



Astec LifeSciences Ltd.

Date: 4th July, 2025

To,
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001.

Ref.: BSE Scrip Code No. “533138”

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

Ref.: “ASTEC”

Debt Segment NSE:
NCD-ASTEC-ISIN: INE563J08015

Dear Sir / Madam,

Subject: (1) Annual Report for the Financial Year 2024-25
(2) Notice of 31st (Thirty-First) Annual General Meeting
(3) Notice of Book Closure

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), please find enclosed herewith, the Annual Report of Astec LifeSciences Limited (“**Company**”) for the Financial Year 2024-25, containing *inter alia*, the Notice of the **31st (Thirty-First) Annual General Meeting (“AGM”)** of the Company scheduled to be held on **Monday, 28th July, 2025 at 4.00 p.m. (IST)** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

The Annual Report of the Company for the Financial Year 2024-25 [comprising of, *inter alia*, Audited Standalone and Consolidated Financial Statements, Reports of the Board of Directors and the Statutory Auditors for the said Financial Year, Notice of the AGM], is also available on the website of the Company, viz., www.godrejastec.com at the weblink <https://www.godrejastec.com/investors/annual-reports>.

We further wish to inform that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of the 31st (Thirty-First) AGM **from Wednesday, 23rd July, 2025 to Sunday, 27th July, 2025 (both days inclusive)**.

The remote e-voting period commences on **Wednesday, 23rd July, 2025 at 9.00 a.m. (IST)** and ends on **Sunday, 27th July, 2025 at 5.00 p.m. (IST)**. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., **Monday, 21st July, 2025**, may cast their votes by remote e-voting.

Please take note of the above.

Thanking you,

Yours faithfully,

For Astec LifeSciences Limited

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Encl.: As above



Regd. Office :
“Godrej One”, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400079,
Maharashtra, India
Telephone No. : 022-25188010
Fax No. : 022-22618289
Email id : astecinfo@godrejastec.com
Website : www.godrejastec.com
CIN : L99999MH1994PLC076236



2024 - 25

ANNUAL REPORT

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Disclaimer

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, estimates and expectations which may be "forward-looking statements" within the meaning of the applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies, taxation and other laws and other incidental factors.

THE GODREJ WAY

To live our purpose,
we need to ensure that we are
guided by the right values

Our Values



Trust

- We hold ourselves to the highest standards of personal and business integrity
- Our word is stronger than any contract
- We put people and our planet alongside profits



Be Bold

- We have bold ambitions. We set the bar high. We outperform expectations.
- We adapt, We are agile and resilient.
- We continuously innovate. We champion new ideas. We take risks.



Create Delight

- We place our consumers at the heart of all we do.
- We obsess over current and future needs of our consumers. And then deliver
- We offer consumers amazing quality products at great value.



Own It

- We are 100/0. Take 100% accountability with 0 excuses.
- We speak our mind. We challenge the status quo.
- We focus on the details, but never forget the bigger picture.



Be Humble

- We own up to and learn from our mistakes.
- We ask for feedback. And then grow with it
- We give credit wherever due.



Show Respect

- We treat people like we would want to be treated
- We embrace and celebrate diversity
- We foster collaboration



BOARD OF



Mr. Nadir Burjor Godrej
Chairman - Non Executive



Mr. Ashok V. Hiremath
Non-Executive Director



Mr. Balram Singh Yadav
Non-Executive Director



Dr. Ganapati Yadav
Independent Director

-  Audit Committee
-  CSR Committee
-  Nomination & Remuneration Committee

DIRECTORS



Mr. Burjis Godrej
Managing Director



Mr. R. R. Govindan
Independent Director






Mr. Nandkumar Vasant Dhekne
Independent Director



Ms. Anjali Gupte
Independent Director



-  Stakeholders' Relationship Committee
-  Risk Management Committee
-  Managing Committee

From Managing Director's Desk

Dear Shareholders,

It is my privilege to present Astec LifeSciences Limited's Annual Report for FY 2024-25.

The global economic landscape in 2024-25 was characterized by a complex interplay of geopolitical tensions, trade policy uncertainties, and climate-related disruptions. The year 2024-25 witnessed significant electoral activities, with major elections in countries like India, the United States, and Indonesia, contributing to heightened political and economic uncertainty. This uncertainty has been exacerbated by ongoing geopolitical conflicts, such as the Russia-Ukraine war and the conflict in the Middle East, which have disrupted global trade routes and energy supplies, leading to increased prices and inflationary pressures.

The recent announcement of tariffs by U.S. government, the impact of which is still evolving, has resulted in increase in economic uncertainty, market volatility and may result in reconfiguring of supply chains and retaliatory measures impacting global trade patterns.

India's economy has demonstrated remarkable resilience amidst global headwinds, with real GDP growth estimated at 6.5 percent for FY25 as per second advance estimates released by National Statistical Office (NSO). High-frequency indicators such as PMI services, GST collections, air passenger traffic, and hotel occupancy rates indicate sustained momentum. Looking ahead, India's GDP growth for FY26 is projected to be between 6.3 and 6.8 percent, supported by strong domestic demand, higher public capex, and improving business expectations.

In 2024-25, the global agrochemical industry experienced a year of recalibration amid macroeconomic and operational headwinds. The recovery has been subdued primarily due to pricing and volume headwinds in first half of the year due to continued destocking and demand-supply imbalance. In the near term, volumes are expected to improve as residual destocking phase is nearing an end while pricing is expected to remain soft due to competitive intensity.

Financial Performance for FY 2024-25

In the backdrop of the status of the global agrochemical industry, FY 2024-25 was a very challenging year for your Company. The financial performance was severely impacted by a sharp decline in prices & volumes of key enterprise products in the first half of the year. This was further exacerbated by the impact of carrying high-cost inventory of raw materials. Further, CDMO business was also adversely impacted due to continued destocking in global markets resulting in a cautious approach being adopted by key customers. This resulted in a drop in volumes of CDMO products as well. This resulted in a significant decline in revenues and profitability.

In the near-term, the immediate priority is to improve the performance of your Company by focusing on improving the volumes in both, Enterprise and CDMO businesses; continued focus on cost reduction through process optimization, yield improvement & operational efficiencies. I would like to also state that we will continue to intensify our efforts to build a strong pipeline of new products to ensure sustainable growth in CDMO business in the medium-term. Towards this objective, we will strongly leverage on the state-of-the-art R&D capabilities developed over the past two years since the inauguration of the Adi Godrej Center for Chemical Research & Development.

Embracing Sustainability, the Godrej Legacy

Despite the year's significant volatilities and unexpected challenges, Astec LifeSciences maintained an unwavering commitment to the highest standards of Environment, Health and Safety (EHS). As a result, your Company has been re-certified as a 'Responsible Care' company by Indian Chemical Council. Aligning with the Godrej Group's 'Good and Green' philosophy, Astec made meaningful strides towards achieving its long-term sustainability objectives and during the year committed itself to increase the use of renewable energy. Through its Corporate Social Responsibility (CSR) initiatives, your Company implemented projects focused on agriculture and rural livelihoods, women empowerment, education, entitlements, and community development. These CSR programs positively impacted the livelihoods of over 1,000 households and benefited several students.

Way Forward

Your Company will continue to focus on leveraging our state-of-the-art R&D capabilities and a proven track record of manufacturing complex active ingredients to focus on building CDMO relationships. I believe that your Company is well positioned to reap benefits of the global supply chain shift amid expected return to normalcy in the medium term. In the coming years, we will continue to advance our capabilities and position in the Agrochemicals sector by adopting new technologies and deepening our research capabilities. Leveraging the strong foundation of the Godrej Group, our focus this year is on solidifying our position as a preferred partner for global innovator companies, delivering tailored and high-impact solutions. We strongly believe that the Indian agrochemical sector is emerging as a global manufacturing hub for innovators. At Astec LifeSciences, we remain confident in our capability to uphold our commitment to proudly manufacture in India for global markets.

At Astec LifeSciences, we strive to create a safe and dignified working environment. We value diversity within the Godrej Group and are committed to offering equal opportunities.

Before I conclude, on behalf of the Board of Directors and the management, I would like to thank our employees, business partners, customers, vendors, investors and other stakeholders for their trust, efforts and contribution to the Company. We sincerely hope for your continued support as we take this Company forward, the Godrej way.

Regards,

Burjis Godrej
Managing Director



World of Astec LifeSciences

About Us

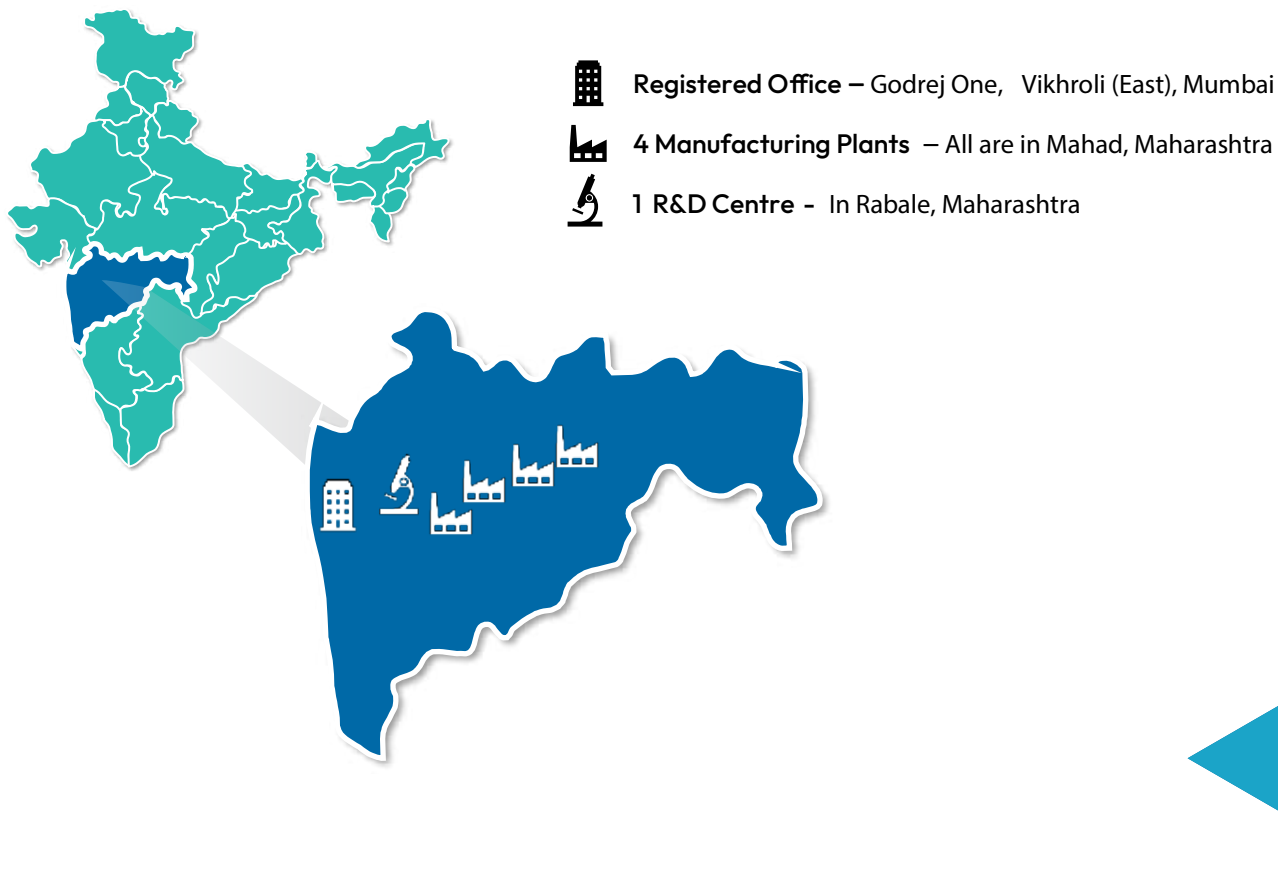
A Proud Member of the Godrej Family

Since our establishment in 1994, Astec LifeSciences Limited has undergone substantial growth, solidifying its position as a prominent player within the agrochemicals and intermediates sector. In 2015, we became a majority-owned subsidiary of Godrej Agrovet Limited, aligning ourselves with the Godrej way of doing business. Drawing from nearly three decades of experience in the development and production of various chemicals, Astec has cultivated enduring relationships with global organizations.

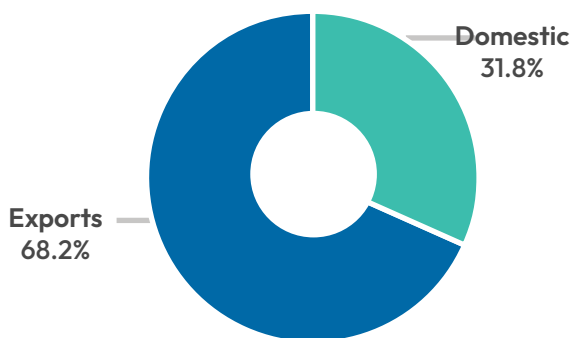
We specialize in manufacturing agrochemical active ingredients (technical), bulk formulations and intermediate products, maintaining a balanced sales mix of both exports and domestic sales. Our robust export presence spans across 18 countries worldwide, including the United States of America, Europe, West Asia, Southeast Asia, Latin America and Africa. We have also developed capabilities and infrastructure which enables us to undertake contract development and manufacturing services for a diverse range of agrochemicals, catering to the needs of global innovators in the sector.



Geographical Footprints



Key Revenue Split



Exports vs. Domestic



Segment Breakdown

Corporate Information

◀ Board of Directors

Mr. Nadir B. Godrej (Chairman)
 Mr. Burjis N. Godrej (Managing Director)
 Mr. Balram Singh Yadav (Non-Executive Director)
 Mr. Ashok V. Hiremath (Non-Executive Director)
 Mr. R. R. Govindan (Independent Director)
 Mr. Nandkumar Dhekne (Independent Director)
 Ms. Anjali Gupte (Independent Director)
 Dr. Ganapati Yadav (Independent Director)
 (W.e.f. 17th September, 2024)
 Mr. Vijay K. Khot (Independent Director)
 (Upto 2nd May, 2024)
 Dr. Brahma Nand Vyas (Independent Director)
 (Upto 4th October, 2024)
 Mr. Anurag Roy (Whole-Time Director & CEO)
 (Upto 25th October, 2024)

◀ Registrar and Share Transfer Agent

Bigshare Services Private Limited
 Office No S6-2, 6th Floor, Pinnacle Business Park,
 Next to Ahura Centre, Mahakali Caves Road, Andheri (East),
 Mumbai – 400 093, Maharashtra, India
 Tel. No.: 022 – 6263 8200
 Fax No.: 022 – 6263 8299
 Website: www.bigshareonline.com
 E-mail: investor@bigshareonline.com

◀ Registered Office

“Godrej One”, 3rd Floor,
 Pirojshanagar, Eastern Express Highway, Vikhroli (East),
 Mumbai – 400 079, Maharashtra, India
 Telephone No.: 022 – 2518 8010
 Fax No.: 022 – 2261 8289
 Website: www.godrejastec.com
 E-mail: (1) astecinvestors@godrejastec.com
 (2) astecinfo@godrejastec.com
 Corporate Identity Number (CIN):
 L99999MH1994PLC076236

◀ Debenture Trustees

Catalyst Trusteeship Limited
 Registered Office: GDA House, Plot No. 85,
 Bhusari Colony (Right), Paud Road, Pune – 411 038
 Tel. No.: 020 – 6680 7200
 Corporate Office: Unit No. 901, 9th Floor, Tower – B,
 Peninsula Business Park, Senapati Bapat Marg,
 Lower Parel (West), Mumbai – 400 013
 Tel. No.: 022 – 4922 0555
 Fax No.: 022 – 4922 0505
 Website: www.catalysttrustee.com
 E-mail: ComplianceCTL-Mumbai@ctltrustee.com

◀ Statutory Auditors

B S R & Co. LLP,
 Chartered Accountants

◀ Cost Auditors

Tapan Gaitonde & Co.,
 Cost Accountants

◀ Secretarial Auditors

BNP & Associates,
 Company Secretaries

◀ Factories

- (1) Plot Nos. B-16, B-17, B-18 & B-21,
 MIDC Mahad,
 Birwadi Industrial Area, Taluka
 Mahad, District Raigad – 402 302,
 Maharashtra
- (2) Plot No. K-2/1/1,
 Additional MIDC Mahad,
 Village Kalinj, Taluka Mahad,
 District Raigad – 402 302,
 Maharashtra
- (3) Plot No. K-2/1/2,
 Additional MIDC Mahad,
 Village Kalinj, Taluka Mahad,
 District Raigad – 402 302,
 Maharashtra
- (4) Plot No. K-2/2, K-2/3/1,
 Additional MIDC Mahad,
 Village Kalinj, Taluka Mahad,
 District Raigad – 402 302,
 Maharashtra

◀ Bankers

ICICI Bank Limited
 HDFC Bank Limited
 Axis Bank Limited
 IDBI Bank Limited
 EXIM Bank
 Mizuho Bank, Ltd.
 RBL Bank Limited

◀ Research & Development Centre

Plot No. B-23, T.T.C., Pipeline Road, T.T.C. Industrial Area, Airoli,
 Navi Mumbai – 400 708, Maharashtra

◀ Board Committees

Audit Committee:
 Mr. R. R. Govindan (Chairman)
 Mr. Ashok V. Hiremath
 Ms. Anjali Gupte

Nomination and Remuneration Committee:
 Mr. R. R. Govindan (Chairman)
 Mr. Balram Singh Yadav
 Ms. Anjali Gupte

Stakeholders' Relationship Committee:
 Mr. Balram Singh Yadav (Chairman)
 Mr. R. R. Govindan
 Mr. Nandkumar Dhekne

Corporate Social Responsibility Committee:
 Mr. Ashok V. Hiremath (Chairman)
 Mr. Balram Singh Yadav
 Mr. R. R. Govindan

Risk Management Committee:
 Mr. Ashok V. Hiremath (Chairman)
 Mr. Balram Singh Yadav
 Mr. R. R. Govindan

Managing Committee:
 Mr. Balram Singh Yadav (Chairman)
 Mr. Ashok V. Hiremath
 Mr. Burjis N. Godrej

Chief Operating Officer:
 Mr. Arijit Mukherjee

Chief Financial Officer:
 Mr. K. Suryanarayan (Upto 3rd May, 2024)
 Ms. Mugdha Khare (W.e.f. 2nd August, 2024)

Company Secretary & Compliance Officer:
 Ms. Tejashree Pradhan

Astec LifeSciences - At a Glance

Strong Parentage as a part of Godrej Group



₹ 386 Crore
Consolidated Total Income
in FY 2024 - 25



LEADER
in Triazole Fungicides
in India and Globally



AA-
ICRA Long term Rating
A1+
ICRA Short term Rating



₹ 204 Crore
Contract Manufacturing (CDMO)
Revenue in FY 2024- 25



Exports to
18 Countries



554
Regular Employee force



4
Manufacturing Plants
in Maharashtra



Product Diversification Through
planned expansion of
Herbicide Plant

Management Discussion and Analysis

Economic and Industry Overview

Global Economy and Outlook

In 2024, the global economic landscape was shaped by resilient growth in emerging markets, persistent inflationary pressures, geopolitical tensions, and accelerated digital and green transitions, prompting central banks to cautiously navigate monetary policy normalization. The year 2024 witnessed significant electoral activities, with major elections in countries like India, the United States, and Indonesia, contributing to heightened political and economic uncertainty. The global trade environment is also evolving, with a noticeable rise in protectionist trade policies and shifting global supply chains. The recent announcement of tariffs by U.S. government, the impact of which is still evolving, has resulted in increase in economic uncertainty, market volatility and may result in reconfiguring of supply chains and retaliatory measures impacting global trade patterns. The IMF projects global growth to be 3.3 percent for both 2025 and 2026 (Source: World Economic Outlook by IMF). The global economic outlook remains clouded by medium-term risks, including policy-generated disruptions that could affect fiscal sustainability and financial stability.

Indian Economy and Outlook

India's economy has demonstrated remarkable resilience amidst global headwinds, with real GDP growth estimated at 6.5 percent for FY25 as per second advance estimates released by National Statistical Office (NSO). This growth is primarily driven by robust performance in the agriculture and services sectors.

India's growth remains stable, supported by strong domestic demand. High-frequency indicators such as PMI services, GST collections, air passenger traffic, and hotel occupancy rates indicate sustained momentum. Looking ahead, India's GDP growth for FY26 is projected to be between 6.3 and 6.8 percent, supported by strong domestic demand, higher public capex, and improving business expectations. However, global uncertainties, including geopolitical tensions and trade policy shifts, pose potential risks to the growth outlook. The government's focus on structural reforms and deregulation will be crucial in enhancing India's competitiveness and sustaining high growth rates in the medium term.

Agrochemical Industry and Implications for the Company

In 2024, the global agrochemical industry experienced a year of recalibration amid macroeconomic and operational headwinds. The industry has been navigating a prolonged and complex destocking cycle leading to price corrections and margin pressures. However, channel inventories have declined & the destocking phase is nearing an end. In the near term, volumes are expected to improve as residual destocking phase is nearing an end while pricing is expected to remain soft due to competitive intensity.

