All Financial Liabilities are recognised at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

### B. Subsequent Measurement

Financial Liabilities are carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- iii. Derecognition of Financial Instruments The Company derecognises a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset and the transfer qualifies for derecognition under Ind AS 109. A Financial liability (or a part of a Financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## iv. Offsetting

Financial Assets and Financial Liabilities are offset and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## (s) Non-current Assets held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.

Non-current assets held for sale are neither depreciated nor amortised.

Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in the Balance Sheet.

## (t) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit after tax by the weighted average number of equity shares outstanding during the year adjusted for bonus element in equity share if any. Diluted earnings per share adjusts the figures used in determination of basic earnings per share to take into account the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period unless issued at a later date.

## (u) Segment Reporting Policies

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Managing Director of the Company has been identified as being the Chief Operating Decision Maker. Refer note 45 for the segment information presented.

## 2. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The preparation of the Company's Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

### a. Property Plant and Equipment/ Intangible Assets

Estimates are involved in determining the cost attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the management.

Property, Plant and Equipment/Intangible Assets are depreciated/amortised over their estimated useful life, after taking into account estimated residual value. Management reviews the estimated useful life and residual values of the assets annually in order to

determine the amount of depreciation/ amortisation to be recorded during any reporting period. The useful life and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/amortisation for future periods is revised if there are significant changes from previous estimates

### b. Recoverability of Trade Receivables

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

### c. Provisions

The timing of recognition and quantification of the liability (including litigations) requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

### d. Impairment of Financial and Non-Financial Assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. In case of significant increase in risk for collections, the estimated future cash flow are discounted to their present value using the discount rate based on pre-tax expected incremental borrowing rate, that reflects current market assessments of the time value of money.

In case of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In determining the fair value, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

### e. Recognition of Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments

### f. Fair Value Measurement

For estimates relating to fair value of financial instruments refer note 32 of financial statements.

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 3 Property Plant & Equipment

(₹ In lakhs)

Description	As at 01-04-2022		Additions/ Deductions/ Adjustments		Gross Block		Depreciation / Amortisation and Depletion		Net Block	
	As at 01-04-2022	As at 31-03-2023	As at 01-04-2022	As at 31-03-2023	As at 01-04-2022	As at 31-03-2023	As at 01-04-2022	As at 31-03-2023	As at 01-04-2022	As at 31-03-2023
<b>Property, Plant &amp; Equipment</b>										
<b>Own Assets:</b>										
Computer	373.70	438.23	81.33	16.80	295.91	58.65	-	354.56	83.67	77.79
Factory Building Freehold	4,357.55	4,912.59	555.05	-	2,584.66	174.43	-	2,759.09	2,153.50	1,772.89
Factory Building Leasehold	2,639.44	5,272.69	2,635.33	2.07	645.10	212.39	-	857.49	4,415.20	1,994.34
Furniture and Fixture	378.56	945.63	567.07	-	252.68	46.17	-	298.85	646.79	125.89
Land Freehold	5,374.55	5,376.55	2.00	-	-	-	-	-	5,376.55	5,374.55
Land Leasehold	3,307.66	3,307.66	-	-	-	-	-	-	3,307.66	3,307.66
Motor Vehicle	431.15	654.34	227.11	3.92	254.10	86.05	-	340.15	314.19	177.06
Office Equipment	225.74	318.66	93.06	0.14	177.86	33.58	-	211.44	107.22	47.88
Office Premises	1,033.23	1,033.23	-	-	409.26	39.05	-	448.31	584.92	623.97
Plant & Machinery	21,607.67	29,695.09	8,545.29	457.88	8,472.24	2,056.50	1.71	10,527.04	19,168.05	13,135.43
Residential Premises	443.26	443.26	-	-	106.69	16.67	-	123.36	319.90	336.57
<b>Sub-Total (A)</b>	<b>40,172.52</b>	<b>52,397.94</b>	<b>12,706.23</b>	<b>480.82</b>	<b>13,198.49</b>	<b>2,723.50</b>	<b>1.71</b>	<b>15,920.29</b>	<b>36,477.65</b>	<b>26,974.03</b>
<b>Right-Of-Use Assets:</b>										
Office Premises	-	103.20	103.20	-	-	12.04	-	12.04	91.16	-
<b>Sub-Total (B)</b>	<b>-</b>	<b>103.20</b>	<b>103.20</b>	<b>-</b>	<b>-</b>	<b>12.04</b>	<b>-</b>	<b>12.04</b>	<b>91.16</b>	<b>-</b>
<b>TOTAL (A+B)</b>	<b>40,172.52</b>	<b>52,501.14</b>	<b>12,809.43</b>	<b>480.82</b>	<b>13,198.49</b>	<b>2,735.54</b>	<b>1.71</b>	<b>15,932.33</b>	<b>36,568.81</b>	<b>26,974.03</b>
<b>Previous Year</b>	<b>32,925.50</b>	<b>40,172.52</b>	<b>9,043.07</b>	<b>1,796.05</b>	<b>12,112.73</b>	<b>1,763.66</b>	<b>677.89</b>	<b>13,198.49</b>	<b>26,974.03</b>	<b>20,812.77</b>

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## Property Plant & Equipment - Tangible Assets

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Capital Work-in Progress (CWIP)	2,034.32	5,197.58
<b>Total</b>	<b>2,034.32</b>	<b>5,197.58</b>

## CWIP Ageing Schedule for the Year ending on March 31, 2023

(₹ In lakhs)

CWIP	Amount in CWIP for a period off				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	389.58	358.73	1,257.66	28.35	2,034.32
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>389.58</b>	<b>358.73</b>	<b>1,257.66</b>	<b>28.35</b>	<b>2,034.32</b>

## CWIP Ageing Schedule for the Year ending on March 31, 2022

(₹ In lakhs)

CWIP	Amount in CWIP for a period off				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	2,950.43	2,218.80	28.35	-	5,197.58
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>2,950.43</b>	<b>2,218.80</b>	<b>28.35</b>	<b>-</b>	<b>5,197.58</b>

## 3.1 Intangible Assets under development

(₹ In lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Software	138.56	-
<b>Total</b>	<b>138.56</b>	<b>-</b>

## CWIP Ageing Schedule for the Year ending on March 31, 2023

(₹ In lakhs)

CWIP	Amount in CWIP for a period off				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	138.56	-	-	-	138.56
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>138.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>138.56</b>

## CWIP Ageing Schedule for the Year ending on March 31, 2022

(₹ In lakhs)

CWIP	Amount in CWIP for a period off				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 4. Investments

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
a) Investment in Equity Instruments		
- Unquoted - (Valued at cost)		
500 (P.Y 500 ) Shares of Tima Cooperative Society limited of ₹10/- Each	0.05	0.05
2500 ( P.Y 2500) Equity Shares of Saraswat Co-op Bank of ₹10/- Each	0.25	0.25
120 ( P.Y 25) Shares of Shamrao Vithal Co-op Bank of ₹25/- each	0.03	0.01
<b>Total</b>	<b>0.33</b>	<b>0.31</b>

## 5. Other Financial Assets

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
Fixed Deposit With Banks (Under Lien for Bank Guarantee )	430.02	107.39
<b>Total</b>	<b>430.02</b>	<b>107.39</b>

**5.1** Lien Created on Fixed Deposits for Bank Gurantee issued to Statutory Authorities and Government Corporation/ Entities.