As per the latest reports from ICRA, while volume growth is expected to remain in the mid-single digits, increased competition from Chinese exports in non-US markets is likely to keep realizations low. The combination of moderate volume growth and intensified price competition, particularly in export markets,

is expected to weigh on profitability.

India's agrochemical sector has witnessed enormous growth in recent years, positioning itself as a major contender in the global market. Over the last couple of years, the sector faced headwinds due to global inventory de-stocking and oversupply. Domestic demand was also subdued due to erratic monsoon and lower pest infestations. The sector began stabilizing in the second half of FY 25. However, export sales declined by approximately 21% year-on-year, reflecting continued global volatility and pricing pressure.

Despite this, the sector remains optimistic for FY26 on the back of predictions of an above-normal monsoon, rising demand for food and crop protection, continued government support and policy tailwinds through focus on & increased allocation to the agriculture sector.

KEY DRIVERS

- **Global presence:** Indian agrochemicals are well-regarded for their quality and affordability, making them a preferred choice for farmers across nations.
- **Affordability and high quality:** Indian producers offer competitively priced generic agrochemicals, attracting interest globally and boosting export volumes. The affordability and high quality of agrochemical products make India an attractive destination for agrochemical manufacturing.
- **Rising Global Population and Food Demand:** With the global population projected to reach around 9.7 billion by 2050, there is an increasing need to produce more food. Agrochemicals like fertilizers and pesticides play a crucial role in enhancing crop yields to meet this growing demand.
- **Decreasing Arable Land:** As urbanization and industrialization reduce the amount of available farmland, the need to maximize productivity on existing agricultural land becomes more critical. Agrochemicals help optimize crop production on limited land.
- **Need for Crop Protection:** Up to 40% of global crop yields are lost annually to pests, diseases, and weeds. Agrochemicals such as herbicides, fungicides, and insecticides are essential for protecting crops and minimizing these losses.
- **Technological Advancements:** Innovations in agrochemical formulations and the adoption of precision farming techniques are enhancing the efficiency and effectiveness of these products, further driving market growth.
- **Increasing Demand for High-Value Crops:** The rising demand for fruits, vegetables, and other high-value crops is boosting the use of agrochemicals to ensure high-quality yields.

Your Company is one of the leading players in triazole fungicides and is well placed to capitalize on opportunities arising in the domestic as well as the international markets with well-established market credentials. The Company has 4 (four) manufacturing facilities in Mahad, Maharashtra and has a state-of-the-art Research and Development (R&D) Center which will further augment your Company's R&D capabilities. Your Company has also commissioned another herbicide facility, in Q2 FY 2024-25, to cater to Contract Manufacturing business. The Company has already built a strong reputation for its ability to undertake complex chemical reactions with a focus on developing innovative products. Astec's strong progress made in backward integration projects is also expected to aid in margin expansion.

Company's Financial and Operational Performance

In FY 2024-25, your Company recorded Total Income of ₹ 38,693.22 Lakh as compared to ₹ 46,382.46 Lakh in FY 2023-24 and Profit after Tax of ₹(13,471.17) Lakh in FY 2024-25 as compared ₹(4,689.10) Lakh in FY 2023-24.

Your Company faced significant challenges with subdued demand in the global agrochemical industry, particularly in triazole fungicides.

Your Company's enterprise business faced price headwinds in both exports as well as domestic markets coupled with a drop in volumes, primarily in the first half of the year for key products. Further, the CDMO business also witnessed lower volumes due to continued destocking and cautious approach adopted by innovators. As a result, your Company reported a decline in revenues and significant reduction in margins in FY 2024-25.

Geographically, export sales declined by 21.1% year-on-year while domestic sales fell by 8.1% year-on-year due to lower volumes of key CDMO products. Share of CDMO sales decreased to 46% in FY 2024-25 from 60% in FY 2023-24. Proportion of exports in total sales declined to 68% FY 2024-25 from 72% in the previous year. Domestic share was at 32% of total sales in FY 2024-25.

Gross margin declined to 22.1% in FY 2024-25 as compared to 30.3% in FY 2023-24.

Despite the short-term challenges, your Company continued to focus on Contract Development and Manufacturing Operations (CDMO) segment in line with the long-term strategic ambitions.

The state-of-the-art Research & Development Center, named "Adi Godrej Center for Chemical Research and Development" in Rabale, Maharashtra is, equipped with synthesis lab, formulation lab as well as sophisticated safety infrastructure, will enable your Company to expand offerings in CDMO space. This investment is ahead of time which will further aid your Company in improving product development, providing access to advanced equipment and facilities, fostering collaboration, and driving innovation. With improved capability to reduce the time-to-market for innovative solutions and provide end-to-end solutions supported by advanced labs and analytical instruments, the R&D Center will also make your Company a partner of choice for innovator companies across the globe. Astec's substantial investment in a future-ready R&D Center reflects its unwavering commitment towards long-term value creation despite challenges in the short run.

Godrej Agrovet Limited, the Holding Company has maintained its shareholding in your Company of 1,26,99,054 Equity Shares (64.75% as on 31st March, 2025 and 64.76% as on 31st March, 2024).

Key Financial Highlights

Particulars (in ₹ Lakh)	FY 2024-25	FY 2023-24
Total Income	38,693.22	46,382.46
Earnings Before Exceptional Items, Interest, Tax, Depreciation and Amortization	(6,057.80)	(26.87)
Profit Before Tax	(14,098.92)	(6,174.79)
Profit After Tax	(13,471.17)	(4,689.10)
Total Comprehensive Income	(13,453.79)	(4,747.68)

Particulars (in ₹ Lakh)	FY 2024-25	FY 2023-24
Debtors Turnover Ratio	3.14	2.83
Inventory Turnover Ratio	2.14	1.30
Interest Coverage Ratio	NM	(1.45)
Current Ratio	0.93	1.00
Debt Equity Ratio	2.36	1.34
Operating Margin (%)	(28.8)%	(7.97)%
Net Profit Margin (%)	(35.33)%	(10.23)%
Return on Net worth (%)	(44.60)%	(11.89)%

NM:Non-measurable

The Debtors Turnover ratio has decreased in FY 2024-25 due to decline in sales owing to reduced off takes and sharp fall in selling prices.

The Return on Net Worth, Operating Margin and Net Profit ratio for FY 2024-25 and 2023-24 are negative due to sharp decline in profit for the year due to challenging market conditions as mentioned above.

The overall decline in margins resulted in substantial reduction in the net worth of the Company couple with some increase in debt resulting into fall in the debt equity ratio.

The formulae used for computation of key financial ratios are as follows:

Debtors Turnover Ratio	Net Sales / Average Trade Receivable
Inventory Turnover Ratio	Cost of Goods sold / Average Inventory
Interest Coverage Ratio	Profit Before Interest and Taxes / Finance Costs
Current Ratio	Current Assets / Current Liabilities
Debt Equity Ratio	Total Debt / Shareholders' Equity
Operating Profit Margin (%)	Profit Before Interest and Taxes / Net Sales
Net Profit Margin (%)	Profit After Tax / Net Sales
Return on Net Worth (%)	Profit After Tax / Average of Total Equity

Opportunities, Strengths and Concerns

Opportunities:

Indian chemical companies are expected to rapidly gain market share on the back of multiple favourable factors listed below:

- **Rising Domestic Demand:** With India's growing population and expanding middle class, the demand for chemicals in various sectors such as agriculture, pharmaceuticals, and consumer goods is increasing. This provides a substantial market for domestic chemical companies.
- **Export Potential:** India is already a significant player in the global chemical market, ranking high in the production and export of dyes, agrochemicals, and pharmaceuticals. There is potential to expand exports further, especially to markets in Europe and North America.
- **Sustainability and Green Chemistry:** The global shift towards sustainable and eco-friendly products presents an opportunity for Indian companies to innovate and produce green chemicals. This can help them tap into new markets and meet the growing demand for environmentally friendly products.
- **Technological Advancements:** Embracing digital technologies and automation can enhance production efficiency and reduce costs. Companies that invest in research and development (R&D) to innovate and improve their processes will likely gain a competitive edge.
- **Ingredients going off-patent:** Globally, around 22 active ingredients are expected to go off-patent over the next 10 years. The estimated market size for these products will be around \$4.1 billion by 2026. Indian chemical sector is well placed to capitalise on such opportunities and to build a strong manufacturing base.
- **Geopolitical Shifts:** Changes in global trade dynamics, such as stricter environmental regulations in China and trade conflicts, are creating opportunities for Indian chemical companies to fill the gaps in the global supply chain.

Strengths:

- **Market Position:** Your Company has established a strong presence in the agrochemical industry, holding a leadership position in triazole fungicides manufacturing coupled with reputed clientele that include in both Domestic and International Markets.
- **Strong R&D Capabilities:** Your Company's cutting edge R&D Center will play a pivotal role in supporting the fast-growing CDMO business, while also expanding a significant number of global innovators.
- **Manufacturing Expertise:** The herbicide plants commissioned in 2021 and 2024 are enabling in diversification of product portfolio and augmenting your Company's manufacturing capacity.

Concerns:

- **International markets and trade policies:** Global sentiments on trade recovery are not quite promising. The recent trade tensions owing to reciprocal tariffs, geopolitical tensions and effects of the same are yet not cognized. Your Company has a big export base of customers. Any untoward actions by the policy makers can have a direct bearing on the revenues of your Company. The Company is in the process of expanding its CDMO space to hedge itself from the effects of market volatilities and vagaries.

- **Raw material constraints:** A large part of your Company's operations is dependent on imports of raw materials which may not be available in the domestic market. Your Company is exposed to risks associated with the non-availability of these materials from overseas markets. Your Company is working towards de-risking strategies and developing alternate vendors.
- **Unfavorable and erratic weather patterns and monsoon failure:** Agrochemical sector is highly vulnerable to unfavourable local and global weather patterns since it directly impacts the application of crop protection products. Erratic and uneven South-West monsoon can have material adverse impact on the overall demand for the products of the agrochemical companies. Your Company's presence into wider geographies through exports limits the risk, to a significant extent.
- **Foreign currency volatility and interest rates:** Your Company's exports to the foreign markets leads to profits getting impacted by the volatility in the foreign currency and the interest rates. Company has foreign exchange policy in place to hedge the risk.

Segment-wise Performance or Product-wise performance:

Your Company has only 1(One) reportable segment, i.e., Agrochemicals. The Total Income from agrochemicals was ₹ 38,693.22 Lakh for the FY 2024-25.

Internal Control System:

Your Company has adequate internal controls in place designed and developed to:

- Safeguard its assets from unauthorised use or losses
- Conduct its business operations efficiently in line with the Company's policies
- Maintain accuracy, completeness and reliability of the financial and accounting records
- Comply with the applicable laws, rules and regulations
- Detect and prevent any fraud the frauds in the accounting and reporting system

The Audit Committee of the Board of Directors oversees and evaluates the internal financial controls and risk managements system as well as spearheads the internal audit mechanism, on a regular basis.

Human Resources

Your Company has adopted progressive Human Resources (HR) policies to develop and empower its valuable employee force. We provide ample, equal and fair opportunities to groom our employees and put them on career progression paths, without any form of discrimination in terms of religion, gender, race, colour, caste, etc. We take several initiatives to inspire our workforce and to care for them. As a part of Godrej Group, we have Whistleblower Policy and Prevention of Sexual Harassment Act Policy to empower our employees to be able to identify and report any wrong doings in the system. The Company believes in being an employer that provides all tools and guidance to its employees so that they can discover their full potential and add value to the organization through their skills and behaviour.

Our Value Proposition



Deep Knowledge

- Our specialization in multi-step synthesis undertaking complex chemical reactions to produce key specialty chemicals with a focus on developing innovative manufacturing processes



Timely Delivery

- Our proven track record of timely delivery of products and services to our partners without compromising on compliance and quality, despite of tight deadlines



Focus on Safety

- Astec LifeSciences is a 'Responsible Care' Company
- DuPont's 14 element-based Process Safety Management System implemented across our Plants to ensure Safe Operations



State of the art R&D centre

- Adi Godrej Center for Chemical Research and Development, equipped with best-in class research infrastructure
- Laboratories for Product Synthesis, Analytical method development, Process Safety, Fluorination, Kilo & Flow Chemistry, and Formulation Development



Assets – Infrastructure and Capability

- 4 multipurpose and multi-product manufacturing plants rendering us ability to handle multi-synthesis and complex chemistries
- A dedicated Herbicide manufacturing facility with high-potency blocks and zero-Liquid discharge facility
- All the manufacturing plants are fully/semi-automated with the DSC system to ensure best practices process monitoring and operations



Quality Governance

- Best in class accreditations including Responsible Care, ISO 14001:2015 (EMS), ISO 9001:2015 (QMS), OHSAS 18001:2007 (OHSAS), for all our manufacturing locations



Strong Team

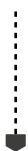
- Our team of visionary leaders along with the strong and dedicated management as well as highly experienced R&D & technology team together plan, develop and deliver solutions tailored to fit the needs of the customer.

Key Growth Drivers

Vision and Capability to Predict Emerging Market Needs - Key Drivers of success

The ability to anticipate industry shifts and global chemical supply chain, India is being constantly recognized as a global hub for agrochemical innovation and manufacturing. Astec LifeSciences Limited has made strategic moves to enhance it's business by expanding CDMO capabilities. Within just couple of years of operations, our R&D Center is continuously innovating new products. These advancements, coupled with strategic partnerships, address the evolving needs of global innovators. We remain committed to growing CDMO portfolio, ensuring that our manufacturing capabilities are agile and positioned for sustained leadership and long-term growth.

In our pursuit of growth, we have thoughtfully identified our key enablers with the vision of creating a diverse portfolio of chemistries, products, and solutions to meet the demands of the future. Our growth trajectory will be reinforced by fortifying our intangible assets, built upon the foundational pillars of our values - safety, responsibility, sustainability, quality, cost leadership and speed to market.



**Manufacturing Capacity
and Product Portfolio
Diversification**



**Research &
Development**



**Contract Development
Manufacturing (CDMO)
Portfolio Expansion**

Contract Development and Manufacturing (CDMO)

The global agrochemicals market is projected to experience substantial growth, with forecasts indicating a Compound Annual Growth Rate (CAGR) of around 3.4%. The market size which was USD 223.03 billion is expected to be around \$301.34 billion by 2033. The global Contract Development and Manufacturing Operations (CDMO) market is poised to grow at a CAGR of 10% up to 2029. Indian companies have increasingly been recognized as the strategic partners in this evolution, and your company well positioned to capitalize on this trend. Your Company is actively developing a robust pipeline with end to end solution for its CDMO business. Our flexible

approach focuses on cost and quality backed with strong research infrastructure.

Your Company did face some challenges in H1 due to the unforeseen global tensions, however the Company managed to improve its CDMO business by 1.7x in H2 in FY 2024-25. We are future ready with Capacity expansion and new Herbicides facility which will yield tangible returns. Effective utilization of the new R&D Centre with world-class infrastructure will boost our efforts towards adding new customers in the CDMO segment. Our current infrastructure is fully ready to realize our long-term vision.



Adi Godrej Center for Chemical Research & Development

Since its inauguration in April 2023, your Company has established a cutting-edge Research & Development Center in Rabale, Maharashtra named the "Adi Godrej Center for Chemical Research and Development." This state-of-the-art facility reflects our strong commitment to innovation and future-readiness. Now over a year into its operations, the center continues to spearhead advancements in green chemistry, sustainability, and faster go-to-market strategies for innovators. This investment stands as a clear testament to our forward-thinking approach—setting benchmarks well ahead of current industry standards.

In the past two years, the R&D Center has shown a remarkable growth and contributed towards the vision of your Company. Your state-of-the-art R&D Center projects have increased to fivefold since its inception. This has also enhanced the commercialization of the new products. With a strong focus on delivering innovation through continuous chemistry process, the team is also expanding in the development of adjacent segments such as specialty chemicals and advanced intermediates for pharmaceuticals, leveraging its broad expertise in diverse chemistries. To support this momentum, the diversity in the workforce of scientist and engineers has also grown by 6x in last two years.



“For us, Safety is not just a priority but the core value upon which we have created our high-functioning culture.”

Health and Safety

Safety that goes beyond the statistics for a sustainable tomorrow

At Astec LifeSciences, we embed safety in our operations and prioritize the safety of our employees. Our approach to EHS goes beyond just a compliance. Astec LifeSciences' culture believes a safe workplace isn't just a legal requirement but it's a catalyst for innovation, productivity and trust.

We ensure to continuously invest in building a strong safety culture—one that's visible in behavior and not just in reports. We believe that any amount of profits and progress is not more than the safety of the people.

Our approach to EHS



Safety, Health and Environment Policy (EHS)

Our EHS Policy demonstrates our commitment towards Health & Safety of employees and communities, which is integral to our operations.

Safety is a Law



Commitment for improvement

We continuously strive to improve our performance on EHS parameters. By being signatory to 'Responsible Care', we demonstrate our...

Commitment to Sustainability

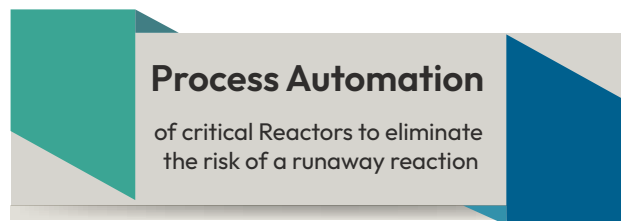
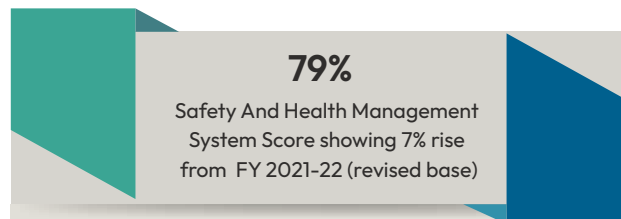
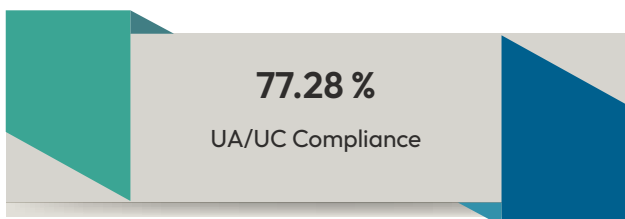
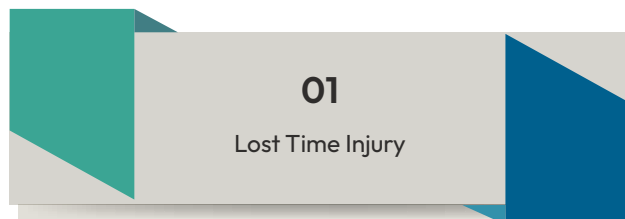


Knowledge Dissemination

We impart Safety trainings followed by refresher trainings to our employees to inculcate the...

Behavior of Safety

Safety Credentials for FY 2024 - 25



New Initiatives taken in Safety

As part of our continuous efforts to enhance safety protocols, Astec LifeSciences has implemented two key initiatives. A vessel entry safety device has been introduced for (SS) stainless steel reactors to ensure safe and controlled access. Additionally, leak arrestor kits have been deployed in Ammonia and Hydrogen Chloride (HCl) gas cylinders, strengthening our emergency response capabilities.

Safety First!!!

Focus on Process Safety across our manufacturing plants is our key strategy for ensuring safe operations. At Astec, our continued exemplary safety performance is driven by Dupont's world class PSM system which lends us an important competitive edge in the market. The System focuses on 14-elements of process safety and helps us achieve Operational Excellence through Operational Discipline. Process Safety Management is increasingly becoming the standard that is applied to many hazardous processes around the globe. Process safety principles and systems not only help manage our risks, they are effective tools for increasing the safety of our operations while also improving productivity, cost efficiency and quality.

Environmental Sustainability

The environment is an inherited legacy. Its protection, a sacred responsibility. As such, we promote a culture of strong environmental, health and safety management across our organisation. We, being the part of the Godrej legacy, see sustainability at the nucleus and not just the periphery of our business.



Astec LifeSciences Limited had signed up to the initiative as early as May 2006 to become a Responsible Care member company. We were awarded the compliance certification in due course, and from then on, we have successfully held the LOGO till date with periodic recertifications successfully done every 3 years. In October 2024, Astec LifeSciences' HSE performance was audited by ICC based on the seven codes of management and guiding principles as laid down in the RC framework. Astec LifeSciences Limited has, thus, been re-certified as a Responsible Care company by Indian Chemical Council in 2024. In compliance with the RC codes and principles and driven by its commitment to the highest standards of safety and sustainability, Astec applies these principles even to third parties such as suppliers, contractors and logistics service providers. Adherence to its stringent policies and regulatory requirements is mandatory for all its employees across its offices and manufacturing sites. The Company subjects its plants and processes to continuous review and upgrades its facilities with state-of-the-art technology.

Our plants have been provided with facilities that help ensure all principles of Responsible Care are intrinsically followed with a view that even in case of an untoward incidents we are able to face the challenge with minimal disruption and zero effect to the public at large. Our new plants are designed and built ensuring support and adherence to Responsible Care guidelines.

Our operations draw great insights and learnings through the continual and structured review mandated across the various codes under Responsible Care. This has prepared a robust foundation that helps us minimize disruptions across our manufacturing setup and ensure no effect to the public at large, even in case of any untoward incident.



Astec is also awarded with EcoVadis Bronze ratings and we are working towards improving sustainability performance in line with the best global practices. EcoVadis is a globally recognized assessment platform that rates businesses' sustainability based on four key categories: environmental impact, labour and human rights standards, ethics and procurement practices. All our manufacturing activities conform to the statutory pollution control standards. We have a systematic approach to managing waste, complying with existing environmental standards and reducing the Company's carbon footprint. In-house primary, secondary and tertiary treatments are carried out to meet the standards of local pollution control boards.



Corporate Social Responsibility

At Astec LifeSciences, we understand the value of investing in our communities and our environment, the two pillars that underpin our business. Through the CSR programmes, our purpose is to actively improve the lives of the communities we work with and to promote the protection of ecosystems and our natural capital.

At Astec, we are committed to being good corporate citizens with a positive impact on the communities and environment we operate in. Through our Good and Green CSR policy we align our CSR strategy with the Godrej group's Good and Green vision and goals of creating a more inclusive and greener India. The policy focuses on addressing critical social, environmental and economic needs of the marginalized and underprivileged sections of the society.

Astec's CSR Policy, approved by the Board of Directors, guides the activities it undertakes to positively impact its identified stakeholders. These programmes fall within the purview of Schedule VII read with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The key areas of CSR focus include Agriculture and Rural Livelihoods, Women Empowerment, Education and Community Development.

In Maharashtra, agriculture remains heavily dependent on monsoonal rainfall, leaving crop production highly vulnerable to climatic variability. Data from the Agriculture Department highlights the adverse impact of rainfall deficiencies on agricultural yields. With the dual objectives of building climate resilience through bamboo afforestation and providing an alternative income stream for marginal and smallholder farmers, we launched the Bamboo project in 2023. The Bamboo Development Project, implemented by the Phoenix Foundation in Latur, Maharashtra, is a flagship initiative of Astec LifeSciences aimed at promoting sustainable agriculture and enhancing rural livelihoods. This project served as the primary initiative supported through CSR funds for the fiscal year 2024-25.

It emphasizes capacity building and skill development while also facilitating access to government entitlement schemes, such as those available under MGNREGA, to help farmers maximize the benefits of bamboo cultivation.

Bamboo plantations provide substantial environmental benefits, such as mitigating water runoff, enhancing carbon sequestration, thriving on degraded or marginal lands with minimal water requirements, and contributing to improved air quality through natural purification processes.

Currently operational across 240 villages, the project has demonstrated significant progress and positive outcomes in its second year of implementation. During the fiscal year 2024-25, the initiative successfully facilitated the planting of approximately 2.08 lakh bamboo saplings, marking a substantial contribution to local bamboo cultivation efforts. Farmer engagement surpassed initial projections, with a total of 10,244 farmers actively participating in the program, well above the target of 8,000.

A critical element of the project's approach has been the emphasis on farmer capacity building. Over the course of the year, 719 farmers benefited from practical, hands-on training in bamboo cultivation techniques. These trainings were conducted through a combination of on-field demonstrations and focused group discussions, designed to enhance the knowledge and skills of participating farmers, thereby supporting sustainable agricultural practices.

Another integral aspect of the project is the facilitation of access to government entitlement schemes specifically designed to support bamboo cultivation. In the fiscal year 2024-25, the project facilitated the successful submission of 1,233 scheme applications, surpassing the initial target of 1,000 applications. These efforts have resulted in the disbursement of approximately ₹ 2.26 crore to farmers engaged in bamboo cultivation. Furthermore, the total amount sanctioned under these schemes reached ₹ 30.48 crore, reflecting the project's effectiveness in mobilizing government resources to benefit the farming community.



STATUTORY REPORTS

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ASTEC LIFESCIENCES LIMITED

Corporate Identity Number (CIN): L99999MH1994PLC076236

Registered Office: "Godrej One", 3rd Floor, Pirojshanagar,
Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India

Tel.: +91 22 2518 8010; **Fax:** +91 22 2261 8289;

Website: www.godrejastec.com; **E-mail:** astecinvestors@godrejastec.com

NOTICE OF THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING ("31st AGM") of the Shareholders of ASTEC LIFESCIENCES LIMITED ("Company") will be held on Monday, 28th July, 2025 at 4.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2025:

To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2025 and the Reports of the Board of Directors and the Statutory Auditors thereon, including Annexures thereto.

2. Re-appointment of Mr. Nadir B. Godrej (DIN: 00066195) as a "Director", liable to retire by rotation, who has offered himself for re-appointment:

To appoint a Director in place of Mr. Nadir B. Godrej [Director Identification Number (DIN): 00066195], Non-Executive, Non-Independent Director & Chairman, who retires by rotation and, being eligible, offers himself for re-appointment, as a "Director" of the Company and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and/or the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Nadir B. Godrej [Director Identification Number (DIN): 00066195] as a "Director" of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. Ratification of Remuneration of M/s. Tapan Gaitonde & Co., Cost Accountants, as the "Cost Auditor" of the Company for the Financial Year ending 31st March, 2026:

To consider and ratify the remuneration of M/s. Tapan Gaitonde & Co., Cost Accountants, as the "Cost Auditor" of the Company for the Financial Year ending 31st March, 2026 and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, the remuneration of M/s. Tapan Gaitonde & Co., Cost Accountants (Firm Registration No.: 104043 & Proprietor Membership No.: 38637), the "Cost Auditor" appointed by the Board of Directors of the Company, for conducting the Cost Audit of the Company for the Financial Year ending 31st March, 2026, upto ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum, plus ₹15,000/- (Rupees Fifteen Thousand Only) towards XBRL compilation, plus Goods & Service Tax (GST), as applicable and reimbursement of out-of-pocket expenses at actuals, be and is hereby ratified and approved."

"RESOLVED FURTHER THAT the Board of Directors and/or the Chief Financial Officer and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of M/s. BNP & Associates, Company Secretaries as the "Secretarial Auditors" of the Company for a term of 5 (five) years from the Financial Year 2025-26 upto the Financial Year 2029-30:

To consider appointment of M/s. BNP & Associates, Company Secretaries, as the "Secretarial Auditors" of the Company for a term of 5 (five) years from the Financial Year 2025-26 upto the Financial Year 2029-30 and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015), the approval of the Shareholders of the Company be and is hereby accorded to the appointment of M/s. BNP & Associates, Company Secretaries, Mumbai (Firm Registration Number: P2014MH037400), having confirmed their eligibility for appointment, as the "Secretarial Auditors" of the Company for a term of 5 (Five) consecutive years, commencing from the conclusion of the 31st (Thirty-First) Annual General Meeting till the conclusion of the 36th (Thirty-Sixth) Annual General Meeting (i.e., to conduct Secretarial Audit of the Company from the Financial Year 2025-26 upto the Financial Year 2029-30), at such remuneration as may mutually be agreed between the Company and the Secretarial Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors and/or the Chief Financial Officer and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Approval of Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2025-26, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

To consider approval of Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2025-26, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and pursuant to the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions and the resolutions passed by the Audit Committee and the Board of Directors at their respective Meetings held on 23rd April, 2025, approval of the Shareholders of the Company be and is hereby accorded to the Company for Related Party transaction(s) and/or contract(s) and/or arrangement(s), entered into or to be entered into during the Financial Year 2025-26, with Godrej Agrovet Limited (Holding Company), beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI Listing Regulations, on such terms and conditions as may mutually be agreed by and between the Company and Godrej Agrovet Limited, subject to such transaction(s) and/or contract(s) and/or arrangement(s) being based on arm's length basis and entered into in the ordinary course of the Company's business, upto an aggregate limit of ₹400 Crore (Rupees Four Hundred Crore Only), whether entered into individually or in series of transaction(s) taken together with the previous transactions during the Financial Year 2025-26."

"**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee be and is hereby authorized to agree, make, accept and finalize such terms and conditions as may be deemed fit from time to time and execute all such agreement(s), document(s), instrument(s) and writing(s) and do all such act(s), deed(s), matter(s) and thing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company and to settle any question, or doubt that may arise in relation thereto, without being required to seek any further consent or approval of the Shareholders to this end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board or its Committees or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

By the Order of the Board of Directors
For Astec LifeSciences Limited

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 23rd April, 2025

Registered Office:

"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India
Tel. No.: 022 – 2518 8010
Fax No.: 022 – 2261 8289
Website: www.godrejastec.com
E-mail: astecinvestors@godrejastec.com
CIN: L99999MH1994PLC076236

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its various Circulars, including the latest General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as “MCA Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), various Circulars issued by the Securities and Exchange Board of India (SEBI), including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 31st (Thirty-First) AGM of the Company is being held through VC / OAVM.

The National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained hereunder and is also available on the website of the Company, viz., www.godrejastec.com.
2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all the material facts relating to the Special Businesses to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), in respect of Director seeking re-appointment at the AGM as mentioned in Item No. 2 of this AGM Notice is also annexed hereto.
3. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of the Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders [i.e., other than individuals, Hindu Undivided Family (HUF), Non Resident Indian (NRI), etc.] intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to the provisions of Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer (Mr. Vikas R. Chomal, Practicing Company Secretary), NSDL and the Company, a scanned certified true copy of the Board Resolution with attested Specimen Signature of the Authorized Representative(s) who are authorized to attend and vote on their behalf at the AGM. The said Resolution / authorization shall be sent by e-mail to Mr. Vikas R. Chomal, Scrutinizer on csvrca@gmail.com, through the registered e-mail address of the Institutional / Corporate Shareholder, with a copy marked to evoting@nsdl.co.in and agm.astec@godrejastec.com.
5. In case of joint Shareholders attending the AGM, only such joint Shareholder who is higher in the order of the names will be entitled to vote.
6. The attendance of the Shareholders attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts and Arrangements in which the Directors are Interested maintained under Section 189 of the Companies Act, 2013 and the Certificate from the Secretarial Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, may please be sent to agm.astec@godrejastec.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed **from Wednesday, 23rd July, 2025 to Sunday, 27th July, 2025 (both days inclusive)** for annual closing.
9. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on agm.astec@godrejastec.com.
10. Shareholders are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details:
 - a) **In case of Equity Shares held in Electronic form:** To their Depository Participant(s) (DPs);
 - b) **In case of Equity Shares held in Physical form:** To the Company or Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company (“Bigshare”) in prescribed Form ISR-1 and other forms pursuant to Circular issued by the Securities and Exchange Board of India (SEBI), bearing No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/35 dated 16th March, 2023. The formats of the forms are available on the Company’s website at <https://www.godrejastec.com/investors/investor-service-request> and on the website of the Bigshare at www.bigshareonline.com.
11. Shareholders are also requested to note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate share certificate, claim from unclaimed suspense account, renewal / exchange of share certificate, endorsement, sub-division, splitting of share certificate, consolidation of share certificates / folios, transmission and transposition. Accordingly, the Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company’s website at <https://www.godrejastec.com/investors/investor-service-request> and on the website of the Bigshare at www.bigshareonline.com.

12. In accordance with the various Circulars issued by the Ministry of Corporate Affairs (“MCA”) including the latest General Circular No. 09/2024 dated 19th September, 2024 and various Circulars issued by the Securities and Exchange Board of India (“SEBI”) including the latest Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules framed thereunder, the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, including the Report of Board of Directors, Statutory Auditors’ Report (along with Annexures thereto) and/or other documents required to be attached therewith and the Notice of AGM are being sent through electronic mode to Shareholders whose e-mail addresses are registered with the Company or the Depository Participant(s) or Bigshare. Shareholders are requested to support the “Green Initiative” by registering / updating their e-mail address(es) in the manner specified in Point No. 10 above, to enable the Company to send electronic communications.
13. Shareholders may also note that the Notice of 31st AGM and the Annual Report for the Financial Year 2024-25 will be available on the Company’s website www.godrejastec.com, on the websites of the Stock Exchanges where the Equity Shares of the Company are listed, i.e., National Stock Exchange of India Limited (at www.nseindia.com) and BSE Limited (at www.bseindia.com) and on the website of NSDL at www.evoting.nsdl.com.
14. **Compulsory Transfer of Equity Shares to Investor Education and Protection Fund (“IEPF”) & Unpaid / Unclaimed Dividend:**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all the Equity Shares of the Company on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government in terms of Section 124 of the Companies Act, 2013, after complying with the procedure laid down under the said Rules.

Dividend was declared and paid for the Financial Year 2016-17, there were 2,588 (Two Thousand Five Hundred and Eighty-Eight) number of Equity Shares amounting to nominal value of ₹25,880/- (Rupees Twenty-Five Thousand Eight Hundred and Eighty Only), unclaimed for more than 7 (Seven) consecutive years due for transfer to IEPF, after the 30th (Thirtieth) Annual General Meeting of the Company, during the Financial Year 2024-25.

The unclaimed 2,588 (Two Thousand Five Hundred and Eighty-Eight) number of Equity Shares amounting to nominal value of ₹25,880/- (Rupees Twenty-Five Thousand Eight Hundred and Eighty Only) were transferred to IEPF during the Financial Year 2024-25.

Unclaimed / Unpaid Dividend:

Shareholders are informed that the dividend amount for the Financial Year 2017-18 remaining unclaimed shall become due for transfer to IEPF on 1st September, 2025, upon expiry of 7 (Seven) years from the date of its declaration, in terms of Section 124 of the Companies Act, 2013.

Complying with various requirements set out in the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), the Company has sent individual communication to the concerned Shareholders, at their latest available address(es) registered with the Company or Bigshare, whose Dividend has remained unpaid or unclaimed for the Financial Year 2017-18 and onwards and therefore, whose Equity Shares are liable to be transferred to IEPF during the Financial Year 2025-26, giving them the opportunity to claim the Unclaimed Dividend and Equity Shares, **latest by Monday, 1st September, 2025**, to avoid transfer to IEPF, by making an application to the Company or the Company’s Registrar & Transfer Agent, Bigshare, along with all the requisite documents. The concerned Shareholders are requested to send their claims **preferably by Monday, 18th August, 2025**, in order to allow sufficient time for processing their claims.

The Company has uploaded the list of Shareholders containing details of the names of the Shareholders, Folio Number or DP ID and Client ID and the number of Equity Shares due for transfer to IEPF on its website www.godrejastec.com, which the Shareholders are requested to verify.

Shareholders holding Equity Shares in physical form and whose Equity Shares are liable to be transferred to IEPF may note that the Company will be issuing Duplicate Share Certificate(s) in lieu of the Original Share Certificate(s) held by them for the purpose of transfer of such Equity Shares to IEPF and consequently the Original Share Certificate(s) will stand automatically cancelled and be deemed to be non-negotiable. The Shareholders may further note that the details of the concerned Shareholders uploaded on the website should be regarded and shall be deemed adequate notice in respect of issue of Duplicate Share Certificate(s) by the Company for the purpose of transfer of Equity Shares to IEPF. Shareholders holding Equity Shares in dematerialized mode / electronic mode, may note that the Equity Shares shall be directly transferred to IEPF, with the help of Depository Participants by way of corporate action, without any further notice.

It may be further noted that, in case no valid claims in respect of such Equity Shares are received from the Shareholders by the due date or such other date as may be extended under the provisions of law, the Company shall be compelled to transfer the Equity Shares to IEPF by the due date, as per stipulated procedure, without any further notice. No claim shall lie against the Company in respect of Unclaimed Dividend amount(s) and/or Equity Shares transferred to IEPF.

Thereafter, all the future benefits, including but not limited to, Dividend(s) arising on such Equity Shares transferred to IEPF would also be credited to IEPF. Shareholders may also note that both the Unclaimed Dividend and the Equity Shares transferred to IEPF, including all benefits accruing on such Equity Shares, if any, can be claimed back by them from IEPF after following the procedure prescribed in the Rules, the details of which are available at www.iepf.gov.in.

For any information/clarifications on the subject matter, concerned Shareholders may write to the Company at astecinvestors@godrejastec.com or contact Bigshare at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra, India, Tel. No.: 022-62638200, E-mail: investor@bigshareonline.com.

The details of unpaid / unclaimed dividend since the Financial Year 2017-18 are given below:

Financial Year	Date of Declaration of Dividend	Dividend (%)	Dividend per Equity Share (in ₹)	Amount lying in the Unpaid Dividend Account as on 31 st March, 2025 (in ₹)	Last Date for claiming Unpaid / Unclaimed Dividend
2017-18	01.08.2018	15.00	1.50	1,24,203.00	01.09.2025
2018-19	26.07.2019	15.00	1.50	83,547.00	26.08.2026
2019-20	22.07.2020	15.00	1.50	54,482.00	22.08.2027
2020-21	28.07.2021	15.00	1.50	37,115.50	27.08.2028
2021-22	25.07.2022	15.00	1.50	22,734.50	25.08.2029
2022-23	27.07.2023	15.00	1.50	20,944.50	27.07.2030
2023-24	-	-	-	-	-

15. Shareholders who have not encashed the demand drafts / dividend warrants for the previous year(s) so far, are requested to make their claim with Bigshare at their Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra, well in advance of the above due dates. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed dividend amount(s) lying with the Company as on 29th July, 2024 (date of last AGM) on the website of the Company, viz., www.godrejastec.com.
16. SEBI, vide its Circulars dated 3rd November, 2021, 15th December, 2021 and 16th March, 2023, read with Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, has mandated the submission of Permanent Account Number (“PAN”) by every participant in securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit / update their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized accounts. Shareholders holding shares in physical form are requested to submit / update their PAN and KYC details to Bigshare at investor@bigshareonline.com. The forms for updating the same are available at <https://www.godrejastec.com/investors/investor-service-request>.
17. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder and the SEBI Circular dated 3rd November 2021. Shareholders desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in, to Bigshare. If a Shareholder desires to opt out of or cancel the nomination or change the nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be, the format of which is available on the Company’s website at <https://www.godrejastec.com/investors/investor-service-request> and on the website of the Bigshare at www.bigshareonline.com. Shareholders holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
18. As per Regulation 40 of SEBI Listing Regulations (as amended), securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020, had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In order to avail various benefits of dematerialization and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders are advised to dematerialize shares held by them in physical form. Shareholders can contact the Company or Bigshare for assistance in this regard.
- Shareholders holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with Share Certificates so as to enable the Company to consolidate their holding into one folio.
19. Shareholders are requested to send in their queries at least a week in advance of the AGM, to the Company Secretary & Compliance Officer at agm.astec@godrejastec.com, in order to facilitate clarifications during the AGM.
20. The venue of the 31st AGM shall be deemed to be the Registered Office of the Company at “Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India.
21. **INSTRUCTIONS FOR E-VOTING AND JOINING THE 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 Regulations (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the ensuing 31st AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
- b) The remote e-voting period commences on **Wednesday, 23rd July, 2025 at 9.00 a.m. (IST)** and ends on **Sunday, 27th July, 2025 at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders, whose names

appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., **Monday, 21st July, 2025**, may cast their vote electronically.

- c) The voting rights of Shareholders shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., **Monday, 21st July, 2025**.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING AGM:

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of 2 (two) steps which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A. Login Method for e-Voting and joining Virtual Meeting for Individual Shareholders holding Securities in Demat mode:

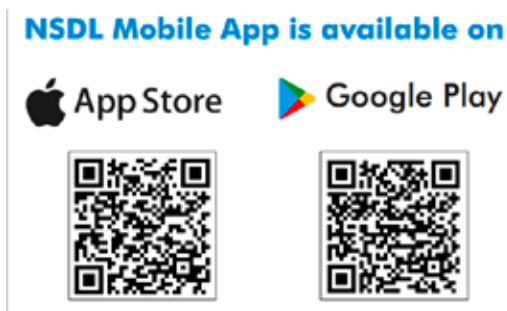
In terms of SEBI Circular dated 9th December, 2020 on e-Voting facility provided by listed companies, Individual Shareholders holding securities in dematerialized form are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile No. and E-mail Id in their Demat Account, in order to access e-Voting facility.

Login method for **Individual Shareholders** holding securities in dematerialized form is given below:

Type of Shareholders	Login Method
Individual Shareholders holding Securities in Demat Mode with NSDL	<ol style="list-style-type: none"> For OTP based login, you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site, wherein you can see e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting. Existing IDeAS user can visit the e-Services website of NSDL, viz., https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting.

Type of Shareholders	Login Method
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- Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



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|---|--|
| <p>Individual Shareholders holding Securities in Demat mode with CDSL</p> | <ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
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<p>Individual Shareholders (holding Securities in Demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and voting during the Meeting.</p>
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Important Note: Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password options available at abovementioned website.

Helpdesk for Individual Shareholders holding Securities in Demat Mode for any technical issues related to Login through Depository, i.e., NSDL and CDSL:

Login type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911.

B. Login Method for E-Voting and joining virtual AGM for Shareholders other than Individual Shareholders holding Securities in Demat Mode and Shareholders holding Securities in Physical Mode:

How to log-in to NSDL e-Voting website?