## 6. Inventories (Valued at Lower of Cost and Net Realisable Value)

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
Raw Material	14,822.52	13,617.50
Finished Goods	4,637.83	1,658.03
Stores and Spares	736.38	241.66
Packing Material	681.94	409.00
<b>Total</b>	<b>20,878.67</b>	<b>15,926.18</b>

## 7. Trade Receivables

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade Receivable considered good - Unsecured	23,324.93	18,582.53
Add /Less : Allowance for Bad and Doubtful Debts (ECL)	(583.66)	(131.35)
	22,741.27	18,451.18
<b>Total</b>	<b>22,741.27</b>	<b>18,451.18</b>

### 7.1 Trade Receivables ageing schedule as at 31st March, 2023

							(₹ In lakhs)
Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	11595.34	3681.29	313.94	295.73	216.22	109.58	16212.10
“Undisputed Trade Receivables – which have significant increase in credit risk (Refer Note No. 7.3)”	1743.74	4,546.92	822.17	-	-	-	7112.83
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Subtotal	13339.08	8228.21	1136.11	295.73	216.22	109.58	23324.93

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 7.2 Trade Receivables ageing schedule as at 31st March, 2022

(₹ In lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	13621.39	4170.30	437.59	223.49	65.63	64.13	18582.53
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Subtotal</b>	<b>13621.39</b>	<b>4170.30</b>	<b>437.59</b>	<b>223.49</b>	<b>65.63</b>	<b>64.13</b>	<b>18582.53</b>

**7.3** The total amount of trade receivables (Gross) of ₹23324.93 Lakhs includes a significant amount of trade receivables from a single debtor for materials sold and services provided during the year aggregating to ₹8,965.78 Lakhs, with year end outstanding amount of ₹7,112.83 Lakhs, which remains unpaid as of March 31, 2023. This amount includes an overdue amount of ₹5,369.09 Lakhs. The debtor procured material from the company for supply to a MNC in USA, but the supplies were deferred due to process of KYC and/or sample approvals etc and resulting in failure of the debtor to honour its payment commitment in time. Further the company had also entered into an agreement for sale of technical know to a party jointly with the same debtor and the collection for services were to be received from the debtor which interalia is dependent on its realisation from the service recipient. The debtor is unable to supply the material and do collection from the service recipient and thus unable to pay to the Company on the due date. The Debtor expect to commence its supplies in coming month and would be able to pay the company out of the said realisation. Also the debtor explained to the satisfaction of management that the money for service shall also be received in coming months and hence had requested the company to extend the due dates of all the bills from existing 30 days to a date 270 days from bill date or 30th September 2023 whichever is later. The management is confident that the amount outstanding for sale of goods as well as provision of service will be recovered within FY 2023-24. The management on its assessment and on conservative basis has considered the debtor as trade receivable with significant risk and made provision for ECL by discounting the expected collection @ 10.25% p.a.

## 8. Cash and Cash Equivalent

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
<b>Balances with banks</b>		
- in current accounts	1,765.11	192.48
- in deposits	-	-
Cash in Hand	6.92	5.03
<b>Total</b>	<b>1,772.04</b>	<b>197.50</b>

## 9. Other Financial Assets (Current)

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Income Tax Refund Receivable	380.16	370.51
Vat and Excise Refund Receivable	-	12.38
Advance to Staff	19.47	13.63
Insurance Claim Receivable	53.47	701.49
Other Receivable	6.90	3.56
	<b>460.00</b>	<b>1,101.58</b>

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 10. Other Current Assets [Unsecured, Considered Good]

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
GST receivable	3,926.33	2,732.82
Prepaid Expenses	172.95	308.62
Deposit With Public Authorities and Others	704.56	835.13
Advance to Suppliers	318.33	278.03
	<b>5,122.17</b>	<b>4,154.60</b>

**10.1** Deposit With Public Authorities and Others includes Fixed Deposit with Banks for Bank Gurantee as performance deposit and EMD.

## 11. Equity Share Capital

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
<b>Authorised</b>		
28000000 Equity Shares of ₹5/- each as at March 31, 2023 (P Y 28000000 Equity Shares of ₹5/- each as at March 31, 2022)	1,400.00	1,400.00
	<b>1,400.00</b>	<b>1,400.00</b>
<b>Issued, Subscribed and Paid-up</b>		
2,75,98,400 Equity Shares of ₹5/- each as at March 31, 2023 (P Y 2,75,98,400 Equity Shares of ₹5/- each as at March 31, 2022)	1379.92	1379.92
	<b>1,379.92</b>	<b>1,379.92</b>

### 11.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Amount (₹ In Lakhs)	Number of Shares	Amount (₹ In Lakhs)	Number of Shares
At the beginning of the year	1379.92	27,598,400	1,379.92	13,799,200
Adjustment for Sub-Division of Equity Shares	-	-	-	13,799,200
Outstanding at the end of the year	<b>1379.92</b>	<b>27,598,400</b>	<b>1,379.92</b>	<b>27,598,400</b>

### 11.2 The details of shareholders holding more than 5% equity shares :-

Name of Shareholders	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Held	No of Shares	% Held
1) Mr. Sajankumar R. Bajaj	9,654,700	34.98%	9,628,000	34.89%
2) Mrs. Babita S. Bajaj	1,504,000	5.45%	1,504,000	5.45%
3) S K R Bajaj HUF	2,160,000	7.83%	2,160,000	7.83%
4) Ms. Namrata S. Bajaj	1,630,207	5.91%	1,616,000	5.86%
5) Ms. Nihita S Bajaj	1,620,360	5.87%	1,616,000	5.86%
6) Mr. Anil C. Jain	1,451,600	5.26%	1,436,000	5.20%
7) M/s. Maa Sharda Distributors Pvt Ltd	1,764,353	6.39%	1,740,000	6.30%

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 11.3 The details of Promoters of the Company

Shares held by Promoters at the end of the year as on March 31, 2023

Promoter Name	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
1) Mr. Sajankumar R. Bajaj	9,654,700	34.98%	9,628,000	34.89%	0.09%
2) Mrs. Babita S. Bajaj	1,504,000	5.45%	1,504,000	5.45%	0.00%
3) S K R Bajaj HUF	2,160,000	7.83%	2,160,000	7.83%	0.00%
4) Ms. Namrata S. Bajaj *	1,630,207	5.91%	1,616,000	5.86%	0.05%
5) Ms. Nihita S. Bajaj	1,620,360	5.87%	1,616,000	5.86%	0.01%
6) Mr. Anil C. Jain	1,451,600	5.26%	1,436,000	5.20%	0.06%
7) Mrs. Padma A. Jain	304,000	1.10%	304,000	1.10%	0.00%
8) Bajaj Health and Nutritions Private Limited	240,000	0.87%	240,000	0.87%	0.00%
9) Bansal Pharma Limited	60,000	0.22%	60,000	0.22%	0.00%
Total	18,624,867	67.49%	18,564,000	67.27%	

\*5000 and 3500 Shares were acquired by Ms. Namrata S. Bajaj on March 30, 2022 and March 31, 2022 respectively, are added to shareholding by RTA on April 8, 2022

## 11.4 Shares issued without Consideration during last 5 years :

The Equity Shares issued and paid up includes 13799200 shares of ₹5/- each (6899600 Equity Shares of ₹10/- each before subdivision) issued as bonus Shares for consideration other than cash issued on and 11th April 2019 .