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

Manner of holding Shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders who hold shares in Demat Account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Shareholders who hold shares in Demat Account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Shareholders holding shares in Physical Form	EVEN Number (134388) of the Company, followed by Folio Number registered with the Company For example, if Folio Number is 001*** and EVEN is 134388 then user ID is 134388001***

5. Password Details for Shareholders other than Individual Shareholders are given below:

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Click on **“Physical User Reset Password?”** (If you are holding shares in Physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat Account number / Folio Number, your PAN, your name, your registered address etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on “Agree to Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN THE AGM ON NSDL E-VOTING SYSTEM:

How to cast your vote electronically and join the AGM on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the Company, which is 134388, for which you wish to cast your vote during the remote e-voting period or cast your vote during the AGM. For joining virtual AGM, you need to click on “VC / OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., Assent or Dissent, verify / modify the number of Equity Shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS:

1. Institutional / Corporate Shareholders (i.e., other than individuals, Hindu Undivided Family (HUF), NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Power of Authority / Authority Letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer (Mr. Vikas R. Chomal, Practicing Company Secretary) by e-mail to csvrca@gmail.com, with a copy marked to agm.astec@godrejastec.com and evoting@nsdl.co.in. Such Shareholders can also upload their Board Resolution / Power of Authority / Authority Letter, etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details / Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 48867000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THE NOTICE OF THE AGM:

1. In case shares are held in physical mode, please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy), Aadhaar Card (self-attested scanned copy) to Bigshare on its website at www.bigshareonline.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy), Aadhaar Card (self-attested scanned copy) to your Depository Participant (DP). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A), i.e., Login method for e-Voting and joining virtual AGM for Individual Shareholders holding securities in demat mode.

3. Alternatively, a Shareholder may send a request to evoting@nsdl.co.in for procuring User Id and Password for e-voting by providing above mentioned documents in advance.
4. In terms of SEBI Circular dated 9th December, 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 required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM:

1. The instructions for e-voting on the day of the AGM are same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be 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 in the AGM.
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 AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person as mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

1. Shareholders will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. They may access by following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against the Company's name. You are requested to click on VC / OAVM link placed under Join General Meeting menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of Company (134388) will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the AGM Notice to avoid last minute rush.
2. Shareholders can join the AGM in the VC / OAVM mode 30 (thirty) minutes before and after the scheduled time of commencement of the AGM, by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Shareholders on "first come, first served" basis. 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.
3. Shareholders are encouraged to join the AGM through laptops for better experience.
4. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
5. Please note that Shareholders connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss, due to fluctuation in their respective networks. It is, therefore, recommended to use a stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views / have questions may send their questions in advance, mentioning their name Demat Account number / Folio Number, e-mail Id, mobile number at agm.astec@godrejastec.com. The same will be replied by the Company suitably, either in advance or at the time of AGM.
7. Further, Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile number at agm.astec@godrejastec.com from **Friday, 18th July, 2025 (9.00 a.m. IST) to Thursday, 24th July, 2025 (5.00 p.m. IST)**.

Those Shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Shareholders who need assistance before or during the AGM, can call on 022 – 48867000 or send a request at evoting@nsdl.com.
9. Any Shareholder holding Shares in physical form and non-individual Shareholder, who acquires shares of the Company and becomes a Shareholder of the Company after the Notice of AGM is sent through e-mail and holding Shares as of the Cut-off date, i.e., **Monday, 21st July, 2025**, may obtain the login ID and password by sending a request on evoting@nsdl.co.in or to the Company or Bigshare. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting the vote. If he/she has forgot his/her password, he/she can reset his/her password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 – 48867000. In case of Individual Shareholder holding securities in demat mode who acquires Shares of the Company and becomes a Shareholder of the Company after sending of the Notice of AGM and holding Shares as of the Cut-off date, i.e., **Monday, 21st July, 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

22. Mr. Vikas R. Chomal, Practicing Company Secretary (Certificate of Practice No. 12133) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting to be conducted at the AGM, in a fair and transparent manner.
- The Scrutinizer shall, after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM and through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any Director or the Company Secretary authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results shall be declared not later than 2 (two) working days of the conclusion of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.godrejastec.com immediately after the Result is declared and will simultaneously be submitted to BSE Limited and National Stock Exchange of India Limited, the Stock Exchanges where the Equity Shares of the Company are listed.
24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., **Monday, 28th July, 2025**.

**By the Order of the Board of Directors
For Astec LifeSciences Limited**

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 23rd April, 2025

Registered Office:

"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India

Tel. No.: 022 – 2518 8010

Fax No.: 022 – 2261 8289

Website: www.godrejastec.com

E-mail: astecinvestors@godrejastec.com

CIN: L99999MH1994PLC076236

ANNEXURE TO THE NOTICE OF THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING (AGM) OF ASTEC LIFESCIENCES LIMITED

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

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Companies Act, 2013, sets out all material facts relating to the Special Businesses mentioned in Item Nos. 3, 4 & 5 of the accompanying Notice for convening the **31st (Thirty-First) Annual General Meeting of Astec LifeSciences Limited** to be held on **Monday, 28th July, 2025 at 4.00 p.m. (IST)**:

SPECIAL BUSINESS:

ORDINARY RESOLUTION UNDER ITEM NO. 3:

Ratification of Remuneration of M/s. Tapan Gaitonde & Co., Cost Accountants, as the “Cost Auditor” of the Company for the Financial Year ending 31st March, 2026:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, has re-appointed M/s. Tapan Gaitonde & Co., Cost Accountants (Firm Registration No.: 104043 & Proprietor Membership No.: 38637), as the “Cost Auditor” of the Company for the Financial Year 2025-26, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on 23rd April, 2025.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration upto ₹1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum plus ₹15,000/- (Rupees Fifteen Thousand Only) towards XBRL compilation, plus Goods & Service Tax (GST), as applicable and reimbursement of out-of-pocket expenses at actuals, payable to the Cost Auditor for the Financial Year 2025-26, as recommended by the Audit Committee and approved by the Board of Directors, shall be subject to ratification by the Shareholders of the Company.

Based on the certification received from the Cost Auditor, it may be noted that:

- (a) the Cost Auditor holds a valid Certificate of Practice as a Cost Accountant;
- (b) the Cost Auditor does not suffer from any disqualifications as specified under Section 141 of the Act, read with Section 148 of the Act;
- (c) the appointment of Cost Auditor is in accordance with the limits specified in Section 141(3)(g) of the Act;
- (d) the Cost Auditor is an independent firm of Cost Accountants and is at arm’s length relationship with the Company;
- (e) there are no orders or proceedings which are pending against the Cost Auditor relating to professional matters of conduct before the Institute of Cost Accountants of India or any competent authority or any Court.

The Board of Directors recommends the **Ordinary Resolution** set forth in **Item No. 3** for approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in **Item No. 3**.

ORDINARY RESOLUTION UNDER ITEM NO. 4:

Appointment of M/s. BNP & Associates, Company Secretaries as the “Secretarial Auditors” of the Company for a term of 5 (five) years from the Financial Year 2025-26 upto the Financial Year 2029-30:

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its Meeting held on 2nd May, 2024, had appointed M/s. BNP & Associates, Company Secretaries, Mumbai (Firm Registration Number: P2014MH037400) as the “Secretarial Auditors” of the Company, to conduct the Secretarial Audit of the Company for the Financial Year 2024-25.

Pursuant to the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Company intends to appoint M/s. BNP & Associates, Company Secretaries as the “Secretarial Auditors” of the Company for a term of 5 (five) consecutive years, commencing from the conclusion of the 31st (Thirty First) Annual General Meeting till the conclusion of the 36th (Thirty Sixth) Annual General Meeting (i.e., to conduct Secretarial Audit of the Company from the Financial Year 2025-26 upto the Financial Year 2029-30), at such remuneration as may mutually be agreed between the Company and the Secretarial Auditors.

The aforesaid appointment has been recommended by the Audit Committee and by the Board of Directors at their respective Meetings held on 23rd April, 2025.

A brief profile of M/s. BNP & Associates, Company Secretaries, is given below:

M/s. BNP & Associates is a firm of Practicing Company Secretaries registered with The Institute of Company Secretaries of India (ICSI), New Delhi, with senior Company Secretaries, viz., Mr. B. Narasimhan, Mr. Avinash Bagul, Mr. Ramaswami Kalidas and Mr. Venkataraman Krishnan as its partners. It has a team of about 15 (fifteen) competent professionals, who are supported by other team members including trainees, dedicated to render quality professional services to esteemed clients. It is engaged in rendering (i) Compliance Audit & Assurance Services, (ii) Advisory and Representation Services and (iii) Transactional Services to its various clients.

The Board of Directors recommends the **Ordinary Resolution** set forth in **Item No. 4** for approval of the Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in **Item No. 4**.

ORDINARY RESOLUTION UNDER ITEM NO. 5:

Approval of Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2025-26, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1st April, 2022, mandate the prior approval of Members by means of a resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and are at an arm’s length basis. Effective from 1st April, 2022, a transaction with a related party is considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Consolidated Turnover of the Company as per the Audited Financial Results for the Financial Year 2024-25 is ₹ 38,130.35 Lakh.

The approval of the Members under Regulation 23 of the SEBI Listing Regulations is required even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of “related party transaction” which includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Astec LifeSciences Limited (“the Company”) specializes in manufacturing agrochemical active ingredients (technical), bulk formulations and intermediate products, maintaining a balanced sales mix of both exports and domestic sales. The Company has also developed capabilities and infrastructure which enables us to undertake contract development and manufacturing services for a diverse range of agrochemicals, catering to the needs of global innovators in the sector.

Godrej Agrovet Limited, Holding Company of the Company, is a food and agri conglomerate, dedicated to improving the productivity of Indian farmers by innovating products and services that sustainably increase crop and livestock yields. The Crop Protection Business of Godrej Agrovet Limited has a wide range of products that cater to the entire crop lifecycle and its product portfolio includes plant growth regulators, organic manures and crop protection chemicals.

The Company has entered into and proposes to enter into certain Related Party transaction(s) with Godrej Agrovet Limited (Holding Company), on arm’s length basis and in the ordinary course of its business during the Financial Year 2025-26, on mutually agreed terms and conditions, based on considerations of various business exigencies, such as synergy in operations and the Company’s long term strategy.

The aggregate of such transaction(s) is likely to cross the applicable materiality thresholds as provided in Regulation 23(4) of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with Godrej Agrovet Limited during the Financial Year 2025-26, whose value may be beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI Listing Regulations, considering the best interest of the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details provided by the Management, as required by the law, at its Meeting held on 23rd April, 2025, reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms’ length basis and in the ordinary course of business of the Company. The Board, therefore, seeks approval of the Shareholders for the said transactions.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 is provided as follows:

Particulars of Material Related Party Transaction(s) (“RPTs”) to be entered between Astec LifeSciences Limited (“the Company”) and Godrej Agrovet Limited (“Holding Company”):

Sr. No.	Particulars	Details
1.	Name of the Related Party and its Relationship with the Listed Entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Godrej Agrovet Limited (“GAVL”) GAVL is the Holding Company of Astec LifeSciences Limited (“the Company”) and holds 64.75% Equity Shares in the Company.

Sr. No.	Particulars	Details
2.	Type, Material Terms and Particulars of the Transaction(s)	<p>a) Sale / Purchase of Goods / Materials / Fixed Assets (Property, Plant & Equipment, etc.) / Availing / Rendering of Services</p> <p>b) Receipt / Payment of Rent / Fees for Lease / Renting of Land / Premises / Property</p> <p>c) Reimbursement of Expenses charged to / by the Related Party</p> <p>d) Availment of Inter-Corporate Deposits or Loans or Advances</p> <p>e) Any other transaction(s) involving transfer of resources, services or obligations</p>
3.	Tenure of the Transaction(s)	Financial Year 2025-26
4.	Value of the Transaction(s)	₹400 Crore (Rupees Four Hundred Crore Only)
5.	Percentage of the Listed Entity's Annual Consolidated Turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction	<p>104.90% of Annual Consolidated Turnover of the Company for Financial Year 2024-25</p> <p>(Annual Consolidated Turnover of the Company for the Financial Year 2024-25 was ₹ 38,130.35 Lakh.)</p>
6.	If the Transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Listed Entity or its Subsidiary:	The Company may avail of loan(s), deposit(s), advance(s) and/or guarantee(s) from Godrej Agrovet Limited (Holding Company) within the overall ceiling of ₹400 Crore (Rupees Four Hundred Crore Only), which shall be availed on arm's length basis and as and when necessary.
(i)	Details of the source of funds in connection with the proposed Transaction	Not Applicable
(ii)	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not Applicable
	<ul style="list-style-type: none"> • Nature of Indebtedness • Cost of funds • Tenure 	
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
(iv)	Purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7.	Justification as to why the RPTs are in the interest of the Listed Entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Holding Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.
8.	Any valuation or other external report relied upon by the Listed Entity in relation to the Transactions	For transactions in the nature of loan(s) / deposit(s) / advance(s) / guarantee(s), the interest will be in compliance with the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder. In case of other transaction(s), the Company may obtain competitive quote(s) or confirmation(s) from independent third parties to determine arm's length criteria, wherever required.
9.	Percentage of the Counter-Party's Annual Consolidated Turnover that is represented by the value of the proposed RPT on a voluntary basis	4.26% of Annual Consolidated Turnover of Godrej Agrovet Limited for the Financial Year 2024-25.
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Board of Directors recommends the **Ordinary Resolution** set forth in **Item No. 5** for approval of the Shareholders.

Mr. Nadir Godrej, Mr. Burjis Godrej, Mr. Balram Singh Yadav and their relatives are deemed to be concerned or interested in the proposed Resolution set out in **Item No. 5**.

None of the other Directors / Key Managerial Personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in **Item No. 5**.

As per the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote affirmatively on the proposed Resolution set out in **Item No. 5**.

By the Order of the Board of Directors
For Astec LifeSciences Limited

Tejashree Pradhan
Company Secretary & Compliance Officer
(FCS 7167)

Mumbai, 23rd April, 2025

Registered Office:

“Godrej One”, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India

Tel. No.: 022 - 2518 8010

Fax No.: 022 - 2261 8289

Website: www.godrejastec.com

E-mail: astecinvestors@godrejastec.com

CIN: L99999MH1994PLC076236

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 31ST (THIRTY-FIRST) ANNUAL GENERAL MEETING OF THE COMPANY

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Nadir B. Godrej (Chairman)
Director Identification Number (DIN)	00066195
Date of Birth (DD/MM/YYYY)	26/08/1951
Age (in Years)	73
Nationality	Indian
Date of Appointment (DD/MM/YYYY)	12/10/2015
Tenure on the Board of Directors of the Company	More than 9 years
Percentage of Shareholding in the Company	2.06 % as on 31 st March, 2025
Qualification	Master of Science degree in Chemical Engineering from Stanford University & MBA from Harvard Business School
Nature of Expertise in Specific Functional Areas	<p>Possesses expertise in the following functional areas:</p> <ul style="list-style-type: none"> • Strategy and Business • Industry Expertise • Market Expertise • Technological Expertise • Governance, Finance & Risk
Number of Equity Shares held in the Company	4,04,782 (Four Lakh Four Thousand Seven Hundred and Eighty Two) Equity Shares as on 31 st March, 2025
Number of Board Meetings attended during the Financial Year 2024-25	5 out of 5
Directorships held in Other Companies	<ol style="list-style-type: none"> 1. Godrej Agrovet Limited 2. Godrej Industries Limited 3. Godrej Consumer Products Limited 4. Godrej Properties Limited 5. Creamline Dairy Products Limited 6. Godrej Foods Limited (Formerly: "Godrej Tyson Foods Limited") 7. Isprava Vesta Private Limited 8. Isprava Hospitality Private Limited 9. Association for Future Agriculture Leaders of India 10. ACI Godrej Agrovet Private Limited (Bangladesh) 11. Godrej International Limited

Chairmanships of Committees in Other Companies*

Godrej Agrovet Limited:

1. Chairman – Risk Management Committee
2. Chairman – Stakeholders’ Relationship Committee
3. Chairman – Managing Committee

Godrej Industries Limited:

1. Chairman – Corporate Social Responsibility Committee
2. Chairman – Risk Management Committee
3. Chairman – Environment, Sustainability and Governance (ESG) Committee
4. Chairman – Management Committee

Godrej Consumer Products Limited:

1. Chairman – Corporate Social Responsibility (CSR) Committee

Memberships of Committees in Other Companies*

Godrej Agrovet Limited:

1. Member – Corporate Social Responsibility (CSR) Committee

Godrej Industries Limited:

1. Member – Stakeholders’ Relationship Committee

Godrej Consumer Products Limited:

1. Member – Risk Management Committee
2. Member – Environment, Sustainability and Governance (ESG) Committee

Godrej Foods Limited:

1. Member – Nomination and Remuneration Committee

Creamline Dairy Products Limited:

1. Member – Management Committee

Relationships between Directors of the Company *inter-se*

Mr. Nadir B. Godrej is the father of Mr. Burjis Godrej (who is the “Managing Director” of the Company with effect from 1st April, 2025).

Brief Profile of the Director

Mr. Nadir B. Godrej is the Chairperson of Godrej Industries Group and the Chairperson and Managing Director of Godrej Industries Limited.

He received a B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology, and an M.S. in Chemical Engineering in 1974 from Stanford University. He also earned an MBA from Harvard Business School in 1976. Since 1977, he has been a Director of Godrej Soaps Limited. He has been very active in developing the animal feed, agricultural inputs, and chemicals businesses of Godrej Industries Group. He has also been very active in research and holds several patents in the field of agricultural chemicals and surfactants.

In 2001, Godrej Soaps Limited was renamed as Godrej Industries Limited, and he was appointed as Managing Director. He is also the Chairman of Godrej Agrovet Limited and a Director of Godrej Properties Limited, both subsidiaries of Godrej Industries Group. He serves as a Director of Godrej Consumer Products Limited, Astec LifeSciences Limited and other Godrej Industries Group companies.

He has been active in various industry associations, including CLFMA (Compound Livestock Feed Manufacturers Association of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists’ Association of India), and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay. He is on the National Council of CII (Confederation of Indian Industry) and is very active in the Harvard Business School and MIT Alumni Association in India.

The French Government awarded him the Ordre National du Mérite in 2002 and the Légion d'Honneur in 2008. He has also received Lifetime Achievement Awards from OTAI (Oil Technologist Association of India), Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA) & from Indian Chemical Council. The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej an Honorary Degree of Doctor of Philosophy. He has been inducted as a Fellow of the Indian National Academy of Engineering (INAE) and has also received a Doctor of Philosophy in Business Management from XIM University, Bhubaneswar, in recognition of his contribution to industry and society. He was also honoured with a D.Sc. (Honoris Causa) by Institute of Chemical Technology.

Mr. Godrej is deeply committed to the Good and Green strategies and the achievement of set targets for the Godrej Industries Group. He encourages and supports a shared vision value for all programs of Good and Green.

Names of the Listed Entities from which the Appointee has resigned in the past 3 (three) years

-

Terms and Conditions of Re-appointment, along with Details of Remuneration sought to be paid and Remuneration last drawn by the Appointee

The re-appointment is in terms of the Nomination and Remuneration Policy of the Company, as displayed on the Company's website ([i.e., www.godrejastec.com](http://www.godrejastec.com)).

No remuneration is drawn by Mr. Nadir B. Godrej from the Company in his capacity as a Non-Executive Director & Chairman of the Company.

*The directorships, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies registered under Section 8 of the Companies Act, 2013.

DIRECTORS' REPORT

ASTEC LIFESCIENCES LIMITED

[Corporate Identity Number (CIN): L99999MH1994PLC076236]

For the Financial Year ended 31st March, 2025

TO THE MEMBERS:

Your Directors have pleasure in presenting this 31st (Thirty-First) Directors' Report along with the Audited Financial Statements for the Financial Year ended 31st March, 2025.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's financial performance during the Financial Year 2024-25 as compared to that of the previous Financial Year 2023-24 is summarized below:

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	38,130.35	45,818.07	38,130.35	45,818.07
Other Income	555.81	558.36	562.87	564.39
Total Income	38,686.16	46,376.43	38,693.22	46,382.46
Total Expenses	52,797.98	52,564.06	52,792.14	52,557.25
Profit / (Loss) Before Tax	(14,111.82)	(6,187.63)	(14,098.92)	(6,174.79)
Less: Current Tax	-	-	3.91	3.66
Less: Deferred Tax	(631.00)	(1,488.92)	(631.66)	(1,489.35)
Profit/(Loss) After Tax	(13,480.82)	(4,698.71)	(13,471.17)	(4,689.10)
Other Comprehensive Income (Net of Tax)	16.88	(56.92)	17.38	(58.58)
Total Comprehensive Income / (Loss)	(13,463.94)	(4,755.63)	(13,453.79)	(4,747.68)
Total Comprehensive Income / (Loss) attributable to:				
- Owners of Astec LifeSciences Limited	(13,463.94)	(4,755.63)	(13,457.86)	(4,751.53)
- Non-controlling interests	N.A.	N.A.	4.07	3.85

(N.A.: Not Applicable)

2. REVIEW OF OPERATIONS / STATE OF AFFAIRS OF THE COMPANY AND ITS SUBSIDIARIES:

Review of Operations / State of Affairs of the Company:

Your Company manufactures agrochemical active ingredients (technical), bulk and formulations, intermediate products and sells its products in India as well as exports them to approximately 17 countries, worldwide, including the United States of America, Europe, West Asia, Southeast Asia, Latin America and Africa.

During the Financial Year (F.Y.) 2024-25, your Company recorded Total Income of ₹ 38,693.22 Lakh as compared to ₹ 46,382.46 Lakh in the F.Y. 2023-24 and Loss After Tax of ₹ (13,471.17) Lakh in the F.Y. 2024-25, as compared to ₹ (4,689.10) Lakh in the F.Y. 2023-24.

Your Company faced significant challenges with subdued demand in the global agrochemical industry, particularly in triazole fungicides.

Your Company's enterprise business faced price headwinds in both exports as well as domestic markets coupled with a drop in volumes, primarily in the first half of the year for key products. Further, the Contract Development Manufacturing Organization (CDMO) business also witnessed lower volumes due to continued destocking and cautious approach adopted by innovators. As a result, your Company reported a decline in revenues and significant reduction in margins in the F.Y. 2024-25.

Geographically, export sales declined by 21.1% year-on-year while domestic sales fell by 8.1% year-on-year due to lower volumes of key CDMO products. Share of CDMO sales decreased to 54% in the F.Y. 2024-25 from 60% in F.Y. 2023-24. Proportion of exports in total sales declined to 68% in the F.Y. 2024-25 from 72% in the previous F.Y. 2023-24. Domestic share was at 32% of total sales in the F.Y. 2024-25. Gross margin declined to 22.1% in the F.Y. 2024-25 as compared to 30.3% in the F.Y. 2023-24.

Despite the short-term challenges, your Company continued to focus on Contract Development and Manufacturing Operations (CDMO) segment in line with the long-term strategic ambitions. The state-of-the-art Research & Development Center, named “Adi Godrej Center for Chemical Research and Development” in Rabale, Maharashtra, is equipped with synthesis lab, formulation lab as well as sophisticated safety infrastructure, will enable your Company to expand offerings in CDMO space.

There has been no change in the nature of business of your Company during the F.Y. 2024-25.

Review of Operations / State of Affairs of the Subsidiaries of the Company:

The financial performance of the following 2 (Two) subsidiaries of your Company during the Financial Year (F.Y.) 2024-25 is summarized below:

(i) Behram Chemicals Private Limited:

Behram Chemicals Private Limited, a subsidiary of your Company, has given its plot of land at Mahad (Maharashtra) to your Company on leave and license basis.

During the Financial Year ended 31st March, 2025, Behram Chemicals Private Limited reported Profit Before Tax of ₹15.84 Lakh, as compared to Profit Before Tax of ₹14.98 Lakh during the previous Financial Year 2023-24.

(ii) Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia):

Comercializadora Agricola Agroastrachem Cia Ltda is a foreign subsidiary company, having its Registered Office in Bogota, Colombia and is engaged in the business of obtaining product registrations in conformity with local laws of the said country. This company is yet to start any major commercial activity.

For the year ended 31st March, 2025, Comercializadora Agricola Agroastrachem Cia Ltda reported Profit/ (Loss) Before Tax of NIL, as compared to Profit/(Loss) Before Tax of NIL reported during the previous year ended 31st March, 2024.

3. DIVIDEND:

Your Board does not recommend any Final Dividend for the Financial Year 2024-25.

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Dividend Distribution Policy of the Company is made available on the website of the Company and is available on the web link <https://www.godrejastec.com/investors/codes-and-policies>.

4. TRANSFER TO RESERVES:

Your Board does not propose to transfer any amount to reserves during the Financial Year 2024-25.

5. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees and investments by your Company under the aforesaid provisions during the Financial Year 2024-25, have been provided in the Notes to the Financial Statement.

6. FINANCE AND CREDIT RATING:

Your Company continues to manage its treasury operations efficiently and has been able to borrow funds for its operations at competitive rates.

Credit Rating in respect of Bank Facilities and Commercial Paper (CP) Programme:

During the Financial Year 2024-25, ICRA Limited, has assigned Credit Ratings in respect of ₹890 Crore of Bank Facilities and ₹300 Crore of Commercial Paper Programme availed by the Company, as under:

- a) Rating of “[ICRA] AA- (Negative)” (pronounced “ICRA double A minus”) for long term fund based facilities of ₹465 Crore;
- b) Rating of “[ICRA] A1+” (pronounced “ICRA A one plus”) for short term non-fund based facilities of ₹425 Crore;
- c) Rating of “[ICRA] A1+” (pronounced “ICRA A one plus”) for Commercial Paper Programme of ₹300 Crore.

In accordance with the Credit Rating assigned to the Commercial Paper Programme of your Company as above, the Board of Directors has granted its approval for borrowing by way of issuance of Commercial Papers upto an aggregate limit of ₹300 Crore.

Credit Rating in respect of Non-Convertible Debentures (NCDs):

India Ratings and Research Private Limited had assigned Credit Rating of “IND AA- / Stable” in respect of the Non-Convertible Debentures (NCDs) upto an issue size of ₹50 Crore (Rupees Fifty Crore Only) and during the Financial Year 2024-25, the outstanding NCDs of ₹49 Crore (Rupees Forty-Nine Crore Only) have been prepaid by your Company on 26th March, 2025.

ICRA Limited has assigned Credit Rating of ICRA AA-(Negative) in respect of the Non-Convertible Debentures (NCDs) upto an issue size of ₹50 Crore (Rupees Fifty Crore Only) on 24th March, 2025 and accordingly, on 27th March, 2025, fresh NCDs of ₹49 Crore (Rupees Forty-Nine Crore Only) have been allotted by your Company.

7. INFORMATION SYSTEMS:

Your Company is committed to using technology for driving growth across businesses by enhancing visibility, improving productivity and stakeholder engagement.

During the Financial Year 2024-25, your Company has made significant strides in enhancing its information systems and digital initiatives and remains dedicated to enhancing sales, productivity and optimizing customer service across all business units. Stakeholder engagement programmes such as web, mobile based customer applications, Chatbot were introduced. Robotic Process Automation (RPA) is driving operational efficiency for a future-ready, resilient organization.

Data & Analytics Centre of Excellence (CoE) has started generating actionable insights across sales, procurement, manufacturing, and supply chain. Your Company has also started leveraging advanced technologies such as image recognition, aerial imagery and artificial intelligence.

Your Company has prioritized cybersecurity by implementing zero trust architecture to safeguard data integrity and privacy with stringent policy monitoring.

The new Product Management (PM) tool for New Product Development (NPD) streamlines and tracks the entire product development lifecycle, enabling structured monitoring across all stages and reducing turnaround time. The integrated Customer Relationship Management (CRM) solution drives lead to closure and service management for operational efficiency and customer satisfaction.

8. SHARE CAPITAL:

The Authorized Equity Share Capital of your Company as on 31st March, 2025 stood at ₹25,00,00,000/- (Rupees Twenty-Five Crore Only), comprising of 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on 31st March, 2025 was ₹19,61,13,710/- (Rupees Nineteen Crore Sixty-One Lakh Thirteen Thousand Seven Hundred and Ten Only) comprising of 1,96,11,371 (One Crore Ninety-Six Lakh Eleven Thousand Three Hundred and Seventy-One) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each.

During the Financial Year 2024-25, the Company has allotted 2,165 (Two Thousand One Hundred and Sixty-Five) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each, ranking *pari passu* with the existing Equity Shares, pursuant to exercise of Options at an exercise price of ₹10/- (Rupees Ten Only) each under the amended Employees Stock Option Plan, 2012 (ESOP 2012).

Further, during the Financial Year under review, the Nomination and Remuneration Committee of the Board of Directors of your Company has granted 831 (Eight Hundred and Thirty-One) Stock Options convertible into 831 (Eight Hundred and Thirty-One) Equity Shares at an Exercise Price of ₹10/- (Rupees Ten Only) under the amended ESOP 2012.

During the Financial Year under review, no options were granted and no Equity Shares were allotted pursuant to stock options granted under the Employees Stock Option Scheme, 2015 (ESOS 2015).

9. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the Financial Year 2024-25, as stipulated under Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms a part of the Annual Report.

10. HOLDING COMPANY:

Godrej Agrovet Limited, a Listed Company (listed on BSE Limited and National Stock Exchange of India Limited), is, *inter alia*, engaged in the business of manufacturing and marketing of Animal Feeds, Agricultural Inputs and Oil Palm and continues to be the Holding Company of your Company. The shareholding of Godrej Agrovet Limited in your Company as on 31st March, 2025 was 64.75% [i.e., 1,26,99,054 (One Crore Twenty-Six Lakh Ninety-Nine Thousand Fifty-Four) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each] of the Issued, Subscribed and Paid-up Equity Share Capital of the Company.

Godrej Agrovet Limited, in turn, is a subsidiary of Godrej Industries Limited, a listed company (listed on BSE Limited and National Stock Exchange of India Limited). Godrej Industries Limited, thus, continues to be the Ultimate Holding Company of your Company.

11. SUBSIDIARY COMPANIES:

Your Company had the following 2 (Two) Subsidiary Companies throughout the Financial Year 2024-25:

- (a) Behram Chemicals Private Limited, Maharashtra, India (in which your Company holds 65.63% of the Paid-up Equity Share Capital); and
- (b) Comercializadora Agricola Agrostrachem Cia Ltda, Bogota, Columbia (in which your Company holds 100% of the Paid-up Equity Share Capital).

A report on the financial position and performance of each of the Subsidiary Companies in Form AOC-1 for the Financial Year 2024-25 forms a part of the Directors' Report and is annexed herewith as '**Annexure A**'.

12. JOINT VENTURES OR ASSOCIATE COMPANIES:

Your Company did not have any Joint Ventures or Associate companies during the Financial Year 2024-25.

13. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of your Company for the Financial Year 2024-25 are prepared in accordance with the relevant Indian Accounting Standards (Ind AS), i.e., Ind AS - 110 issued by the Institute of Chartered Accountants of India (ICAI) and form part of this Annual Report. Accordingly, the Annual Report of your Company does not contain the Financial Statements of its 2 (Two) Subsidiary Companies, viz., Behram Chemicals Private Limited and Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia).

The Annual Financial Statements and related information of your Company's Subsidiaries will be made available upon request. Also, in accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements, including Consolidated Financial Statements and related information of your Company and Financial Statements of each of the Subsidiaries, are hosted on the Company's website, viz., www.godrejastec.com and can be accessed through the web link <https://www.godrejastec.com/investors/annual-reports>. These documents will also be available for inspection during all days except Saturdays, Sundays and Public Holidays between 10.00 a.m. (IST) to 4.00 p.m. (IST) at the Company's Registered Office in Mumbai, Maharashtra, subject to restrictions, if any, as may be imposed by the Government(s) and/or local authority(ies) from time to time. If any Shareholder is interested in inspecting and obtaining a copy thereof, such Shareholder may write an e-mail to agm.astec@godrejastec.com.

14. DISCLOSURE AS PER PART G OF SCHEDULE V TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015:

During the Financial Year 2024-25, the Company was informed by way of a family letter dated 30th April, 2024, issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Vijay Crishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej Family Members had entered into a Family Settlement Agreement and a Brand & Non-Compete Agreement on 30th April, 2024. The Company was not a party to these agreements.

The settlement contemplated a realignment of, *inter alia*, the shareholding of Godrej Industries Limited, which is the Ultimate Holding Company of the Company, subject to applicable regulatory approvals. On 18th July, 2024, the Company received the intimation from Godrej Family Members that the realignment pursuant to the said Family Settlement Agreement was completed. Accordingly, pursuant to the realignment, the management and control of the Company continues to be with the ABG / NBG family, and the JNG / SVC family are not involved in the management and operations of the Company. Also, no members of the JNG / SVC family are Directors on the Board of Directors of the Company. As a result, the relevant members of the ABG / NBG family, along with their persons acting in concert, also made a mandatory open offer in compliance with Regulation 3(1), Regulation 4 read with Regulation 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015 and have been categorized as promoter group members of the Company.

15. DIRECTORS:

As on 1st April, 2024, the Board of your Company comprised of optimum mix of 5 (five) Independent Directors and 5 (five) Non-Independent Directors as per the following details:

- **Independent Directors:**

Mr. Vijay K. Khot, Dr. Brahma Nand Vyas, Mr. R. R. Govindan, Mr. Nandkumar Dhekne & Ms. Anjali Gupte

- **Non-Independent Directors:**

Mr. Nadir B. Godrej, Mr. Ashok Hiremath, Mr. Balram S. Yadav, Mr. Burjis Godrej & Mr. Anurag Roy

During the Financial Year 2024-25, Mr. Vijay Kashinath Khot [Director Identification Number (DIN: 03520249)] resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024 due to advancing age.

At the 30th (Thirtieth) Annual General Meeting ("AGM") of your Company held on 29th July, 2024, Mr. Ashok V. Hiremath [Director Identification Number (DIN: 00349345)], Non-Executive & Non-Independent Director, who was liable to retire by rotation, was re-appointed by the Shareholders.

Dr. Ganapati Dadasaheb Yadav [Director Identification Number (DIN: 02235661)] was appointed as an "Independent Director" of the Company for a term commencing from 17th September, 2024 upto 13th September, 2027 by the Shareholders of the Company upon passing a Special Resolution through a Postal Ballot, the results of which were declared on 14th December, 2024.

Dr. Brahma Nand Vyas [Director Identification Number (DIN: 02796071)] resigned as an "Independent Director" of the Company with effect from close of business hours on 4th October, 2024 due to advancing age.

Mr. Anurag Roy [Director Identification Number (DIN: 07444595)] resigned as the "Whole Time Director & Chief Executive Officer" of the Company with effect from close of business hours on 25th October, 2024.

Mr. R. R. Govindan [Director Identification Number (DIN): 02148801] has been re-appointed as an "Independent Director" for a second term from 30th January, 2025 upto 12th August, 2029 by the Shareholders of the Company upon passing a Special Resolution through a Postal Ballot, the results of which were declared on 15th March, 2025.

Mr. Burjis Nadir Godrej [Director Identification Number (DIN): 08183082] has been redesignated as the “Managing Director” of the Company for a term of 5 (Five) years with effect from 1st April, 2025, i.e., upto 31st March, 2030, subject to approval of the Shareholders, which is being sought by way of a Postal Ballot.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Nadir B. Godrej [Director Identification Number (DIN: 00066195)], Non-Executive & Non-Independent Director of the Company is liable to retire by rotation at the ensuing 31st (Thirty-First) AGM, and being eligible, has offered himself for re-appointment. Appropriate resolution for re-appointment of Mr. Nadir B. Godrej is being moved at the ensuing 31st (Thirty-First) AGM, which the Board of Directors recommends for your approval.

Pursuant to the provisions of Regulation 34(3) read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a Certificate from Mr. Vikas Chomal, a Company Secretary in Practice certifying that none of the Directors of your Company has been debarred or disqualified by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority, from being appointed or continuing as a Director of any company. The said Certificate is annexed to the Corporate Governance Report of the Company for the Financial Year 2024-25.

16. MEETINGS OF THE BOARD OF DIRECTORS:

The Meetings of the Board of Directors are pre-scheduled and intimated to all the Directors in advance, in order to enable them to plan their schedule. However, in case of special and urgent business needs, approval is taken either by convening Meetings at a shorter notice with consent of all the Directors or by passing a Resolution through Circulation.

The Board of Directors of your Company met 5 (Five) times during the Financial Year 2024-25 (on 2nd May, 2024, 29th July, 2024, 25th October, 2024, 27th January, 2025 and 28th March, 2025). The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report. The intervening time gap between two consecutive Meetings of the Board of Directors was within the limit prescribed under the Companies Act, 2013, i.e., the same was not exceeding 120 (One Hundred Twenty) days.

17. BOARD EVALUATION:

The Board of Directors has carried out a detailed annual evaluation of the performance of its own, its Committees as well as the Directors individually. A structured questionnaire was circulated after taking into consideration various aspects of the Board’s functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors. The confidential online questionnaire was responded to by all the Directors and vital feedback was received from them on how the Board and its Committees currently function and suggestions to improve their effectiveness.

The process of annual evaluation of Directors’ performance and the feedback received therefrom has been discussed and noted at the Meetings of the Independent Directors, the Nomination and Remuneration Committee and the Board of Directors.

The Directors have expressed their overall satisfaction with the performance evaluation process.

18. INDEPENDENT DIRECTORS:

All the Independent Directors of your Company as on 31st March, 2025, viz., Mr. R. R. Govindan, Mr. Nandkumar Dhekne, Ms. Anjali Gupte and Dr. Ganapati Dadasaheb Yadav have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (“IICA”), in terms of the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

In terms of the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 dealing with the requirement for Independent Directors to pass Proficiency Test conducted by IICA:

- Mr. Nandkumar Vasant Dhekne and Dr. Ganapati Dadasaheb Yadav are exempt from appearing for the Proficiency Test;
- Mr. R. R. Govindan and Ms. Anjali Gupte have successfully cleared / completed the Proficiency Test within the mandatory timelines applicable to them.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same have been taken on record by the Board of Directors after undertaking due assessment of the veracity of the same.

The criteria for determining qualifications, positive attributes and independence of Directors is provided in the Nomination and Remuneration Policy of the Company which is available on your Company’s website, viz., www.godrejastec.com at the web link <https://www.godrejastec.com/investors/codes-and-policies>.

All the Independent Directors of your Company have duly complied with the Code for Independent Directors as prescribed in Schedule IV to the Companies Act, 2013. The details of familiarization programmes attended by the Independent Directors during the Financial Year 2024-25 are available on the website of your Company, viz., www.godrejastec.com at the web link <https://www.godrejastec.com/investors/compliance>.

The Independent Directors met once during the Financial Year 2024-25, i.e., on 2nd May, 2024, pursuant to the provisions of Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV to the Companies Act, 2013. The Meeting of the Independent Directors was conducted without the presence of the Chairman, Whole Time Director and Non-Executive Directors and the members of your Company's Management.

19. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 of the Companies Act, 2013 ("the Act"), your Directors, to the best of their knowledge and ability, confirm as under:

- a) that in the preparation of the Annual Accounts for the Financial Year ended 31st March, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies have been selected and applied consistently, and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and the profit of the Company for the Financial Year ended as at that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, for preventing and detecting fraud and other irregularities;
- d) that the Annual Accounts for the Financial Year ended 31st March, 2025 have been prepared on a going concern basis;
- e) 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;
- f) that proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

20. KEY MANAGERIAL PERSONNEL:

The following were the Key Managerial Personnel (KMP) of your Company pursuant to the provisions of Section 203 of the Companies Act, 2013, during the Financial Year 2024-25:

1. Mr. Arijit Mukerjee, Manager (within the meaning of the Companies Act, 2013) (w.e.f. 26th October, 2024 upto 31st March, 2025) (Continues to be the "Chief Operating Officer")
2. Mr. K. Suryanarayan, Chief Financial Officer (upto 3rd May, 2024)
Ms. Mugdha Amol Khare, Chief Financial Officer (w.e.f. 2nd August, 2024)
3. Ms. Tejashree Pradhan, Company Secretary & Compliance Officer

Mr. K. Suryanarayan resigned as the "Chief Financial Officer" of the Company with effect from the close of business hours on 3rd May, 2024. Ms. Mugdha Amol Khare has been appointed by the Board of Directors as the "Chief Financial Officer" w.e.f. 2nd August, 2024, based on the recommendations made by the Nomination and Remuneration Committee and the Audit Committee.

Mr. Arijit Mukherjee, who continues to be the "Chief Operating Officer" of the Company as on the date of this Report, was appointed as the "Manager" within the meaning of the Companies Act, 2013 with effect from 26th October, 2024 and has ceased to be designated as the "Manager" with effect from the close of business hours on 31st March, 2025 on account of resignation in such capacity.

21. STATUTORY AUDITORS:

B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101248W/W-100022) are the "Statutory Auditors" of your Company.

At the 28th (Twenty-Eighth) Annual General Meeting of the Company held on 25th July, 2022, B S R & Co. LLP have been re-appointed as the "Statutory Auditors" for a second term of 5 (Five) years, to hold office from the conclusion of the 28th (Twenty-Eighth) Annual General Meeting till the conclusion of the 33rd (Thirty-Third) Annual General Meeting (i.e., from the Financial Year 2022-23 upto the Financial Year 2026-27), based on the recommendation made by the Audit Committee and the Board of Directors at their respective Meetings held on 2nd May, 2022.

B S R & Co. LLP have provided a written confirmation that they are eligible to continue to act as the Statutory Auditors of the Company for the Financial Year 2025-26, in terms of the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder.

22. COST AUDITORS:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the cost records are required to be maintained by your Company and the same are required to be audited. Your Company, accordingly, maintains the required cost accounts and records.

The Board of Directors of your Company, based on the recommendation of the Audit Committee, had appointed M/s. Tapan Gaitonde & Co., Cost Accountants (Firm Registration No.: 104043 & Proprietor Membership No.: 38637), as the "Cost Auditors" of the Company for the Financial Year 2024-25, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies

(Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, at its Meeting held on 25th October, 2024 and their remuneration was duly ratified by the Shareholders by way of a Postal Ballot whose results were declared on 14th December, 2024.

Your Board of Directors, upon recommendation of the Audit Committee, at its Meeting held on 23rd April, 2025, has re-appointed M/s. Tapan Gaitonde & Co., who have conveyed their eligibility and willingness for re-appointment, as the “Cost Auditors” of your Company for the Financial Year 2025-26 and approval of the Shareholders for ratification of their remuneration has been sought at the ensuing 31st (Thirty-First) Annual General Meeting of the Company.

23. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board of Directors had, upon recommendation of the Audit Committee, at its Meeting held on 2nd May, 2024, appointed M/s. BNP & Associates, Company Secretaries (Firm Registration Number: P2014MH037400), Mumbai to undertake Secretarial Audit of your Company for the Financial Year 2024-25.

The Secretarial Audit Report issued by M/s. BNP & Associates, Secretarial Auditors for the Financial Year 2024-25, which is an unqualified report, is annexed herewith as ‘**Annexure B**’.

Your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on 23rd April, 2025, further recommended to the Shareholders for their approval, re-appointment of M/s. BNP & Associates, who have provided their consent and confirmed their eligibility, as the “Secretarial Auditors” of your Company for a term of 5 (Five) consecutive years, commencing from the conclusion of the 31st (Thirty-First) Annual General Meeting till the conclusion of the 36th (Thirty-Sixth) Annual General Meeting (i.e., to conduct Secretarial Audit of the Company from the Financial Year 2025-26 upto the Financial Year 2029-30).

24. COMPLIANCE WITH THE SECRETARIAL STANDARDS:

Your Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), as issued by the Institute of Company Secretaries of India (ICSI), as applicable.

25. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 18 read with Part C of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted Audit Committee of the Board of Directors comprising of the following Members during the Financial Year 2024-25:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. R. R. Govindan	Chairman (Non-Executive, Independent Director)
2.	Mr. Ashok V. Hiremath	Member (Non-Executive, Non-Independent Director)
3.	Mr. Vijay K. Khot (*)	Member (Non-Executive, Independent Director)
4.	Dr. Brahma Nand Vyas (*)	Member (Non-Executive, Independent Director)
5.	Ms. Anjali Gupte (#)	Member (Non-Executive, Independent Director)

(*) Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas who were formerly Members of the Audit Committee, resigned as “Independent Directors” of the Company with effect from the close of the business hours on 2nd May, 2024 and 4th October, 2024 respectively and consequently ceased to be the Members of the Audit Committee during the Financial Year 2024-25.

(#) Ms. Anjali Gupte has been appointed as a Member of the Audit Committee w.e.f. 16th May, 2024.

Audit Committee Meetings were held 4 (Four) times during the Financial Year 2024-25 (on 2nd May, 2024, 29th July, 2024, 25th October, 2024 and 27th January, 2025). The Statutory Auditors, Internal Auditors and Chief Financial Officer attend the Audit Committee Meetings as invitees. The Statutory Auditors and the Internal Auditors, *inter alia*, present their observations on adequacy of internal financial controls and the steps necessary to bridge gaps, if any. Accordingly, the Audit Committee makes observations and recommendations to the Board of Directors of your Company. The Board has accepted all the recommendations of the Audit Committee during the Financial Year 2024-25. The Company Secretary & Compliance Officer acts as Secretary to the Audit Committee.

26. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 19 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted Nomination and Remuneration Committee of the Board of Directors comprising of the following Members during the Financial Year 2024-25:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. R. R. Govindan	Chairman (Non-Executive, Independent Director)
2.	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
3.	Mr. Vijay K. Khot (^)	Member (Non-Executive, Independent Director)
4.	Ms. Anjali Gupte (*)	Member (Non-Executive, Independent Director)

(^) Mr. Vijay Kashinath Khot who was formerly a Member of the Nomination and Remuneration Committee, resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024 and consequently ceased to be a Member of the Nomination and Remuneration Committee during the Financial Year 2024-25.

(*) Ms. Anjali Gupte has been appointed as a Member of the Nomination and Remuneration Committee w.e.f. 16th May, 2024.

Nomination and Remuneration Committee Meetings were held 4 (Four) times during the Financial Year 2024-25 (on 2nd May, 2024, 29th July, 2024, 25th October, 2024 and 27th January, 2025).

27. CORPORATE SOCIAL RESPONSIBILITY ("CSR") & CSR COMMITTEE:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising of the following Members during the Financial Year 2024-25:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. Ashok V. Hiremath	Chairman (Non-Executive, Non-Independent Director)
2.	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
3.	Mr. R. R. Govindan	Member (Non-Executive, Independent Director)
4.	Dr. Brahma Nand Vyas (*)	Member (Non-Executive, Independent Director) (Upto 4 th October, 2024)

(*) Dr. Brahma Nand Vyas who was formerly a Member of the CSR Committee, resigned as an "Independent Director" of the Company with effect from the close of the business hours on 4th October, 2024 and consequently ceased to be a Member of the CSR Committee during the Financial Year 2024-25.

CSR Committee Meetings were held 2 (Two) times during the Financial Year 2024-25 (on 2nd May, 2024 and 25th October, 2024).

CSR Policy and Areas of CSR Expenditure:

As a responsible corporate citizen, your Company recognizes CSR as integral to the way it does its business and strives to engage, connect and uplift the community in and around the areas in which your Company operates. The CSR Policy of your Company aligns itself with the Godrej Industries Group's 'Good and Green' vision of creating a more inclusive and greener India. Each of your Company's CSR projects are aligned with the 'Good and Green' goals of the Godrej Industries Group and correspond to different items listed in Schedule VII to the Companies Act, 2013, which create social, environmental and economic value for the society.

Your Company aspires and consistently moves in the direction to become a sustainable company through leadership commitment, multiple stakeholder engagements and disciplined value chain mechanisms. Your Company's holistic approach towards sustainability not only manages its externalities but also provides tangible solutions for the benefit and upliftment of the communities around its manufacturing sites. The CSR Policy of your Company outlines programmes and projects which the Company undertakes to create a positive impact on its stakeholders, taking into account the priorities of the nation and the needs of the local communities in order to deliver high- impact programmes that are easy to scale up.

During the Financial Year 2024-25, under its Corporate Social Responsibility (CSR) activities, the Company worked on projects in the area of bamboo development and community development. Bamboo development project is with an objective to encourage farmers to take up bamboo cultivation by leveraging government entitlement, while the community development programme during the year under review was with an objective to enhance access to education for economically disadvantaged students.

The CSR Policy of your Company is uploaded on the website, viz., www.godrejastec.com and can be accessed through the web link <https://www.godrejastec.com/investors/codes-and-policies>.

Amount of CSR Spending:

Your Company was required to spend ₹63.75 Lakh for the Financial Year 2024-25 towards CSR Activities in terms of the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, which has been entirely spent or utilized towards CSR Activities. During the Financial Year 2024-25, your Company has also spent unspent amount of ₹8.01 Lakh of the previous year(s) on CSR activities.

Annual Report on CSR Activities:

The Annual Report on CSR Activities for the Financial Year 2024-25 is annexed herewith as '**Annexure C**'.

28. RISK MANAGEMENT & THE RISK MANAGEMENT COMMITTEE:

Pursuant to the provisions of Regulation 21 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Risk Management Committee of the Board of Directors comprising of the following Members during the Financial Year 2024-25:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. Ashok V. Hiremath	Chairman (Non-Executive, Non-Independent Director)
2.	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
3.	Mr. R. R. Govindan	Member (Non-Executive, Independent Director)

During the Financial Year 2024-25, there was no change in the composition of the Risk Management Committee.

Risk Management Committee Meetings were held 2 (Two) times during the Financial Year 2024-25 (on 27th September, 2024 and 24th March, 2025).

The detailed terms of reference of the Risk Management Committee are set out in the Corporate Governance Report forming a part of the Annual Report.

Your Company considers ongoing risk management to be a core component of the management and functioning of the Company and understands that the Company's ability to identify and address risks is essential for achieving its corporate objectives. Your Company has, therefore, developed and implemented a Risk Management Policy. Your Company has formulated a series of processes, structures and guidelines which assist the Company to identify, assess, monitor and manage its business risks. In order to achieve this objective, your Company has clearly defined responsibility and authority of the Company's Board of Directors and of the Risk Management Committee, to oversee and manage the risk management programme, while conferring responsibility and authority on the Company's senior management, to develop and maintain the risk management programme in light of the day-to-day emerging needs of the Company. Regular communication and review of risk management practices provides your Company with important checks and balances to ensure the efficacy of its risk management. Detailed and meaningful discussions on risk factors and mitigation measures for the same take place at the meetings of the Risk Management Committee. At present, there are no identified elements of risks which, in the opinion of the Board, may threaten the existence of the Company.

29. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted a Stakeholders' Relationship Committee of the Board of Directors, comprising of the following Members during the Financial Year 2024-25:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. Balram Singh Yadav	Chairman (Non-Executive, Non-Independent Director)
2.	Mr. R. R. Govindan	Member (Non-Executive, Independent Director)
3.	Mr. Vijay K. Khot (*)	Member (Non-Executive, Independent Director)
4.	Mr. Nandkumar Dhekne (*)	Member (Non-Executive, Independent Director)

(*) Mr. Vijay Kashinath Khot who was formerly a Member of the Stakeholders' Relationship Committee, resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024 and consequently ceased to be a Member of the Stakeholders' Relationship Committee during the Financial Year 2024-25.

(*) Mr. Nandkumar Dhekne has been appointed as a Member of the Stakeholders' Relationship Committee w.e.f. 16th May, 2024.

Meeting of the Stakeholders' Relationship Committee was held once during the Financial Year 2024-25 (viz., on 27th January, 2025).

Ms. Tejashree Pradhan, Company Secretary & Compliance Officer is the Secretary to Stakeholders' Relationship Committee. She has attended the Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2024-25.

The details of Investor Complaints during the Financial Year 2024-25 are as follows:

Complaints outstanding as on 1 st April, 2024	0
(+) Complaints received during the Financial Year ended 31 st March, 2025	0
(-) Complaints resolved during the Financial Year ended 31 st March, 2025	0
Complaints outstanding as on 31 st March, 2025	0

Shareholders' requests received by the Company are mainly pertaining to hard copy of Annual Report and dividend revalidation.

There are no pending share transfers as on 31st March, 2025.

30. MANAGING COMMITTEE:

Your Company has constituted a Managing Committee of the Board of Directors, which comprised of the following Members during the Financial Year 2024-25:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. Balram Singh Yadav	Chairman (Non-Executive, Non-Independent Director)
2.	Mr. Ashok V. Hiremath	Member (Non-Executive, Non-Independent Director)
3.	Mr. Burjis Godrej	Member (Non-Executive, Non-Independent Director) (*)
4.	Mr. Anurag Roy (^)	Member (Whole-Time Director & Chief Executive Officer) (Upto 25 th October, 2024)

(*) Mr. Burjis Godrej has been appointed as the "Managing Director" of the Company with effect from 1st April, 2025.

(^) Mr. Anurag Roy who was formerly a Member of the Managing Committee, resigned as the "Whole Time Director & Chief Executive Officer" of the Company with effect from close of business hours on 25th October, 2024 and consequently ceased to be a Member of the Managing Committee during the Financial Year 2024-25.

The terms of reference of the Managing Committee include handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors from time to time.

31. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE AND INTERNAL COMPLAINTS COMMITTEE:

Your Company, as a part of the Godrej Industries Group, is committed to creating and maintaining an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation and there is zero tolerance towards any such unwarranted instances. The values of mutual trust and respect are considered by your Company as fundamental to its existence.

The Board of Directors of your Company has constituted Internal Complaints Committee (ICC) pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder, comprising of the following Members for Head Office as on 31st March, 2025:

- Ms. Vijayalakshmi Iyer, Presiding Officer
- Mr. Arijit Mukherjee, Member
- Mr. Tarun Surya, Member
- Mr. Vivek Raizada, Member
- Ms. Prarthana Uppal, Member
- Ms. Sharmila Kher, External Member

The Company has formulated and circulated to all the employees, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment.

The details of complaints with the ICC during the Financial Year 2024-25 are as follows:

Complaints outstanding as on 1 st April, 2024	0
(+) Complaints received during the Financial Year ended 31 st March, 2025	1
(-) Complaints resolved during the Financial Year ended 31 st March, 2025	1
Complaints outstanding as on 31 st March, 2025	0

The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

32. RELATED PARTY TRANSACTIONS:

All Related Party Transactions entered into by your Company during the Financial Year 2024-25 were on arm's length basis and in the ordinary course of business. There were no material significant Related Party Transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Approval of the Audit Committee of the Board of Directors was obtained for all the Related Party Transactions. Accordingly, as per provisions of Section 134(3)(h) and Section 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in Form AOC-2 is not applicable. Approval of the Shareholders was duly obtained for Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2024-25, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 51 of the Standalone Financial Statements, forming part of the Annual Report. None of the Directors have any pecuniary relationships or

transactions vis-à-vis the Company during the Financial Year 2024-25.

33. DISCLOSURES OF TRANSACTIONS OF THE COMPANY WITH ANY PERSON OR ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP:

During the Financial Year 2024-25, the Company has entered into Related Party Transactions with Godrej Agrovet Limited, its Promoter and Holding Company, based on considerations of various business exigencies, such as synergy in operations and the same are in line with the Company's long-term strategy. Approval of the Shareholders was duly obtained for Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited during the Financial Year 2024-25, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All such Related Party Transactions during the Financial Year under review are in the ordinary course of business, on arm's length basis and are intended to further the Company's interests. The same have been disclosed in the Financial Statement.

34. CORPORATE GOVERNANCE:

In accordance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a detailed report on Corporate Governance is included in the Annual Report. M/s. BNP & Associates, Company Secretaries, Mumbai, who are also the "Secretarial Auditors" of your Company, have certified that your Company is in compliance with the requirements of Corporate Governance in terms of Regulation 34 of the Listing Regulations and their Compliance Certificate is annexed to the Report on Corporate Governance.

35. POLICIES OF THE COMPANY:

The Companies Act, 2013, the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") have mandated the formulation of certain policies for all listed companies and/or unlisted companies. All our Policies are available on the Company's website, viz., www.godrejastec.com and can be accessed through the web link <https://www.godrejastec.com/investors/codes-and-policies>.

The Policies are reviewed periodically by the Board and its Committees and are updated based on the need and new compliance requirements.

The major Policies which have been adopted by your Company as on 31st March, 2025 are as follows:

Sr. No.	Name of the Policy	Particulars / Brief Description of the Policy
1.	Risk Management Policy	The Company has in place, a Risk Management Policy which has been framed by the Board of Directors of the Company, based on the recommendation made by the Risk Management Committee. This Policy deals with identifying and assessing risks such as operational, strategic, financial, security, cyber security, property, legal, regulatory, reputational and other risks and the Company has in place an adequate risk management infrastructure capable of addressing these risks.
2.	Corporate Social Responsibility Policy	The Corporate Social Responsibility Committee has formulated and recommended to the Board of Directors, a Corporate Social Responsibility Policy, indicating the activities to be undertaken by the Company as corporate social responsibility, which has been approved by the Board. This Policy outlines the Company's strategy to bring about a positive impact on society through various activities and programmes relating to livelihood, healthcare, education, sanitation, environment, etc.
3.	Policy for Determining Material Subsidiaries	This Policy is used to determine the material subsidiaries of the Company in order to comply with the requirements of Regulation 16(1)(c), Regulation 24 and Regulation 24A of the Listing Regulations. As on 31 st March, 2025, your Company does not have any material subsidiary.
4.	Nomination and Remuneration Policy	This Policy approved by the Board formulates the criteria for determining qualifications, competencies, positive attributes and independence of a Director and also the criteria for determining the remuneration of the Directors, Key Managerial Personnel and other Senior Management Personnel.

Sr. No.	Name of the Policy	Particulars / Brief Description of the Policy
5.	Whistle Blower Policy / Vigil Mechanism	The Company has a Vigil Mechanism / Whistle Blower Policy. The purpose of this Policy is to enable employees to raise concerns regarding unacceptable improper practices and/or any unethical practices, violation of any law, rule or regulation, in the organization without the knowledge of the Management. The Policy provides adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.
6.	Policy on Prevention of Sexual Harassment at Workplace	The Company has in place, a Policy on Prevention of Sexual Harassment at Workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment and thereby helps to create and maintain an atmosphere in which employees can work together without fear of sexual harassment, exploitation or intimidation and places emphasis on the Company's zero tolerance towards any incidents of sexual harassment.
7.	Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions	This Policy regulates all transactions between the Company and its Related Parties, in accordance with the provisions of the Companies Act, 2013, the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
8.	Code of Conduct for Insider Trading	This Policy sets up an appropriate mechanism to curb Insider Trading, in accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
9.	Policy on Criteria for Determining Materiality of Events	This Policy applies to disclosure of material events affecting the Company. This Policy warrants disclosure to investors and has been framed in compliance with the emerging requirements of the Listing Regulations.
10	Policy for Maintenance and Preservation of Documents	The purpose of this Policy is to specify the type of documents and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Listing Regulations. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.
11.	Archival Policy	This Policy is framed pursuant to the provisions of the Listing Regulations. As per this Policy, all such events or information which have been disclosed to the Stock Exchanges are required to be hosted on the website of the Company for a minimum period of 5 (Five) years and thereafter in terms of the Policy.
12.	Dividend Distribution Policy	This Policy is framed by the Board of Directors in terms of the Listing Regulations. The focus of the Company is to have a Policy on distribution of dividend so that the investors may form their own judgment as to when and how much dividend they may expect.
13.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS)	This Policy / Code is framed by the Board of Directors in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. It aims to strengthen the Internal Control System and curb / prevent leak of Unpublished Price Sensitive Information ("UPS") without a legitimate purpose. The Policy / Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. In general, this Policy aims to maintain transparency and fairness in dealings with all the stakeholders and to ensure adherence to applicable laws and regulations.
14.	Code of Conduct for the Board of Directors and Senior Management Personnel	The Company has in place, a Policy / Code of Conduct for the Board of Directors and Senior Management Personnel which reflects the legal and ethical values to which the Company is strongly committed. The Directors and Senior Management Personnel of your Company have complied with the Code during the Financial Year 2024-25.
15.	Policy to Promote Board Diversity	This Policy endeavours to promote diversity at Board level, with a view to enhance its effectiveness.

Sr. No.	Name of the Policy	Particulars / Brief Description of the Policy
16.	Policy on Familiarization Programmes for Independent Directors	Your Company has a Policy on Familiarization Programmes for Independent Directors, which lays down the practices followed by the Company in this regard, on a continuous basis.
17.	Human Rights Policy	Your Company has in place, a Human Rights Policy which demonstrates your Company's commitment to respect human rights and treat people with dignity and respect in the course of conduct of its business and operations.

36. **MANAGERIAL REMUNERATION:**

The remuneration paid to Directors, Key Managerial Personnel and other employees of the Company during the Financial Year 2024-25 was in conformity with the Nomination and Remuneration Policy of the Company. The disclosure as per the provisions of Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as '**Annexure D**'.

37. **PARTICULARS OF EMPLOYEES:**

The disclosure as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of your Company, is available for inspection by the Shareholders at the Registered Office of the Company, during business hours, i.e., between 10.00 a.m. (IST) to 5.00 p.m. (IST), on all working days (i.e., excluding Saturdays, Sundays and Public Holidays), upto the date of the ensuing 31st (Thirty First) Annual General Meeting, subject to restrictions (if any) as may be imposed by the Government(s) and/or local authority(ies) from time to time. If any Shareholder is interested in inspecting and obtaining a copy thereof, such Shareholder may write an e-mail to agm.astec@godrejastec.com.

38. **DEPOSITS:**

Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013, [(i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014)], during the Financial Year 2024-25. Thus, the details of deposits required as per the provisions of the Companies (Accounts) Rules, 2013 are as follows:

(a)	Deposits accepted during the Financial Year 2024-25	: Nil
(b)	Deposits remained unpaid or unclaimed during the Financial Year 2024-25	: Nil
(c)	Whether there has been any default in repayment of deposits or payment of interest thereon during the Financial Year 2024-25 and if so, number of such cases and total amount involved:	: Nil
(i)	At the beginning of the Financial Year	: Nil
(ii)	Maximum during the Financial Year	: Nil
(iii)	At the end of the Financial Year	: Nil
(d)	Details of Deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013	: Nil

39. **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:**

In the opinion of the Board of Directors of your Company, adequate internal financial controls are available and operative, with respect to the preparation and finalization of Financial Statements for the Financial Year 2024-25.

40. **ANNUAL RETURN:**

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2021, Annual Return in Form MGT-7 will be hosted on the website of the Company, viz., www.godrejastec.com at the web link <https://www.godrejastec.com/investors/other-updates>.

41. **INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Compulsory Transfer of Dividend and Equity Shares to Investor Education and Protection Fund (IEPF) Account:

In accordance with the applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the Unpaid or Unclaimed Dividends are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, upon completion of 7 (Seven) years. Further, all the Equity Shares of the Company on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more is also required to be transferred to IEPF. The Company is in compliance with the aforesaid provisions and the IEPF Rules.

Unclaimed / Unpaid Dividend:

The dividend amount for the Financial Year 2017-18 remaining unclaimed shall become due for transfer to the Investor Education and Protection Fund ("IEPF") established by the Central Government in terms of Section 124 of the Companies Act, 2013, on 1st August,

2025, upon expiry of 7 (Seven) years from the date of its declaration. The Company is sending reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF in due course.

The detailed dividend history, due dates for transfer to IEPF, and the details of unclaimed amounts lying with the Company in respect of dividends declared are available on website of the Company, www.godrejastec.com at the web link <https://www.godrejastec.com/investors/unclaimed-dividend>. Also, pursuant to the provisions of Section 124(2) of the Companies Act, 2013, your Company has uploaded the details of unpaid and unclaimed amounts lying with the Company in respect of dividends declared for the Financial Year 2023-24, on the website of the Company.

42. EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE STATUTORY AUDITORS, SECRETARIAL AUDITORS AND COST AUDITORS:

There are no qualifications, reservations, adverse remarks and disclaimers of the Statutory Auditors in the Auditors' Reports (Standalone and Consolidated) on the Financial Statements for the Financial Year 2024-25.

There are no qualifications, reservations, adverse remarks and disclaimers of the Secretarial Auditors in their Secretarial Audit Report for the Financial Year 2024-25.

There are no qualifications, reservations, adverse remarks and disclaimers of the Cost Auditors in their Cost Audit Report on the Cost Records for the Financial Year 2023-24 (noted during the Financial Year 2024-25). The Cost Audit Report for the Financial Year 2024-25 will be received in due course.

43. SIGNIFICANT REGULATORY OR COURT ORDERS:

During the Financial Year 2024-25 and thereafter till the date of this Report, there have been no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of your Company and its operations in future.

44. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR 2024-25 TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE DIRECTORS' REPORT (I.E., FROM 1ST APRIL, 2025 UPTO 23RD APRIL, 2025), IF ANY:

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the Financial Year 2024-25 to which the Financial Statements relate and the date of the Directors' Report (i.e., from 1st April, 2025 upto 23rd April, 2025).

45. EMPLOYEES STOCK OPTION PLAN, 2012 AND EMPLOYEES STOCK OPTION SCHEME, 2015:

Your Company has introduced and implemented the following Employees Stock Option Plan and Scheme:

Sr. No.	Name of the Plan / Scheme	Date of Shareholders' Approval	Exercise Price per Option
1.	Employees Stock Option Plan, 2012 ("ESOP 2012")	Original Scheme approved vide Special Resolution passed at the Extra-ordinary General Meeting held on 27 th March, 2012 Amended Scheme approved vide Special Resolution passed on 26 th September, 2021, through Postal Ballot, the results of which were declared on 27 th September, 2021	₹34/- (Rupees Thirty-Four Only) as per the Original Scheme ₹10/- (Rupees Ten Only) as per the Amended Scheme
2.	Employees Stock Option Scheme, 2015 ("ESOS 2015")	Special Resolution passed at the 21 st (Twenty- First) Annual General Meeting held on 22 nd September, 2015	The Company shall use Fair Value Method to value its Options. The Exercise Price for the Options will be the Closing Market Price of the Equity Shares of the Company listed on the recognized Stock Exchange as on the date immediately prior to the relevant date of the grant of the Options to the Eligible Employees and Eligible Directors.

The Nomination and Remuneration Committee of the Board of Directors administers and monitors the ESOP 2012 and ESOS 2015.

Your Company has received a certificate from M/s. BNP & Associates, Company Secretaries, Mumbai and the Secretarial Auditors of the Company, that ESOP 2012 and ESOS 2015 have been implemented in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolutions passed by the Shareholders. Any request for inspection of the said Certificate may please be sent to agm.astec@godrejastec.com.

The disclosures as per Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 have been put on the website of the Company, viz., www.godrejastec.com at the web link <https://www.godrejastec.com/Investors/corporate-announcements>.

46. FRAUD REPORTING:

There have been no instances of frauds reported by the Statutory Auditors under the provisions of Section 143(12) of the Companies Act, 2013 and the Rules framed thereunder, either to the Company or to the Central Government, during the Financial Year 2024-25.

47. ADDITIONAL INFORMATION:

The additional information required to be given under the Companies Act, 2013 and the Rules made thereunder, has been laid out in the Notes attached to and forming part of the Financial Statements. The Notes to the Financial Statements referred to the Auditors' Report are self-explanatory and therefore, do not call for any further explanation.

48. LISTING FEES:

Your Company has paid requisite annual listing fees to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Stock Exchanges where its securities are listed.

49. DEPOSITORY SYSTEM:

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The ISIN Number of your Company for both NSDL and CDSL is INE563J01010.

50. RESEARCH AND DEVELOPMENT:

Your Company continues to focus on Research and Development ("R&D") and firmly believes that productive R&D is a key ingredient for success. Your Company has a state-of-the-art Research & Development (R&D) Center, named "Adi Godrej Center for Chemical Research and Development" in Rabale, Maharashtra. The facility, well-equipped with synthesis lab, formulation lab as well as sophisticated safety infrastructure, will enable your Company to expand offerings in Contract Development & Manufacturing Organization (CDMO) space. The R&D Center will further aid your Company in improving product development, providing access to advanced equipment and facilities, fostering collaboration, and driving innovation. With improved capability to reduce the time-to-market for innovative solutions and provide end-to-end solutions supported by advanced labs and analytical instruments, the R&D Center will also make your Company a partner of choice for innovator companies across the globe. Your Company's substantial investment in a future-ready R&D Center reflects its unwavering commitment towards long-term value creation despite challenges in the short run.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as '**Annexure E**'.

52. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT:

The Company has prepared its Business Responsibility & Sustainability Report ("BRSR") for the Financial Year 2024-25, in accordance with the provisions of Regulation 34(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. SEBI/ HO/CFD/CMD-2/P/CIR/2021/562 dated 10th May, 2021 issued by the Securities and Exchange Board of India (SEBI). The BRSR is prepared in accordance with the 9 (Nine) principles of the 'National Guidelines on Responsible Business Conduct' (NGBRCs) and forms part of this Annual Report.

Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated 12th July, 2023, has introduced BRSR Core for assurance by the listed entities and disclosures and assurance for the value chain of listed entities, as per the BRSR Core. The BRSR Core is a sub-set of the BRSR, consisting of a set of Key Performance Indicators ("KPIs") / metrics under 9 (Nine) Environmental, Social & Governance (ESG) attributes. Keeping in view the relevance to the Indian / emerging market context, few new KPIs have been identified for assurance. The disclosure will be applicable in a phased manner and on the basis of market capitalization of the listed entity.

53. SCHEME OF AMALGAMATION / ARRANGEMENT:

During the Financial Year 2024-25, your Company has not proposed or considered or approved any Scheme of Merger / Amalgamation / Takeover / De-merger / Arrangement with its Members and/or Creditors.

54. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE FINANCIAL YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year 2024-25, there was no application made and proceeding initiated / pending by any Financial and/or Operational Creditors against your Company under the Insolvency and Bankruptcy Code, 2016.

As on the date of this Report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.

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

During the Financial Year 2024-25, the Company has not made any settlement with any bank or financial institution for any loan / facility availed by it or/and still in existence.

56. INTERNAL FINANCIAL CONTROLS:

Your Company is committed to constantly improve the effectiveness of internal financial controls and processes for efficient conduct of its business operations and ensuring security to its assets and timely preparation of reliable financial information. In the opinion of the Board, the internal financial control system of your Company commensurate with the size, scale and complexity of business operations of your Company. The Company has a proper system of internal controls to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. Your Company's Corporate Audit & Assurance team issues well-documented operating procedures and authorities, with adequate in-built controls at the beginning of any activity and during the continuation of the process, if there is a major change. The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

The Statutory Auditors and the Internal Auditors are, *inter alia*, invited to attend the Audit Committee Meetings and present their observations on adequacy of Internal Financial Controls and the steps required to bridge gaps, if any. Accordingly, the Audit Committee makes observations and recommendations to the Board of Directors of your Company.

57. HUMAN RESOURCES:

Your Company continues to have amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees. Your Company drives interventions to enhance the workforce productivity in the business and also makes concrete efforts to improve the employee engagement and connect. Your Company is committed to building and maintaining a safe and healthy workplace. There are several policies formulated for the benefit of employees, which promote gender diversity, equal opportunity, prevention of sexual harassment, safety and health of employees. Your Company constantly makes concerted efforts towards creating learning and development opportunities on a non-discriminatory basis, that continually enhance the employee value in line with the organizational objectives. The total number of permanent employees on the rolls of your Company as on 31st March, 2025 was 555.

58. APPRECIATION:

Your Board of Directors wishes to place on record its sincere appreciation and gratitude for the continued support and co-operation received from the various Central and State Government Departments, organizations and agencies. The Directors also gratefully acknowledge all stakeholders of the Company, viz., Shareholders, customers, dealers, vendors, banks, credit rating agencies and other business partners for the excellent support received from them during the Financial Year 2024-25. Your Directors also express their warm appreciation to all the employees of the Company for their unstinted commitment and continued contribution in the performance of the Company.

59. CAUTIONARY STATEMENT:

The statements in the Board's Report describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed herein. Important factors which could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigations and industrial relations.

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Burjis N. Godrej
Managing Director
(DIN: 08183082)

Balram Singh Yadav
Director
(DIN: 00294803)

Date: 23rd April, 2025
Place: Mumbai

ANNEXURE 'A'

TO THE DIRECTORS' REPORT

FORM NO. AOC-1

For the Financial Year ended 31st March, 2025

Statement containing Salient Features of the Financial Statement of Subsidiaries / Associates / Joint Ventures

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014]

PART A

(Information in respect of each Subsidiary)

(₹ in Lakh)

Sr. No.	Particulars	Names of Subsidiary Companies	
		Behram Chemicals Private Limited (India)	Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Columbia)
1.	Reporting Period	From 1 st April, 2024 upto 31 st March, 2025	From 1 st April, 2024 upto 31 st March, 2025
2.	Reporting Currency and Exchange Rate as on last date of the relevant Financial Year	Indian Rupees	Columbian Peso (Exchange Rate: 0.02034)
3.	Share Capital	60.00	1.00
4.	Reserves and Surplus	84.96	(10.96)
5.	Total Assets	148.80	0.18
6.	Total Liabilities	3.84	8.89
7.	Investments	-	-
8.	Turnover	-	-
9.	Profit Before Taxation	15.84	-
10.	Provision for Taxation	3.99	-
11.	Adjustment of Tax for earlier years	-	-
12.	Profit After Taxation	11.84	-
13.	Other Comprehensive Income	-	-
14.	Total Comprehensive Income	11.84	-
15.	Proposed Dividend	-	-
16.	% Shareholding	65.63%	100.0%

Notes:

1. Names of Subsidiaries which are yet to commence operations:

Comercializadora Agricola Agroastrachem Cia Ltda (Bogota Columbia), is a 100% Subsidiary, which has not commenced its full-fledged operations.

2. Names of Subsidiaries which have been liquidated or sold during the Year:

None of the subsidiaries of the Company have been liquidated or sold during the year under review.

PART B**(Information in respect of Associates and Joint Ventures)****Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:**

Not Applicable since the Company does not have any Associate Companies and Joint Ventures.

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN: L99999MH1994PLC076236)

Burjis N. Godrej
Managing Director
(DIN: 08183082)

Balram Singh Yadav
Director
(DIN: 00294803)

Mugdha Khare
Chief Financial Officer
(ICAI Membership No.: 133002)

Tejashree Pradhan
Company Secretary & Compliance Officer
(ICSI Membership No.: FCS 7167)

Date: 23rd April, 2025
Place: Mumbai

ANNEXURE 'B'

TO THE DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Astec LifeSciences Limited
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East),
Mumbai - 400 079

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Astec LifeSciences Limited [CIN: L99999MH1994PLC076236]** (hereinafter called the "Company") for the audit period from **April 1, 2024 to March 31, 2025** ('the year' / 'audit period' / 'period under review').

We have conducted the Secretarial Audit in a manner that provided us with a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this Report based on:

- (i) our **verification** of the books, papers, minute books, soft copy as provided by the Company and other records maintained by the Company and furnished to us, forms / returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2025 as well as before the issue of this Report,
- (ii) **Compliance Certificates** confirming compliance with all laws applicable to the Company given by Key Managerial Personnel / senior managerial personnel and taken on record by Audit Committee / Board of Directors, and
- (iii) **Representations** made, documents shown, and information provided by the Company, its officers, agents, and authorized representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended March 31, 2025, the Company has:

- (i) Complied with the statutory provisions listed hereunder, and
- (ii) Adhered to Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

The Members are requested to read this Report, along with our letter of even date annexed to this Report as **Annexure - A**.

1. Compliance with specific statutory provisions

We further report that:

1.1. We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the year according to the applicable provisions / clauses of:

- i. The Companies Act, 2013 ("the Act") and the Rules framed thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules framed thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; and
 - e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”).
 - f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Operational Circular bearing no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper.
- vi. Secretarial Standards issued by The Institute of Company Secretaries of India (“Secretarial Standards”) which have been notified under Section 118(10) of the Act and are mandatorily applicable to the Company.
- 1.2. During the period under review, and also considering the compliance related actions taken by the Company after March 31, 2025, but before the date of issue of this Report, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us:
- i. **Complied with** the applicable provisions/clauses of the Act, Rules and SEBI Regulations mentioned under sub-paragraphs (ii), (iii) and (v) of paragraph 1.1 above.
 - ii. **Complied with** the applicable provisions/ clauses of:
 - a) The Act and Rules mentioned under paragraph 1.1 (i); and
 - b) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) mentioned under paragraph 1.1 (vi) above, to the extent applicable to Board Meetings and Committee Meetings held during the review period and the 30th Annual General Meeting (“AGM”) held on July 29, 2024. The compliance of the provisions of the Rules made under the Act [paragraph 1.1(i)] and SS-1 [paragraph 1.1(vi)] with regard to the Board Meetings and Committee Meetings held through video conferencing during the review period were verified based on the Minutes of the Meetings provided by the Company.
- 1.3. We are informed that, during the year, the Company was not required to initiate any compliance related action in respect of the following laws/rules/regulations/standards, and was consequently not required to maintain any books, papers, minute books or other records or file any form/ returns thereunder:
- i. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings;
 - ii. The following Regulations and Guidelines prescribed under the SEBI Act:-
 - a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - b) The Securities and Exchange Board of India (Issue and Listing of Non -Convertible Securities) Regulations, 2021;
 - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018.
- 1.4. Based on the nature of business activities of the Company, the Insecticides Act, 1968 and the Rules framed thereunder are specifically applicable to the Company, which has been duly complied with based on a test check of the records pertaining thereto.

2. Board processes

We further report that:

- 2.1. The Board of Directors and Key Managerial Personnel of the Company as on March 31, 2025, comprised of:
- i. Four Non-Executive Non-Independent Directors - Mr. Nadir B. Godrej (DIN: 00066195), Mr. Balram S. Yadav (DIN: 00294803), Mr. Ashok Hiremath (DIN: 00349345), Mr. Burjis N. Godrej (DIN: 08183082);
 - ii. Four Non-Executive Independent Directors - Mr. Rishinaradamangalam Ramakrishna Govindan (DIN: 02148801), Mr. Nandkumar Dekhne (DIN: 02189370), Dr. Ganpati Dadasaheb Yadav (DIN:02235661) and a Woman Independent Director - Ms. Anjali Rajesh Gupte (DIN: 00104884);
 - iii. Manager – Mr. Arijit Mukherjee, Chief Financial Officer – Ms. Mugdha Amol Khare and Company Secretary – Ms. Tejashree Rohan Pradhan.
- 2.2. The processes relating to the following changes in the composition of the Board of Directors and Key Managerial Personnel during the year were carried out in compliance with the provisions of the Act and LODR.
- i. Cessation of office of Mr. Vijay K. Khot (DIN: 03520249) as a “Non-Executive - Independent Director” of the Company with effect from close of business hours on May 2, 2024.

- ii. Re-appointment of Mr. Ashok V. Hiremath (DIN: 00349345) as a “Non-Executive Non-Independent Director” of the Company, liable to retire by rotation, approved at the 30th Annual General Meeting of the Company held on July 29, 2024.
 - iii. Appointment of Dr. Ganapati Dadasaheb Yadav (DIN: 02235661) as a “Non-Executive and Independent Director” of the Company was approved by the Board of Directors w.e.f. September 17, 2024 upto September 13, 2027, and the same was approved through Postal Ballot on December 14, 2024.
 - iv. Cessation of office of Dr. Brahma Nand Vyas (DIN: 02796071) as a “Non-Executive and Independent Director” of the Company w.e.f. October 4, 2024.
 - v. Cessation of office of Mr. Anurag Roy (DIN: 07444595) as the “Whole -Time Director and Chief Executive Officer” of the Company with effect from closure of business hours on October 25, 2024.
 - vi. Re-appointment of Mr. R. R. Govindan (DIN: 02148801) as a “Non-Executive and Independent Director” of the Company for a second term from January 30, 2025 to August 12, 2029, approved through Postal Ballot on March 15, 2025.
 - vii. Appointment of Mr. Arijit Mukherjee, Chief Operating Officer, as the “Manager” of the Company for a term of 3 (Three) years, from October 26, 2024 upto October 25, 2027, approved through Postal Ballot on December 14, 2024. Subsequently, his resignation was approved with effect from close of business hours on March 31, 2025.
 - viii. Appointment of Mr. Burjis Godrej (DIN: 08183082) as the “Managing Director” of the Company for a term of 5 (five) years from April 1, 2025 upto March 31, 2030 was recommended by the Nomination and Remuneration Committee of the Board of Directors and thereafter the Board approved and recommended the same for approval of the Members.
 - ix. Resignation of Mr. K. Suryanarayan as the “Chief Financial Officer” of the Company with effect from closure of business hours on May 3, 2024.
 - x. Appointment of Ms. Mugdha Amol Khare, as the “Chief Financial Officer” of the Company w.e.f. August 2, 2024.
- 2.3. Adequate notice was given to all Directors of the Company to schedule the Board Meetings (including Committees), Agenda and detailed notes on Agenda were sent at least 7 (seven) days in advance, and where the same were given at shorter notice than 7 (seven) days, more than one Independent Director was present at the Board Meeting as required under Section 173(3) of the Act and Secretarial Standard relating to Board Meetings.
- 2.4. A system exists for Directors to seek and obtain further information and clarifications on the Agenda items before the Meetings and for their meaningful participation at the Meetings.
- 2.5. Decisions at the Meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the Audit Period.

3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

4. Specific event(s)/action(s)

During the year, the following specific events/actions having a major bearing on the Company’s affairs took place, in pursuance of the above referred laws, rules, regulations and standards:

- i. During the year, the Company has allotted 2,165 (Two Thousand One Hundred and Sixty-Five) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) under Employees Stock Option Plan, 2012 (ESOP 2012).
- ii. During the year, the Company issued Commercial Papers (CPs) of face value of ₹ 5,00,000 (Rupees Five Lakh Only) each, amounting to ₹ 775 Crore (Rupees Seven Hundred and Seventy-Five Crore Only). CPs for aggregate value of ₹ 725 Crore (Rupees Seven Hundred and Twenty-Five Crore Only) have been redeemed, leaving outstanding CPs of ₹ 50 Crore (Rupees Fifty Crore Only) The CPs are listed on National Stock Exchange of India Limited.
- iii. The Managing Committee of the Board of Directors of the Company (“the Committee”) has approved on March 27, 2025, the allotment of 4,900 (Four Thousand Nine Hundred) Rated, Listed, Unsecured, Redeemable, Non-Convertible Debentures of face value of ₹ 1,00,000/- (Rupees One Lakh Only) (“NCDs”) bearing ISIN: INE563J08023 on Private Placement basis having each, aggregating to ₹ 49,00,00,000/- (Rupees Forty-Nine Crore Only). The Company redeemed on March 26, 2025, 4900 NCDs bearing ISIN: INE563J08015 with face value of ₹ 1,00,000/- (Rupees One Lakh Only) each, aggregating to ₹ 49,00,00,000/- (Rupees Forty-Nine Crore Only) which were due for redemption/ maturity on August 21, 2026.
- iv. The Company has received letter dated July 23, 2024 from National Stock Exchange of India Limited under Regulation 23(9) of the LODR requesting clarification with respect to disclosure of value of Related Party Transactions approved by the Audit Committee and prior approval of shareholders under Regulation 23(4) of LODR for the material Related Party Transactions entered during the period April 01, 2023 to March 31, 2024.

As per the response of the Company made on August 14, 2024, the value of RPTs approved by the Audit Committee is not mandatorily required to be mentioned. The Company assured that all the Related Party Transactions for the Half Year ended March 31, 2024 were within the limits of omnibus approvals granted by the Audit Committee. The transactions in terms of omnibus approvals so granted had been monitored by the Audit Committee. The Company further responded that in its view, prior approval of the Shareholders under Regulation 23(4) of the LODR, for the material Related Party Transactions was not applicable to the Company.