## 11.5 Terms and Rights attached to Equity Shares

The Company has only one class of equity shares having par value of INR 5 per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

## 12. Other Equity

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Other Comprehensive Income</b>		
Opening Balance	(36.39)	(43.29)
Add/ (Less) Changes during the year	31.93	6.91
Closing Balance	<b>(4.46)</b>	<b>(36.39)</b>
<b>Retained Earnings</b>		
Opening Balance	31,505.02	24,504.42
Add/(Less) Dividend Paid	(413.98)	(137.99)
Add : Profit for the year	4,302.43	7,138.59
Closing Balance	35,393.48	31,505.02
<b>Total</b>	<b>35,389.02</b>	<b>31,468.63</b>

## 13. Borrowings

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
Secured carried at amortised cost		
Term Loan from Bank	9,132.76	6,356.10
Term Loan from NBFC	233.40	274.90
<b>Total</b>	<b>9,366.16</b>	<b>6,631.00</b>

The details of Security for term loans are Provided in note no. 34

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

(₹ In lakhs)

Repayment and Terms of Borrowings:	2024-25	2025-2026	2026-2027	2027-2028	2028-29 - onwards
Term Loan from Bank (Rate of Interest 9.50% - 10.00%)	3069.86	2909.23	2335.11	792.54	26.02
Term Loan from NBFC (Rate of Interest - 10.25%)	36.35	35.16	38.85	42.91	80.13

## 14. Provision - Non- Current

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Present Value of Obligation - Non Current	356.53	339.74
Fair Value of Plan Asset as at the End	(211.44)	(196.40)
Net	145.09	143.34
Provision for Leave Encashment - Non Current	134.04	123.83
<b>Total</b>	<b>279.12</b>	<b>267.17</b>

## 15. Deferred Tax Liability (net)

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Opening Balance	156.32	215.40
Charge/ (Credit) during the year	(105.83)	(59.08)
<b>At the end of the year</b>	<b>50.49</b>	<b>156.32</b>

### 15.1 Component of Deferred Tax Liabilities / (Assets)

(₹ In lakhs)

	As at 31.03.2022	Charged / (Credit) to during the Year	As at 31.03.2023
Property Plant & Equipment and Intangible Assets	260.06	26.92	286.98
Financial Assets/ Financial Liabilities ( net)	(33.06)	(137.48)	(170.54)
Provisions	(70.68)	4.73	(65.95)
<b>Total</b>	<b>156.32</b>	<b>(105.83)</b>	<b>50.49</b>

## 16. Borrowings Current

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
Working Capital Loan From Banks		
Cash Credit	11,215.28	2,686.52
Preshipment/Postshipment/ Buyers Credit	8,964.67	14,772.93
Working Capital Demand Loan	8,696.65	-
<b>Current Maturity of Long Term Borrowings</b>		
From Banks (Secured)	3,079.87	1,381.32
From NBFC (Secured)	45.38	41.45
<b>Unsecured</b>		
From Director *	64.99	160.35
<b>Total</b>	<b>32,066.84</b>	<b>19,042.57</b>

\* Refer note no 47 for related party transaction

**16.1** The details of Security for Working Capital Loans from banks are provided in note no. 34

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 17. Trade Payables

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	-	-
Others - trade payable	8,475.29	10,492.01
<b>Total</b>	<b>8,475.29</b>	<b>10,492.01</b>

Amount due to Small Scale Industries exceeding rupees one lac each, outstanding for more than 30 days are not distinctly determinable in absence of any intimation received by the Company from any parties.

### 17.1 Trade Payables ageing schedule As at 31st March, 2023

(₹ In lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-	-
Others	4,979.13	3,351.77	74.15	57.13	13.11	-	8,475.29
Disputed dues -MSME	-	-	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-	-	-
<b>Total</b>	<b>4,979.13</b>	<b>3,351.77</b>	<b>74.15</b>	<b>57.13</b>	<b>13.11</b>	<b>-</b>	<b>8,475.29</b>

### 17.2 Trade Payables ageing schedule As at 31st March, 2022

(₹ In lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-	-
Others	4,935.26	5,490.03	50.51	13.57	1.31	1.33	10,492.01
Disputed dues -MSME	-	-	-	-	-	-	-
Disputed dues -Others	-	-	-	-	-	-	-
<b>Total</b>	<b>4,935.26</b>	<b>5,490.03</b>	<b>50.51</b>	<b>13.57</b>	<b>1.31</b>	<b>1.33</b>	<b>10,492.01</b>

## 18. Other Financial Liabilities

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Creditors for Capital Goods	232.24	544.00
Other Payables	1,162.43	1,061.14
<b>Total</b>	<b>1,394.67</b>	<b>1,605.14</b>

## 19. Other Current Liabilities

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Advances Received from Customers	141.76	59.23
Deposit Received from Property	3.00	-
Statutory Dues Payable	74.24	57.32
<b>Total</b>	<b>218.99</b>	<b>116.55</b>

## 20. Provisions- Current

(₹ In lakhs)

	As at March 31, 2023	As at March 31, 2022
Present Value of Obligation - Current	58.86	53.20
Less : Fair Value of Plan Asset as at the End	(58.86)	(53.20)
Provision for Leave Encashment - Current	25.57	22.88
<b>Total</b>	<b>25.57</b>	<b>22.88</b>

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 21. Current Tax Liabilities [Net]

	(₹ In lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provision for Taxation (Net)	1,408.73	928.15
<b>Total</b>	<b>1,408.73</b>	<b>928.15</b>

## 22. Revenue from Operations

	(₹ In lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of goods	63,513.06	67,922.31
Sales of Services	3,816.15	66.67
<b>Total</b>	<b>67,329.20</b>	<b>67,988.98</b>

## 23. Other Income

	(₹ In lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest received on Fixed Deposit	23.53	17.17
Interest Income on Security Deposit	0.29	-
Rent Income	4.36	25.42
Insurance and Other Claims	82.06	1.90
Interest Income on Income Tax Refund	19.65	-
Profit on Sale of Assets	2.64	-
Scrap Sale	27.22	99.92
<b>Total</b>	<b>159.76</b>	<b>144.41</b>

## 24. Cost of Material Consumed ( including Other Direct Expenses)

	(₹ In lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Material Consumed	42,843.75	40,991.07
<b>Other Direct Expenses</b>		
Power and Fuel	3,988.81	3,040.71
Processing & Labour Charges	2,218.30	2,575.53
Freight Forwarding & Transport	1,586.12	1,783.95
Consumption of Stores Spares and Maintenance	493.35	593.97
Effluent Treatment Charges	538.38	583.99
Water Charges	157.65	142.38
Material Testing & Inspection Charges	219.10	270.69
<b>Total</b>	<b>52,045.46</b>	<b>49,982.29</b>

## 25. Changes in Inventory of Finished Goods

	(₹ In lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Finished Goods		
Opening Stock	1,658.03	1,281.03
Less: Closing Stock	(4,637.83)	(1,658.03)
<b>Total</b>	<b>(2,979.81)</b>	<b>(377.00)</b>

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 26. Employee Benefits Expense

	For the year ended March 31, 2023	For the year ended March 31, 2022
(₹ In lakhs)		
Salary, wages, bonus and other allowances	4,117.09	3,547.78
Contribution to Provident Funds and Other Funds	298.47	250.75
Provision for Retirement Benefits and Leave encashment	137.71	95.62
Staff Welfare expense	230.43	216.72
<b>Total</b>	<b>4,783.71</b>	<b>4,110.87</b>

**26.1** \*Refer note no 47 for related party transaction

## 27. Finance Cost

	For the year ended March 31, 2023	For the year ended March 31, 2022
(₹ In lakhs)		
Interest expenses	2,153.59	1,084.32
Interest expenses on Leasehold Obligation	4.06	-
Other Borrowing Cost	129.58	178.07
<b>Total</b>	<b>2,287.24</b>	<b>1,262.38</b>

## 28. Depreciation and Amortization Expense

	For the year ended March 31, 2023	For the year ended March 31, 2022
(₹ In lakhs)		
Depreciation	2,735.48	1,763.66
<b>Total</b>	<b>2,735.48</b>	<b>1,763.66</b>

## 29. Other Expenses

	For the year ended March 31, 2023	For the year ended March 31, 2022
(₹ In lakhs)		
Advertisement & Business Promotion	65.86	9.39
Audit Fees- Refer note 31	5.10	5.00
Brokerage & Commission	293.22	363.62
Corporate Social Responsibility Expenses	174.10	139.38
Courier Charges & Telephone Expenses	24.83	41.12
Donation	13.84	163.71
Provision for Credit Loss	452.31	41.51
Hotel/Boarding/Lodge/ Guest House Expenses	40.00	17.85
Insurance Expense	304.39	267.05
Interest On Taxes	11.77	15.82
Legal & Professional Expenses	249.62	384.47
Loss Due to Foreign Exchange Rate Fluctuation	226.67	193.90
Loss due to Fire	-	10.04
Membership & Subscription	5.47	1.78
Miscellaneous Expenses	71.05	27.88
Motor Vehicle & Fuel Expenses	21.09	18.28
Printing & Stationery	117.63	86.66
Rent Rates & Taxes	161.05	122.86
Repairs & Maintenance Building	93.46	160.26
Repairs & Maintenance Others	175.36	179.81
Security & Cleaning Charges	43.16	25.59
Seminar Expenses	2.34	4.31

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

(₹ In lakhs)

	For the year ended March 31, 2023	For the year ended March 31, 2022
Sponsorship Expenses	29.59	6.03
Sundry Balance Written off	1.40	3.33
Travelling & Conveyance Expenses	209.69	131.87
<b>Total</b>	<b>2,795.20</b>	<b>2,422.72</b>

## 29.1 Corporate Social Responsibility (CSR):

a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is ₹163.04 lakhs (Previous Year ₹116.96 lakhs)

b) Expenditure related to Corporate Social Responsibility is ₹174.10 lakhs (Previous Year ₹139.38 lakhs)

(₹ In lakhs)

	March 31, 2023	March 31, 2022
Health	1.33	11.11
Education	155.42	10.20
Social Welfare	17.35	-
Disaster Covid	-	118.07
	<b>174.10</b>	<b>139.38</b>

\* Refer note no 47 for related party transaction

## 30. Calculation of earning per share (EPS)

The numerators and denominators used to calculate basic and diluted EPS are as follows:

(₹ In lakhs)

Particulars	Year ended	
	31-Mar-23	31-Mar-22
Profit attributable to Equity shareholder (₹ In Lakhs)	4,302.43	7,138.59
Number of equity shares	27598400	27598400
Weighted average number of shares for calculation of Basic EPS	27598400	27598400
Weighted average number of shares for calculation of Diluted EPS	27598400	27598400
Nominal value of equity shares	5	5
Basic EPS (₹)	15.59	25.87
Diluted EPS (₹)	15.59	25.87

## 31. Details of auditors remuneration

(₹ In lakhs)

Particulars	Year ended	
	31-Mar-23	31-Mar-22
As auditor :		
Statutory Audit fees	5.00	5.00
Certification Fees	0.10	0.15
<b>Total payment to auditors</b>	<b>5.10</b>	<b>5.15</b>

## 32. Financial Instruments – Fair Values and Risk Management

### A. Accounting classification

(₹ In lakhs)

31-Mar-23	FVTPL	FV OCI	Amortised Cost	Total
<b>Financial Assets</b>				
Investments	-	-	0.33	0.33
Other Financial Assets - Non Current			430.02	430.02
Trade Receivables	-	-	22,741.27	22,741.27
Cash and Cash Equivalents	-	-	1,772.04	1,772.04

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

(₹ In lakhs)

31-Mar-23	FVTPL	FV OCI	Amortised Cost	Total
Other Financial Assets - Current			460.00	460.00
<b>Total Financial Assets</b>	-	-	<b>25,403.66</b>	<b>25,403.66</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	41,433.00	41,433.00
Lease Liabilities	-	-	91.37	91.37
Trade Payables	-	-	8,475.29	8,475.29
Other Financial Liabilities	-	-	1,394.67	1,394.67
<b>Total Financial Liabilities</b>	-	-	<b>51,394.34</b>	<b>51,394.34</b>

## A. Accounting classification

(₹ In lakhs)

31-Mar-22	FVTPL	FV OCI	Amortised Cost	Total
<b>Financial Assets</b>				
Investments	-	-	0.31	0.31
Other Financial Assets - Non Current			107.39	107.39
Trade Receivables	-	-	18,451.18	18,451.18
Cash and Cash Equivalents	-	-	197.50	197.50
Other Financial Assets - Current			1,101.58	1,101.58
<b>Total Financial Assets</b>	-	-	<b>19,857.96</b>	<b>19,857.96</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	25,673.58	25,673.58
Trade Payables	-	-	10,492.01	10,492.01
Other Financial Liabilities	-	-	1,605.14	1,605.14
<b>Total Financial Liabilities</b>	-	-	<b>37,770.73</b>	<b>37,770.73</b>

## B. Fair value Measurement

Financial instruments measured at FVTPL / FVOCI :

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

**Level 1** – Inputs are quoted (unadjusted) market prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

**Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement are (other than quoted prices) included within Level 1 that are observable for the asset or liability either directly or indirectly.

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

As on reporting date Company had no outstanding financial assets or financial liabilities classified as either FVTPL or FVOCI and hence the said disclosure requirement is not applicable.

### Financial instruments measured at amortised cost:

The carrying value approximates fair value for long term financial assets and liabilities measured at amortised cost. There are no transfers during the year in level 1 2 and 3. The Company policy is to recognize transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

## C. Financial risk management

### Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

1. Credit risk
2. Liquidity risk and
3. Market risk

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 1. Credit risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents deposits with banks and financial institutions security deposits loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The Company continuously monitors defaults of customers and other counterparties identified either individually or by the Company and incorporates this information into its credit risk controls. Where available at reasonable cost external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

## 2. Liquidity risk

Liquidity risk arises from the Company's inability to meet its cash flow commitments on the due date. The Company maintains sufficient stock of cash, and committed credit facilities. The Company accesses global and local financial markets to meet its liquidity requirements. It uses a range of products and a mix of currencies to ensure efficient funding. Treasury monitors rolling forecasts of the Company's cash flow position and ensures that the Company is able to meet its financial obligation at all times including contingencies.

### Exposure to liquidity risk

The table below is an analysis of Company's financial liabilities based on their remaining contractual maturities of financial liabilities at the reporting date.

(₹ In lakhs)

31-Mar-23	Contractual cash flows				
	Within 1 year	1 Yr to 3 Yrs	3 Yr to 5 Yrs	above 5 Yrs	Total
<b>Non-derivative financial liabilities :</b>					
Borrowings	32,066.84	6,050.60	3,315.56	-	41,433.00
Trade Payables	8,475.29	-	-	-	8,475.29
Other Financial Liabilities	1,394.67	-	-	-	1,394.67
<b>Total</b>	<b>41,936.80</b>	<b>6,050.60</b>	<b>3,315.56</b>	<b>-</b>	<b>51,302.96</b>

(₹ In lakhs)

31-Mar-22	Contractual cash flows				
	Within 1 year	1 Yr to 3 Yrs	3 Yr to 5 Yrs	above 5 Yrs	Total
<b>Non-derivative financial liabilities :</b>					
Borrowings	19,042.57	3,604.04	2867.31	159.65	25,673.58
Trade Payables	10,492.01	-	-	-	10,492.01
Other Financial Liabilities	1,605.14	-	-	-	1,605.14
<b>Total</b>	<b>31,139.72</b>	<b>3,604.04</b>	<b>2,867.31</b>	<b>159.65</b>	<b>37,770.73</b>

## 3. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity price risk.

### a. Foreign Currency Risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

The following table shows foreign currency exposures in US Dollar and Euro on financial instruments at the end of the reporting period. The exposure to all other foreign currencies are not material.

Particulars	31st March 2023		31st March 2022	
	USD	EURO	USD	EURO
Borrowings	(1,406,255)	-	(8,301,692)	-
Trade and Other Payables	(2,925,083)	-	(3,398,186)	-
Trade and Other Receivables	13,303,933	-	2,735,798	25,670
<b>Total</b>	<b>8,972,594</b>	<b>-</b>	<b>(8,964,080)</b>	<b>25,670</b>

### b) Interest Rate Risk

The Company's exposure to the risk of changes in market interest rate relates to the floating rate debt obligations.

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:

	31st March 2023	31st March 2022
<b>Borrowings (₹ In lakhs)</b>	41,433.00	25,673.58
Interest rate increase by 100 Basis Points	310.05	192.12
Interest rate decrease by 100 Basis Points	(310.05)	(192.12)
<b>Fixed Deposits (₹ In lakhs)</b>	430.02	107.39
Interest rate increase by 100 Basis Points	(3.22)	(0.80)
Interest rate decrease by 100 Basis Points	3.21	0.80

## c) Commodity Price Risk

Commodity price risk arises due to fluctuation in prices of Raw Material. The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices and freight costs.

The Company's commodity price risk is managed centrally through well-established trading operations and control processes.

## 33. Capital Management

The primary objective of the Company's capital management is to maximize the shareholders' interest safeguard its ability to continue as a going concern and reduce its cost of capital. Company is focused on keeping strong total equity base to ensure independence security as well as high financial flexibility for potential future expansion required if any. Company's capital for capital management includes long term debt and total equity. As at March 31, 2023 and March 31, 2022 total capital is ₹36768.94 lakhs and ₹32848.55 Lakhs respectively. No changes were made in the objectives policies or processes for managing capital during the year ended March 31 2023 and March 31 2022.

## 34. A. Security Interest created through Security Trust with IL& FS Trust Company Limited as trustee.

The Security (except as detailed in Clause B below ) created under a security trust shall rank pari-passu for multiple lenders without any preference or priority of one lender over the other.

### i. For Term Loan Facility

- 1st Pari Passu Charge on all Fixed Assets (Movable and Immovable) excluding assets financed by Saraswat Co-Opeative Bank Ltd. Wherein working capital lenders will have second pari passu charge
- 2nd Pari Passu Charge on current Assets

### ii. For Working Capital (CITI bank, SVC bank, Saraswat Bank and Standard Chartered Bank)

- 1st Pari Passu Charge on the Current Assets and also on all the Fixed Assets (Movable and Immovable) of the Company (excluding assets financed by Saraswat Co.Operative Bank Ltd. Wherein working capital lenders will have second pari passu charge)

(Working Capital Limits Includes Packing Credit, Post Shipment Credit Buyers, Credit Cash Credit, Letter of Credit, Working Capital Demand Loan, etc)

## B. Other Security Interest not part of security Trust unless specified:

- Office Premises at Thane is exclusively Mortgaged / Hypothecated to Aditya Birla Finance Limited
- Loan for Motor Vehicle are secured against respective Motor Vehicles for which Loan is obtained.
- For Term Loan from Saraswat Bank : First Charge with Sarawat Bank on Movable Fixed Assets and Immovable Properties of the company and Second Pari Passu charge allocated for Multiple working capital lenders of the company.
- Plant & Machinery of Panoli Unit has been hypothecated with Bajaj Finserv Ltd.
- First Pari Passu Charge created by ICICI bank during the year on Fixed Assets (Movable and Immovable) and 2nd Pari Passu charge on Current Assets for Term Provided.
- First Pari Passu Charge created by Axis Bank during the year on the Current Assets and also on all the Fixed Assets (Movable and Immovable) of the Company (excluding assets financed by Saraswat Co.Operative Bank Ltd. Wherein working capital lenders will have second pari passu charge) for Working capital facility provided.
- Further All borrowings are secured by personal guarantees of the directors Mr. S. K. R. Bajaj Mr. Anil C. Jain.

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

- 35.** In opinion of the Directors Current Assets Loans and advances have the value at which they are stated in the Balance Sheet if realized in the ordinary course of business. All the outstanding liabilities other than those stated under contingent liabilities have been provided for.
- 36.** The balance of Sundry Debtors Creditors and Loans & Advances are subject to confirmations and reconciliation.
- 37.** Since no specific intimation has been received from any of the suppliers regarding the status of their registration as Micro Small or Medium as defined under Micro Small and Medium Enterprises Department (MSMED) Act 2006 as at 31<sup>st</sup> March 2023 disclosure relating to amounts unpaid as at the year end if any have not been furnished. However the Company has been regular in paying to the Vendors as per agreed terms and conditions and hence the management feels there are no requirements for any provision towards interest.

## 38. Tax expense

### Reconciliation of tax expense

(₹ In lakhs)

Particulars	For the year ended	
	March 31 2023	March 31 2022
a) Income tax recognised in profit & loss account		
Current tax	1,572.00	2,250.00
Earlier year tax	63.76	(358.73)
Deferred tax	(116.57)	(61.40)
Total IncomeTax Expenses	1,519.19	1,829.87
Profit before tax	5,821.63	8,968.46
Company's domestic tax rate	25.17%	25.17%
Tax on profit before tax	1,465.19	2,257.36
Tax effect of		
Expenses not allowed in income tax	884.22	534.07
Income not considered for Tax purpose	(847.00)	(582.03)
Adjustment for Earlier Years	63.76	(358.73)
Others	(46.97)	(20.63)
Total tax expense (A+B+C)	1,519.19	1,829.87

## 39 Other

Previous year's figures have been regrouped/rearranged/reworked wherever necessary and possible so as to confirm to current year's classification as per requirement of Division II- IND AS Schedule III.

## 40 Employee Benefits

### Defined Contribution Plans

Contribution to Defined Contribution Plans, recognized as expense for the year is as under :

(₹ In lakhs)

	2022-23	2021-22
Employer's Contribution to Provident and Pension Fund	298.47	250.75

### Defined Benefit Plan

#### i. Reconciliation of opening and closing balances of Defined Benefit Obligation:

(₹ In lakhs)

	2022-23	2021-22
Defined Benefit Obligation at beginning of the year	392.93	350.85
Interest Cost	27.09	23.67
Past Service Cost	0.00	0.00
Current Service Cost	62.18	56.08
Actuarial (Gain) / Loss	-43.90	-9.61
Benefits Paid	-22.92	-28.05
Defined Benefit Obligation at year end	415.39	392.93

#### ii. Reconciliation of opening and closing balances of fair value of Plan Assets:

(₹ In lakhs)

	2022-23	2021-22
Fair value of Plan Assets at beginning of year	249.60	187.36
Fair value of Plan Assets at year end	270.30	249.60

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## iii. Reconciliation of fair value of Assets and Obligations:

	2022-23	2021-22
Fair value of Plan Assets	249.60	249.60
Present value of Obligation	415.39	392.93
Net Liability recognised in Balance Sheet	165.79	143.34

## iv. Expenses recognized during the year:

	2022-23	2021-22
Current Service Cost	62.18	56.08
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	9.88	11.03
Net Cost	72.06	67.11

## v. Other Comprehensive Income:

	2022-23	2021-22
Actuarial (Gain) / Loss	(43.90)	(9.61)
Return on plan assets, excluding amount recognised in net interest expense	1.23	0.39
Net Cost	(42.67)	(9.23)

## vi. Actuarial Assumptions:

	2022-23	2021-22
Discount Rate (%)	7.45	6.90
Expected Return on plan assets (%)	7.45	6.90
Rate of escalation in Salary (per annum) (%)	4.50	5.50

## vii. Sensitivity Analysis:

	2022-23	2021-22
Defined Benefit Obligation (Base)	415.39	392.93

Particulars	March 31, 2023		March 31, 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	446.65	387.83	425.24	364.69
(% change compared to base due to sensitivity)	7.50%	-6.60%	8.20%	-7.20%
Salary Growth Rate (-/+1%)	386.84	447.27	364.09	425.37
(% change compared to base due to sensitivity)	-6.90%	7.70%	-7.30%	8.30%
Attrition Rate ((- / + 50% of attrition rates))	389.36	430.86	382.11	398.55
(% change compared to base due to sensitivity)	-6.30%	3.70%	-2.80%	1.40%
Mortality Rate (- / + 10% of mortality rates)	415.19	415.59	392.84	393.03
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

## 41. Expenditure in Foreign Currency:

	2022-23	2021-22
CIF Value of Import in	20,868.92	20,405.12
Other Expenses in	190.36	199.01

## 42. Income in Foreign Currency:

	2022-23	2021-22
FOB Value of exports in	19,369.72	16,851.80

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 43 Research and Development Expenditure:

- All revenue expenditure on research and development are charged to the profit and Loss Account. Fixed Assets used for research and development are capitalized.
- The Company has obtained renewed approval for In-house R&D Facility from the Department of Scientific and Industrial Research (DSIR) vide letter No. TU/IV-RD/4031/2022 dated 16th June, 2022 for the purpose of section 35(2AB) of the Income Tax Act, 1961 valid till 31st March, 2025 subject to the condition underline therein.

(₹ In lakhs)

	2022-23	2021-22
Revenue Expenditure:		
Salary Expenses of R&D Personnel	105.30	149.82
R&D Chemical Purchase	136.54	20.50
Stores & Spares & Consumables in R&D	15.37	35.45
Travelling & Other Exp.	8.90	23.06
Common Utilities Expenses	45.47	32.62
Capital Expenditure:		
Laboratory Equipment	17.73	61.37
Computer	2.40	-
Factory Building	41.74	-
Plant & Machinery	24.29	-
<b>Total</b>	<b>397.74</b>	<b>322.82</b>

## 44. Borrowings Secured Against Current Assets

In respect of working capital loans, quarterly return or statement of current assets filed by the Company with banks are in agreement with the books of accounts.

- 45. Segment Reporting :** The Management has determined that the Company dealing in Bulk Drugs and Formulation as a whole operates under single Chief Operating Decision Maker ( CODM ) w.e.f April 1st, 2022, pursuant to Organisational Restructuring. The CODM reviews the financial performance at pharmaceutical business level, comprising of formulations and active pharmaceutical ingredient components which are interlinked and interdependent, therefore, the company has only one reportable segment i.e. Pharmaceuticals.

## 46. Going Concern Assumptions :

Even though there is increase in borrowings to fund the increase in current assets and capex and reduction in profit during the year as compared to the previous in absence of growth in revenue and increase in overdue debtors, the management is confident of its ability to recover its overdue current assets, generate new business and resume its growth in revenue and profits and augment its cash flow requirements to ensure adequate liquidity in the company. Further, since the current assets of the company exceeds its aggregate of current liabilities as at March 31, 2023 together with the projected financial commitments for repayments of loans and capex, the company had prepared its financial statements on going concern basis of accounting.

## 47 Related party disclosure

### A. List of related party

#### Names of related parties with whom transactions have taken place during the year:

Key Management Personnel-Category I	Mr. S. K. R. Bajaj - CMD
	Mr. Anil C. Jain - MD
	Mr. Dhananjay S. Hatle - Director
	Ms. Namrata S. Bajaj - Director
	Mr. Rupesh H. Nikam - Director & CFO
	Mr. Pakshal A. Jain - Director
	Mr. Aakash T. Keshari - Company Secretary
Relative of key management personnel-Category II	Mrs. Babita S. Bajaj
	Mrs. Nihita Bajaj Kumar
	Mrs. Dhanshree D. Hatle
	Mrs. Padma A. Jain
	Mr. Siddhesh D. Hatle
	Ms. Gayatri D. Hatle
	Ms. Khushi A. Jain

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

Enterprises owned or significantly influenced by key management personnel or their relatives-Category III	Bajaj Health & Nutritions Pvt Ltd
	Bansal Pharma Ltd
	Bajaj Sindhudurg Rice Mills Limited
	Taradevi Rameshwarlal Bajaj Charitable Trust
Enterprise owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the Firm-Category IV	Nil

## Transactions with related parties during the year

(Amt in Lakhs)						
Sr. No.	Particulars	Year ended	Category I	Category II	Category III	Category IV
1	Remuneration	March 23	696.82	-	-	-
		March 22	(167.82)	-	-	-
2	Sponsorship For Education	March 23	-	29.59	-	-
		March 22	-	(1.65)	-	-
3	Balance outstanding of ShortTerm Unsecured loan taken	March 23	64.99	-	-	-
		March 22	(160.35)	-	-	-
4	Purchase of Assets	March 23	-	-	2.16	-
		March 22	-	-	-	-
	Sale of Assets	March 23	-	-	15.93	-
		March 22	-	-	-	-
5	Legal & Professional Fees	March 23	-	22.62	-	-
		March 22	-	-	-	-
6	Corporate Social Responsibility Expenses	March 23	-	-	130.00	-
		March 22	-	-	-	-

Note: Amount shown in brackets represents the amount of previous year.

## Short Term Borrowings Include:

(Amt in Lakhs)				
Sr. No.	Name of the Party	Year	Opening	Closing
1	Mr. S. K. R. Bajaj	March 23	160.35	46.75
		March 22	Nil	(160.35)
2	Mr. Anil C. Jain	March 23	Nil	18.24
		March 22	Nil	Nil

Note: Amount shown in brackets represents the amount of previous year.

## Income and Expenditure:

- Remuneration includes payment to Mr.S.K.R. Bajaj ₹360.00 lakhs (PY ₹48.00 lakhs) Mr. Anil C. Jain ₹240.00 Lakhs (PY ₹48.00 lakhs ) to Mr. Dhananjay S. Hatle ₹31.50 lakhs (PY ₹28.76 lakhs ) to Ms. Namrata S. Bajaj ₹11.09 lakhs (PY ₹10.15 lakhs) to Mr. Rupesh H. Nikam ₹23.67 lakhs (PY ₹21.06 lakhs) to Mr. Pakshal A. Jain ₹19.06 lakhs (PY ₹11.85 lakhs) and to Mr. Aakash T. Keshari ₹11.49 Lakhs (PY ₹10.45 lakhs).
- Sponsorship payment for education includes payment made to Ms. Gayatr D. Hatle ₹1.67 Lakhs (PY ₹ NIL); to Mr. Siddhesh D. Hatle ₹7.50 lakhs (PY ₹1.65 lakhs) to Ms. Khushi A. Jain ₹20.41 Lakhs (PY ₹ NIL).
- Purchase of assets includes purchase from Bajaj Sindhudurg Rice Mills Limited ₹2.16 Lakhs (PY ₹ NIL).
- Sale of assets includes Sale from Bajaj Healthcare Ltd to Bajaj Sindhudurg Rice Mills Limited ₹15.93 Lakhs (PY ₹ NIL).
- Legal & Professional Fees includes payment to Mrs. Dhanshree D. Hatle ₹4.62 (PY ₹ NIL ) to Ms. Khushi A. Jain ₹6.00 (PY ₹ NIL) and to Mrs. Nihita Bajaj Kumar ₹12.00 (PY ₹ NIL).
- Corporate Social Responsibility Expenses includes payment to Taradevi Rameshwarlal Bajaj Charitable Trust amounting to ₹130 Lakhs (PY ₹ Nil)

Note: Amount shown in brackets represents the amount of previous year.

# Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

## 48 Contingent Liabilities and Commitments (to the extent not provided for):

### Claim Against company not acknowledged as debts:

- High Court of Justice Business and Property Courts of England and Wales in a business dispute has passed the order against the Company to pay GBP 646883.39 to a Debtor which shall however be subject deduction of outstanding receivable from such Debtor of USD 513946.20. Further the Court has yet to pass the order quantifying the Interest payable on differential amount. The Company has estimated the net claim which could be payable to this Debtor at ₹236.45 Lakhs. (Plus Applicable interest as quantified). The Company will account for the same when demand for the same is received alongwith the confirmation that the order of the court is enforceable.
- Central Excise Custom Duty, Central Sales Tax, GVAT Liabilities and Income Tax Liabilities ₹489.51 Lakhs Plus Applicable Interest (Previous year ₹505.56 Lakhs). This represents the demands made by authorities which in opinion of company are not sustainable and appeals are pending with appropriate authority.

The details of claim against company not acknowledged as debts are as under:

Sr.No	Nature of Liability	Name of Statute	Amount (₹ in Lakhs )	Period which the amount relates	Forum where the dispute pending
<b>A. Appeal filed by Company</b>					
1	Excise Duty	Central Excise Act 1944	1.90	2007-08	CESTAT Mumbai
2	Excise Duty	Central Excise Act 1944	67.61	2007-08	CESTAT Mumbai
3	Income Tax	Income Tax Act, 1961	34.44	2016-17	Commissioner of Income Tax (Appeals)
4	Income Tax	Income Tax Act, 1961	17.82	2017-18	Commissioner of Income Tax (Appeals)
5	Income Tax	Income Tax Act, 1961	2.49	2020-21	Commissioner of Income Tax (Appeals)
<b>B. Appeal filed by Department</b>					
6	Custom Duty	Central Excise Act 1944 and Customs Act 1962	365.25	Dec 2003 to Dec 2005	CESTAT Mumbai
<b>Total</b>			489.51		

- Letter of credits issued by Banks USD NIL (Previous Year USD 64,57,650/-)
- Bank Guarantee issued by Bank aggregating to ₹724.43 lakhs (Previous Year ₹351.25 lakhs) to MGVL, MPCB, GPCB, Customs, ESIC, etc.
- Estimated amount Capital Commitment for purchase plant and machinery ₹146.83 lakhs (Previous Year ₹254.48 lakhs)

## 49 Ratios Disclosure

Sr. No.	Particulars	Numerator	Denominator	FY 2022-23	FY 2021-22	% Variance (Adverse(-)/ Favourable (+)) Changes	Remarks
1	Current Ratio	Current Assets	Current Liabilities	1.17	1.24	-5.48%	Not Applicable
2	Debt Equity Ratio	Total Debt*	Total Equity	1.13	0.78	-44.18%	Increase in Borrowings
3	Debt Service Coverage Ratio	PAT + Interest Expense + Non Cash Expenses	Interest Expense + Principal Repayments due during the period for long term loans	2.09	5.11	-59.07%	Reduction in Profits and increase in Debt repayment due.
4	Return on Equity	Profit After Tax (Attributable to Owners)	Average Net Worth	11.79	21.75	-45.81%	Decrease in Profits
5	Inventory Turnover Ratio	Cost of Goods Sold	Average Inventories	2.33	3.87	-39.84%	Increase in Inventory
6	Trade Receivables Turnover Ratio	Value of Sales & Services	Average Trade Receivables	3.27	4.80	-31.87%	Increase in Trade Receivables

## Notes to the Financial Statements

for the year ended 31<sup>st</sup> March, 2023

Sr. No.	Particulars	Numerator	Denominator	FY 2022-23	FY 2021-22	% Variance (Adverse(-)/ Favourable (+)) Changes	Remarks
7	Trade Payables Turnover Ratio	(Cost of Materials Consumed (after adjustment of RM Inventory) + Purchases of Stock-in-Trade + Other Expenses)	Average Trade Payables	5.49	5.75	4.55%	Not Applicable
8	Net Capital Turnover Ratio	Value of Sales & Services	Net Worth	9.14	8.92	2.46%	Not Applicable
9	Net Profit Ratio f	Profit After Tax (after Exceptional items)	Value of Sales & Services	6.38	10.48	-39.15%	Decrease in Margins
10	Return on Capital Employed g	"Net Profit After Tax + Deferred Tax Expense/ (Income) + Finance Cost (-) Other Income"	Average Capital Employed	17.42	25.67	-32.13%	Decrease in Profit

\* Total Debt represents only borrowings

# NOTICE

**NOTICE** is hereby given that the 30th (Thirtieth) Annual General Meeting of the Members of Bajaj Healthcare Limited will be held on Saturday, September 30, 2023 at 1.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2023 together with the Reports of the Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended 31st March, 2023.
3. To appoint a Director in place of Mr. Pakshal A. Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013), as Statutory Auditor and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, as amended from time to time including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force M/s. Walker Chandiok & Co LLP, Chartered Accountants, (ICAI Firm Regn No. 001076N/N500013), having a Peer review Certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company and to hold office from conclusion of 30th Annual General Meeting till the conclusion of 35th Annual General Meeting, at a remuneration as mutually agreed upon by the Board of Directors and the Auditor."

**"RESOLVED FURTHER THAT,** the Board, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

## SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024 and in this regard to consider and if thought fit, to pass, the following resolution as an Ordinary

Resolution:

**"RESOLVED THAT,** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹3,25,000/- (Rupees Three Lakhs Twenty Five Thousand Only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s. V. J. Talati & Co., Cost Accountants who are appointed by the Board of Directors as Cost Auditors of the Company, based on recommendations of Audit Committee, to conduct cost audits relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the financial year ending 31st March, 2024, be and is hereby ratified and confirmed."

**"RESOLVED FURTHER THAT,** the Board of Directors (including any Committee thereof) be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

For & on behalf of Board of Directors of  
**Bajaj Healthcare Limited**

Sd/-  
**Sajankumar R. Bajaj**  
Chairman & Managing Director  
DIN 00225950

**Registered Office:**  
602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39,B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West, Thane- 400 604  
Tel: 022-6617 7400; Fax: 022-6617 7458  
CIN: L99999MH1993PLC072892  
Email: investors@bajajhealth.com  
Website: www.bajajhealth.com

Date: 14th August, 2023.  
Place: Thane

## NOTES:

1. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM. In terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the 30th AGM shall be deemed to be the Registered Office of the Company situated at 602-606, Bhoomi Velocity Infotech Park, Plot No. B-39, B-39a, B-39 A/1, Road No.23, Wagle Industrial Estate, Thane (West) - 400 604.
2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 30th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization can be sent to the Company at investors@bajajhealth.com.
5. 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.
6. A statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") relating to Special Businesses to be transacted at the Meeting is annexed hereto and forms part of this Notice.
7. All the documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Act shall be available for inspection through electronic mode along with the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which

Directors are interested maintained under Section 189 of the Act. Members are requested to write to the Company on investors@bajajhealth.com for inspection of said documents.

8. The Company's Registrar and Share Transfer Agents for its Share Registry Work are Link Intime India Private Limited, having their office at C 101, 247 Park, Lal Bahadur Shastri Rd, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083.
9. Dividend related information.
  - i. Final dividend for the financial year ended 31st March, 2023, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid within 30 days from the date of AGM, to those members whose names appear on the Register of Members as on Saturday, 23rd September, 2023.
  - ii. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
  - iii. Members holding shares in physical/electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
  - iv. In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants to such shareholder by post.
  - v. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

## DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS:

10. In compliance with the aforementioned Circulars, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants (DPs).
  - In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 and Notice of the 30th AGM of the Company, he/

she may send a request to the Company by writing at [investors@bajajhealth.com](mailto:investors@bajajhealth.com).

- Members may note that the Notice and the Annual Report for the financial year 2022-23 will also be available on the Company's website at [www.bajajhealth.com](http://www.bajajhealth.com), websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).

#### 11. Green Initiative:

- a. To support the Green Initiative, Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
- b. In case of any change in e-mail ID already registered by the Company, members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective DP in respect of Shares held in electronic form.

#### 12. Nomination:

- a. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Private Limited. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

#### 13. Submission of PAN:

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, who have not updated their PAN with the Company are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company or directly to the Company.

Shareholders are requested to note that furnishing of Permanent Account Number (PAN) is now mandatory in the following cases:-

- a) Transferees and Transferors PAN Cards for transfer of shares
- b) Legal Heirs'/Nominees' PAN Card for transmission of shares

- c) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and
- d) Joint Holders' PAN Cards for transposition of shares.

#### 14. Updation of Records:

- a) Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Link Intime India Private Limited, C- 101, 247 Park, L B S Marg, Vikhroli West, Mumbai-400 083, Email- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- b) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- c) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- d) Shareholders holding shares in Demat as well as physical mode can register their email id, phone number and bank accounts details by writing to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and/or Company at [investors@bajajhealth.com](mailto:investors@bajajhealth.com).

- 15. SEBI has mandated the submission of PAN by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.

#### 16. Voting:

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. September 23, 2023 only shall be entitled to vote at the AGM by availing the facility of remote e-voting or by voting at the AGM.

## I) INSTRUCTIONS FOR SHAREHOLDERS FOR VOTING THROUGH ELECTRONIC MEANS PRIOR TO AGM:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis and shall open 30 minutes before the time schedule of Annual General Meeting. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c. The attendance of the Members attending the AGM/through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- d. Mr. Haresh Sanghvi, Practicing Company Secretary (Membership no. 2259; FCS 3675) is appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting process to be conducted at the AGM, in a fair and transparent manner.
- e. The Scrutinizer, after scrutinizing the e-voting completed at the Meeting and through remote e-voting, make the Scrutinizer's Report and submit the same to the Chairman or a person duly authorised by the Chairman. The Results shall be declared within two working days after the conclusion of the AGM.
- f. The Results declared along with the consolidated Scrutinizer's Report shall be placed on the website of

the Company, viz., [www.bajajhealth.com](http://www.bajajhealth.com) immediately after the Results are declared and will simultaneously be communicated to CDSL, viz., [www.evotingindia.com](http://www.evotingindia.com) and the Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

- g. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and is holding shares as of the cut-off date, i.e., Saturday, September 23, 2023 may obtain the login details in the manner as mentioned below.

## THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/ AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Wednesday, 27th September, 2023 at 10.00 am (IST) and ends on Friday, 29th September, 2023 at 5.00 pm (IST). During this period, the Members holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 23rd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have cast their votes by remote e-Voting prior to the AGM may also attend/participate in the Meeting through VC/OAVM but they shall not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- (1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (2) Click on "Shareholders" module.
  - (3) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (4) Next enter the Image Verification as displayed and Click on Login.
  - (5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (6) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
Permanent Account Number (PAN*)	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the "Bajaj Healthcare Limited" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians- Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates modules.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@bajajhealth.com](mailto:investors@bajajhealth.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@bajajhealth.com](mailto:investors@bajajhealth.com). Other Shareholders may send in their queries at least a week in advance to the Company at [investors@bajajhealth.com](mailto:investors@bajajhealth.com) to facilitate clarifications mentioning their name, demat account number/folio number, email id, mobile number at [investors@bajajhealth.com](mailto:investors@bajajhealth.com). These queries will be replied to by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/ THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 30th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.: 1800 22 55 33.

For & on behalf of Board of Directors of  
**Bajaj Healthcare Limited**

Sd/-

**Sajankumar R. Bajaj**

Chairman & Managing Director  
DIN 00225950

#### **Registered Office:**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39,B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West, Thane- 400 604  
Tel: 022-6617 7400; Fax: 022-6617 7458  
CIN: L99999MH1993PLC072892

Date: 14th August, 2023.  
Place: Thane

Email: [investors@bajajhealth.com](mailto:investors@bajajhealth.com)  
Website: [www.bajajhealth.com](http://www.bajajhealth.com)

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.****Item No. 4:**

Pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Audit and Auditors) Rules, 2014, M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013) were appointed as Statutory Auditors of the Company by the Board of Directors at their meeting held on 28th June, 2023 to fill the casual vacancy caused by the resignation of M/s. Chaturvedi & Agrawal, Chartered Accountants (Firm Registration No.101717W) and they will hold the office of Statutory Auditor till the ensuing Annual General Meeting of the Company (AGM).

Pursuant to provisions of Section 139(8) of the Act any casual vacancy resulted by way of resignation of an auditor, then such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board. Accordingly, the Company obtained approval of members by way of postal ballot on 5th August, 2023.

The Board, on the basis of recommendation of Audit Committee, recommend the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013) as Statutory Auditors of the Company, to the members of the Company at the ensuing AGM for a term of five (5) consecutive years to hold office from the conclusion of this 30th Annual General Meeting of the Company until the conclusion of the 35th Annual General Meeting of the Company and on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company. M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under Section 141(3)(g) the Companies Act, 2013.

The Proposed Remuneration to be paid to Auditors for the financial year 2023-24 is ₹30 Lakhs plus applicable taxes and reimbursement of out of pocket expenses. There is no material change in the remuneration proposed to be paid to the Auditors for the financial year 2023-24 and the remuneration paid to the erstwhile auditors.

M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013), firm of Chartered Accountants and having more than 80 years of experience in various types of audits. The Audit Firm has valid Peer Review certificate. After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') on the recommendation of the Audit Committee, recommend passing of resolution for appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Regn No. 001076N/N500013), for a period of 5 consecutive years.

The Board of Director recommends resolutions under Item No. 4 for your approval as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except to the extent of their respective shareholding, if any, in the resolution set out at Item No.4 accompanying Notice.

**Item No. 5:**

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 30th May, 2023, had approved the re-appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants, as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2024, at a remuneration not exceeding ₹3.25 Lakhs (Rupees Three Lakhs Twenty Five Thousand only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the audit.

M/s. V. J. Talati & Co., Cost Accountants have confirmed that they hold a valid certificate of practice under Sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company for the financial year ending on 31st March, 2024.

The Board recommends the Resolution as set out at Item No. 5 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except to the extent of their respective shareholding, if any, in the resolution set out at Item No.5 accompanying Notice.

For & on behalf of Board of Directors of  
**Bajaj Healthcare Limited**

Sd/-  
**Sajankumar R. Bajaj**  
Chairman & Managing Director  
DIN 00225950

**Registered Office:**

602-606, Bhoomi Velocity Infotech Park,  
Plot No. B-39, B-39A, B-39 A/1, Rd No.23,  
Wagle Ind. Estate Thane West, Thane- 400 604  
Tel: 022-6617 7400; Fax: 022-6617 7458  
CIN: L99999MH1993PLC072892  
Email: investors@bajajhealth.com  
Website: www.bajajhealth.com

Date: 14th August, 2023.  
Place: Thane

Particulars of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 **read with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.**

<b>Name</b>	Mr. Pakshal A. Jain
<b>Nationality</b>	India
<b>Date of Birth</b>	12/04/1998
<b>Age</b>	25 years
<b>Brief Resume &amp;</b>	
<b>Qualification</b>	He holds the degree of "Bachelors in Marketing & Entrepreneurship" from "India School of Management Entrepreneurship, Mumbai (ISME). Recent addition to the Management Team taking keen interest in developing API & Contract Manufacturing.
<b>Terms and Conditions of Re-Appointment.</b>	Executive Director liable to retire by rotation
<b>Date of Appointment / Re-appointment</b>	30/06/2020
<b>Directorship held in other Companies as on (as on 31st March, 2023) (excluding alternate directorship, foreign Companies and Companies under Section 8 of the Companies Act , 2013).</b>	NIL
<b>Membership / Chairmanship of other Public Companies</b>	NIL
<b>Name of Listed entities from which the person has resigned in the past three years.</b>	NIL
<b>Number of shares held in the Company</b>	NIL
<b>Disclosure of relationship between directors inter-se.</b>	Son of Mr. Anil C. Jain, Managing Director

Conceptualized and Developed By



9830272983 • 9892288895



**BAJAJ HEALTHCARE LIMITED**

602-606 Bhoomi Velocity Infotech Park

Plot No. B-39, B-39/A, Road No. 23

Wagle Ind. Estate, Thane West

Thane - 400 604

**P:** +91 22 6617 7400 | **F:** +91 22 66177458

**W:** [www.bajajhealth.com](http://www.bajajhealth.com)

**CIN:** L99999MH1993PLC072892