- v. Approval of Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2024-25, beyond the Materiality threshold as provided in Regulation 23(4) of the LODR has been approved by the members on December 14, 2024 up to an aggregate limit of ₹ 275 Crore (Rupees Two Hundred and Seventy-Five Crore Only).
- vi. A Family Settlement Agreement (FSA) and the Brand & Non-Compete Agreement (hereinafter referred to as “Agreements”) has been executed by Godrej family members on April 30, 2024 wherein the Company is not a party. However, the Company has complied with the applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as a Target Company in terms of the said regulations.
- vii. The Company has received communications from National Stock Exchange of India Limited and BSE Limited dated November 21, 2024 imposing fine of ₹ 2,59,600/- (Rupees Two Lakh Fifty-Nine Thousand Six Hundred Only) each, inclusive of GST, regarding the non-compliance with Regulation 17(1) of the LODR for a specific period. The composition of the Board of Directors of the Company on May 2, 2024 on account of resignation of Mr. Vijay K. Khot, a Non-Executive Independent Director (DIN: 03520249) was 9 (Nine) Directors, out of which 4 (Four) were Independent Directors. However, the Company was required to have at least half of the Board of Directors as Independent Directors, as provided under Regulation 17(1)(b) of the LODR. Subsequently, Dr. Ganapati Dadasaheb Yadav, Non – Executive Independent Director (DIN: 02235661) was appointed with effect from September 17, 2024, i.e. after a period of 3 (three) months of the date of the vacancy. This resulted in a delay in compliance of the Regulation 17(1E) of LODR. The Company has paid the penalty amounts to National Stock Exchange of India Limited and BSE Limited on November 22, 2024 and November 25, 2024 respectively.
- viii. A Commercial Suit No. 0000031/2019 was filed by Nath Biogenes India Limited (“NBIL”) before the Hon’ble District Judge cum Additional Sessions Judge, Aurangabad, against the Company and Mr. Ashok V. Hiremath (Promoter and former Managing Director, now a Non-Executive Director of the Company), claiming damages of approximately ₹65.82 Crore from the Company, in respect of a product supplied by the Company to NBIL, in April 2007. NBIL had alleged that the use of the Company’s product had caused a failure in germination of NBIL’s cotton seeds resulting in losses of approximately ₹65.82 Crore. The aforesaid suit has been dismissed by the Hon’ble Court vide its Order dated June 12, 2024, for want of prosecutorial evidence, as intimated by the Company to the stock exchanges.

For BNP & Associates
Company Secretaries

Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Avinash Bagul
Partner

FCS No: F5578 / CP No: 19862
UDIN: F005578G000178575

Date: April 23, 2025
Place: Mumbai

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

ANNEXURE A TO SECRETARIAL AUDIT REPORT

To,
The Members,
Astec LifeSciences Limited
"Godrej One", 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East),
Mumbai - 400 079.

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

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. While forming an opinion on compliance and issuing this Report, we have also considered compliance related action taken by the Company after March 31, 2025, but before the issue of this report.
4. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
5. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
8. Our 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.

For BNP & Associates
Company Secretaries
Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Avinash Bagul
Partner
FCS No: F5578 / CP No: 19862
UDIN: F005578G000178575

Date: April 23, 2025
Place: Mumbai

ANNEXURE 'C'

TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. Brief Outline on CSR Policy of the Company:

The Company is committed to the Godrej Industries Group's 'Good & Green' vision of creating a more inclusive and greener India. Our strategic Corporate Social Responsibility (CSR) projects, undertaken as part of our overall sustainability framework, actively work towards the Godrej Industries Group's Good & Green goals.

The CSR initiatives of the Company focus on holistic development of host communities and create social, environmental and economic value to the society. In order to pursue these objectives, the Company, as a responsible corporate citizen, constantly endeavours to:

- Uphold and promote the principles of inclusive growth and equitable development;
- Identify and develop project plans based on thorough understanding of the needs and priorities of different communities surrounding its manufacturing locations and measure the effectiveness of projects implemented, in a timely manner;
- Target few crucial areas for conducting CSR activities such as entrepreneurship and employability, livelihoods and income generation, women empowerment, good agricultural practices, waste management, rural development projects, medical aid, conservation of natural resources, disaster relief management, etc.;
- Interact regularly with all stakeholders regarding the CSR initiatives, in order to devise ways and means to continuously enhance their effectiveness.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the Year	Number of Meetings of CSR Committee attended during the Year
1.	Mr. Ashok V. Hiremath	Chairman of the Committee (Non-Executive, Non-Independent Director)	2	2
2.	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)	2	2
3.	Mr. Rishinaradamangalam Ramakrishna Govindan	Member (Non-Executive, Independent Director)	2	2
4.	Dr. Brahma Nand Vyas (*)	Member (Non-Executive, Independent Director)	1	1

(*) Dr. Brahma Nand Vyas resigned as an "Independent Director" of the Company with effect from the close of business hours on 26th October, 2024 and consequently ceased to be a Member of the CSR Committee.

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 weblinks where information pertaining to composition of the CSR Committee, CSR Policy and CSR Projects approved by the Board of Directors are disclosed on the website of the Company are as follows:

For Composition of the CSR Committee: <https://www.godrejastec.com/investors/board-committees>

For CSR Policy: <https://www.godrejastec.com/investors/codes-and-policies>

For CSR Projects approved by the Board of Directors: <https://www.godrejastec.com/investors/annual-reports>, <https://www.godrejastec.com/sustainability/corporate-social-responsibility>

4. **Details of Impact Assessment of CSR Projects carried out in pursuance of Rule 8(3) 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 Rule 7(3) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any:**

Not Applicable

6. **Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹31,87,47,702/-**

7. (a) **Two percent of Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹63,74,952/-**

(b) **Surplus arising out of the CSR Projects or Programmes or Activities of the Previous Financial Years: Not Applicable**

(c) **Amount required to be set off for the Financial Year, if any: Not Applicable**

(d) **Total CSR Obligation for the Financial Year (7a+7b-7c): ₹63,74,952/-**

8. (a) **CSR Amount Spent or Unspent for the Financial Year:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per Section 135(6) of the Companies Act, 2013		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) of the Companies Act, 2013		
	Amount (in ₹)	Date of Transfer	Name of the Fund	Amount (in ₹)	Date of Transfer
63,74,952	N/A	N/A	N/A	N/A	N/A

(b) **Details of CSR Amount spent against Ongoing Projects for the Financial Year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project	Item from the List of Activities in Schedule VII to the Companies Act, 2013	Local Area (Yes / No)	Location of the Project		Project Duration (in months)	Amount allocated for the Project (in ₹)	Amount spent in the current Financial Year (in ₹)	Amount transferred to Unspent CSR Account for the Project as per Section 135(6) of the Companies Act, 2013	Mode of Implementation - Direct (Yes / No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
1	Afforestation - Bamboo Development	iv	No	Maharashtra	Latur	36	62,72,362	62,72,362	0	No	Phoenix Foundation Sanstha	CSR00034514
2	Community Development – School Infrastructure	ii	Yes	Maharashtra	Raigad	12	1,02,590	1,02,590	0	Yes	N/A	N/A
TOTAL							63,74,952	63,74,952	0			

('N/A' denotes 'Not Applicable'.)

(c) Details of CSR Amount spent against other than Ongoing Projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the List of Activities in Schedule VII to the Companies Act, 2013	Local Area (Yes / No)	Location of the Project		Amount spent for the Project (in ₹)	Mode of Implementation – Direct (Yes / No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration Number
	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	TOTAL	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

('N/A' denotes 'Not Applicable'.)

(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):** ₹63,74,952/-**(g) Excess Amount for set off, if any:** Not Applicable

Sr. No.	Particulars	Amount (in ₹)
(i)	Two per cent of Average Net Profit of the Company as per Section 135(5) of the Companies Act, 2013	
(ii)	Total Amount Spent for the Financial Year	
(iii)	Excess Amount Spent for the Financial Year [(ii)-(i)]	Not Applicable
(iv)	Surplus arising out of the CSR Projects or Programmes or Activities of the previous Financial Years, if any	
(v)	Amount available for set-off in succeeding Financial Years [(iii)-(iv)]	

9. (a) Details of Unspent CSR Amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) of the Companies Act, 2013 (in ₹)	Amount spent in the reporting Financial Year 2024-25 (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6) of the Companies Act, 2013, if any			Amount remaining to be spent in succeeding Financial Years (in ₹)
				Name of the Fund	Amount (in ₹)	Date of Transfer	
1.	2023-24	8,01,144	8,01,144		N/A		0
	TOTAL	8,01,144	8,01,144		N/A		0

('N/A' denotes 'Not Applicable'.)

(b) Details of CSR Amount spent in the Financial Year for Ongoing Projects of the Preceding Financial Year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. No.	Project ID	Name of the Project	Financial Year in which the Project was commenced	Project Duration (in months)	Total Amount allocated for the Project Financial Year 2023-24 (in ₹)	Amount spent on the Project in the reporting Financial Year 2023-24 (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the Project – Completed / Ongoing
1.	FY31.03.2023_7	Afforestation (Bamboo Development)	2022-23	36	8,01,144	8,01,144	8,01,144	ongoing

10. In case of creation or acquisition of capital asset, the details relating to the asset so created or acquired through CSR Spend in the Financial Year:

Not Applicable

11. Specify the Reason(s), if the Company has failed to spend two per cent of the Average Net Profit as per Section 135(5) of the Companies Act, 2013:

Not Applicable

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Burjis Godrej
Managing Director
(DIN: 08183082)

Balram Singh Yadav
Director
(DIN: 00294803)

Date: 23rd April, 2025
Place: Mumbai

ANNEXURE 'D'

TO THE DIRECTORS' REPORT

Disclosure of Remuneration of Directors and Key Managerial Personnel as per the provisions of Section 197 of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2024-25

- (i) Percentage Increase in Remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2024-25 and the Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2024-25:

Sr. No.	Name of Director / Key Managerial Personnel (KMP) & Designation	% Increase in Remuneration in the Financial Year 2024-25	Ratio of Remuneration of each Director to Median Remuneration of Employees
1.	Mr. Nadir B. Godrej, Chairman, Non-Executive, Non-Independent Director	-	-
2.	Mr. Anurag Roy, Whole Time Director & Chief Executive Officer (Upto 25 th October, 2024)	(0.51)%	Not Applicable
3.	Mr. Ashok V. Hiremath, Non-Executive, Non-Independent Director	-	-
4.	Mr. Balram Singh Yadav, Non-Executive, Non-Independent Director	-	-
5.	Mr. Burjis Nadir Godrej, Non-Executive, Non-Independent Director ("Managing Director" w.e.f. 1 st April, 2025)	-	-
6.	Dr. Brahma Nand Vyas, Non-Executive, Independent Director (Upto 4 th October, 2024)	-	-
7.	Mr. Vijay Kashinath Khot, Non-Executive, Independent Director (*) (Upto 2 nd May, 2024)	-	-
8.	Mr. R. R. Govindan, Non-Executive, Independent Director	-	-
9.	Mr. Nandkumar Vasant Dhekne Non-Executive, Independent Director	-	-
10.	Ms. Anjali Rajesh Gupte Non-Executive, Independent Director	-	-
11.	Dr. Ganapati Dadasaheb Yadav Non-Executive, Independent Director (W.e.f. 17 th September, 2024)	-	-
12.	Mr. Arijit Mukherjee Chief Operating Officer "Manager" within the meaning of Companies Act, 2013 (W.e.f. 26 th October, 2024 upto 31 st March, 2025)	Not Applicable	Not Applicable
13.	Mr. K. Suryanarayan Chief Financial Officer (upto 3 rd May, 2024)	Not Applicable	Not Applicable
14.	Ms. Mugdha Khare Chief Financial Officer (from 2 nd August, 2024)	Not Applicable	Not Applicable
15.	Ms. Tejashree Pradhan, Company Secretary & Compliance Officer	33.94%	Not Applicable
(ii)	Percentage Increase in the Median Remuneration of Employees during the Financial Year 2024-25	4.98%	
(iii)	Number of Permanent Employees on the rolls of Company as on 31 st March, 2025	597 as on 31 st March, 2025	
(iv)	Average percentile increases 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 Remuneration of Employees during the Financial Year 2024-25 was 6.5% as compared to Average percentile increase in remuneration of Managerial Personnel which was 9% during the previous Financial Year 2023-24.	

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Burjis Godrej
Managing Director
(DIN: 08183082)

Date: 23rd April, 2025
Place: Mumbai

Balram Singh Yadav
Director
(DIN: 00294803)

ANNEXURE 'E'

TO THE DIRECTORS' REPORT

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 forming part of the Directors' Report for the Financial Year ended 31st March, 2025

1. Conservation of Energy:

Your Company has maintained manufacturing units well-equipped with modernized technological installations which meet global quality standards and which are regularly reviewed and recognized by various authorities and customers across the world. Your Company also continues with its focus on environmental sustainability as a responsible corporate citizen and as part of the Godrej Industries Group and continues to stay committed to achieve conservation of energy in each of its areas of operations.

Several measures have been adopted by your Company for continuous monitoring and conservation of energy during the Financial Year 2024-25.

The steps taken by your Company for conservation of energy and the benefits derived therefrom were as follows:

- Rainwater harvesting for water conservation
- Use of auto draft system in new boiler for reduction in coal consumption
- Use of energy efficient technology, increasing renewable energy mix in overall energy and shifting towards clean fuel

The capital investment on energy conservation equipment during the Financial Year 2024-25 was Nil.

2. Technology Absorption:

(i) Methods / Measures adopted / Efforts made & Benefits thereof:

Your Company continues to be a technology-driven organization and has developed core competence in vital areas of process research, process development, analytical development and process engineering. Over the years, it has developed in-house capabilities to design, develop, execute and commission production plants of its own and continuously strives to introduce or implement technological upgradation in several ways. The technologies adopted by the Company are not only energy efficient but also more reliable and meeting the quality expectations of all customers globally, with a view to create customer delight.

(ii) Details of Imported Technology:

Most of the technologies adopted by your Company are developed by in-house Technology transfer and Projects team and the Research and Development (R&D) team. Over past several years, your Company has developed complex chemistries in its laboratory and successfully transferred to manufacturing through dedicated, highly qualified and experienced team of chemists and engineers. Products developed in the laboratory are scaled-up in the pilot plant and learnings are captured before introduction in the manufacturing. Your Company also ensures that detailed chemical reaction hazards and fire and explosion hazards are duly addressed for every product through systematic process risk systems.

Your Company also believes in collaborating with global customers to develop newer technologies for the introduction and supply of new products in shortest duration of time. At various stages, your Company works closely with customers for contract manufacturing. Some processes have been provided by potential customers and those have been suitably absorbed.

(iii) Expenditure on Research and Development (R&D):

Your Company's Expenditure on R&D during the Financial Year 2024-25, in comparison with the figures for the previous Financial Year 2023-24 was as follows:

Particulars	2024-25 (₹ in Lakh)	2023-24 (₹ in Lakh)
Capital	510.45	1,966.78
Recurring*	2,274.59	3,011.39
Total	2,785.04	4,978.17
Total R&D Expenditure as a Percentage of Total Turnover	7.30%	10.88%

(*) Figure is inclusive of depreciation.

3. Foreign Exchange Earnings and Outgo:

Your Company has developed enduring relationships and strategic alliances with large and small companies all over the world, with over two decades of experience in development and production of selected chemicals. Your Company's products are exported to several countries and product registrations are being obtained in various parts of the world.

Your Company's foreign exchange earnings and outgo during the Financial Year 2024-25, in comparison with the figures for the previous Financial Year 2023-24 were as follows:

Sr. No.	Particulars	2024-25 (₹ in Lakh)	2023-24 (₹ in Lakh)
1.	Foreign Exchange Earned	26,799.55	28,967.16
2.	Foreign Exchange Used	13,376.15	20,770.81

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Burjis Godrej
Managing Director
(DIN: 08183082)

Balram Singh Yadav
Director
(DIN: 00294803)

Date: 23rd April, 2025
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

For the Financial Year ended 31st March, 2025

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the Board of Directors of **Astec LifeSciences Limited** (“**the Company**”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year ended 31st March, 2025.

1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Securities and Exchange Board of India (“**SEBI**”) has introduced a Code of Corporate Governance for listed entities, which is implemented through the Listing Regulations. The Listing Regulations are in addition to the provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder, which envisage several requirements with respect to good governance of listed entities in India.

Corporate Governance is integral to the very existence of any company and is a crucial factor in shaping its success and the overall goodwill it enjoys amongst its stakeholders and the public at large. It is a set of systems, procedures and practices essential to ensure that the affairs of the Company are being conducted in a manner which ensures accountability, transparency, disclosure and fairness in all its transactions and operations in the widest sense and meet its stakeholders’ aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organization and the Company is committed to meet the aspirations of all its stakeholders, as a responsible corporate citizen. This spirit is reflected in Shareholder value, governance processes and an entrepreneurial performance focused work environment. The Company’s customers, whether in India or across the globe, have benefited from high quality products delivered by the Company at the most competitive prices. The demands of Corporate Governance require professionals to raise their competency and capability levels to meet the expanding expectations in managing the business and its resources optimally and effectively, while following the highest standards of ethics.

The Company strongly believes that good Corporate Governance leads to consistent corporate growth and long-term gain in Shareholder value. The Company is committed to maintain the highest standards of Corporate Governance in its conduct towards Shareholders, Employees, Customers, Suppliers, Bankers and other stakeholders at large.

The Company has pleasure to report that as on 31st March, 2025, it is in compliance with the requirements of Corporate Governance as prescribed under the Listing Regulations.

2. BOARD OF DIRECTORS:

A. Board Structure:

The Board of Directors is the apex governing body constituted by the Shareholders for overseeing the Company’s overall functioning and is also expected to play a pivotal role in ensuring highest levels of Corporate Governance. The Board provides, monitors and evaluates the Company’s strategic directions, management policies and their effectiveness, and ensures that the Shareholders’ long-term interests are being safeguarded and served in the best possible manner. The Board is also assisted by Senior Management Personnel in overseeing the functional and operational matters of the Company.

The Board of Directors of the Company comprised of 8 (Eight) Directors as on 31st March, 2025, being an optimum mix of Non-Independent and Independent Directors, diverse in terms of qualifications, competencies, professional experience and expertise. The detailed profile of the Directors is available on the Company’s website www.godrejastec.com and available on web-link <https://www.godrejastec.com/know-us/leadership>.

The composition of the Board of Directors as on 31st March, 2025, comprising of 8 (Eight) Directors, is summarized below:

Number of Directors	Designation
1 (One)	Chairman (Non-Executive, Non-Independent Director)
3 (Three)	Non-Executive, Non-Independent Directors
4 (Four)	Non-Executive, Independent Directors [including 1 (One) Woman Director]

B. Inter-se Relationships amongst Directors:

Mr. Burjis Nadir Godrej, who was a Non-Executive Director of the Company throughout the Financial Year 2024-25, is a son of Mr. Nadir Godrej, Chairman & Non-Executive Director of the Company.

It may be noted that the Board of Directors of the Company, based on the recommendation made by the Nomination and Remuneration Committee, at its Meeting held on 28th March, 2025, has approved the appointment of Mr. Burjis Godrej as the “Managing Director” of the Company for a term of 5 (Five) years, with effect from 1st April, 2025 upto 31st March, 2030, subject to approval of the Shareholders.

None of the other Directors is related to any other Director on the Board nor related to the Key Managerial Personnel of the Company in terms of the provisions of the Act and the Rules framed thereunder.

C. Matrix of Skills / Expertise / Competencies for the Board of Directors:

The list of core skills / expertise / competencies for the Board of Directors have been identified by the Nomination and Remuneration Committee and approved by the Board of Directors, in general and also in the context of the Company's business and sector in particular, which is as follows:

Expertise	Description of Skills
Strategy & Business	<ul style="list-style-type: none"> Is or has been the Chief Operating Officer/ Manager (within the meaning of the Companies Act, 2013), or held any other leadership position in an organization, leading to significant experience in strategy or business management Brings ability to identify and assess strategic opportunities and threats in the context of the business
Industry Expertise	<ul style="list-style-type: none"> Expertise with respect to the sector in which the organization operates Has an understanding of the 'big picture' in the given industry Recognizes the development of industry segments, trends, emerging issues and opportunities
Market Expertise	<ul style="list-style-type: none"> Expertise with respect to the geography in which the organization operates Understands the macro-economic environment, the nuances of business, consumers and trade in the geography Has the knowledge of the regulations and legislations of the market(s) in which the business operates
Technology Perspective	<ul style="list-style-type: none"> Expertise with respect to business specific technologies such as in the field of research and development, manufacturing, etc. Has experience and adds perspective on the future ready skills required by the organization such as e-commerce, digitalization, sustainability, etc.
People & Talent Understanding	<ul style="list-style-type: none"> Experience in human resource management which brings in a considered approach to the effective management of people in an organization
Governance, Finance & Risk	<ul style="list-style-type: none"> Understanding of the law and application of Corporate Governance principles in a commercial enterprise of similar scale Capability to provide inputs for strategic financial planning, assess financial statements and oversee budgets for the efficient use of resources Ability to identify key risks for the business in a wide range of areas, including legal and regulatory
Diversity of Perspective	<ul style="list-style-type: none"> Provides a diversity of views to the Board that is valuable to manage the interests of Shareholders, customers, consumers, employees and other key stakeholders

The details of skills / expertise / competence possessed by Directors as on 31st March, 2025 are given below:

Sr. No.	Director	Strategy & Business	Industry Expertise	Market Expertise	Technology Perspective	People & Talent Understanding	Governance, Finance & Risk	Diversity of Perspective
1.	Mr. Nadir B. Godrej	✓	✓	✓	✓		✓	
2.	Mr. Ashok V. Hiremath	✓	✓	✓	✓		✓	
3.	Mr. Balram Singh Yadav	✓	✓	✓		✓	✓	
4.	Mr. Burjis Nadir Godrej	✓	✓	✓	✓		✓	
5.	Mr. R. R. Govindan	✓		✓			✓	✓
6.	Mr. Nandkumar Dhekne	✓	✓		✓			✓
7.	Ms. Anjali Rajesh Gupte	✓				✓	✓	✓
8.	Dr. Ganapati Dadasaheb Yadav	✓	✓		✓		✓	

D. Board Induction and Training:

At the time of appointing a Director, a formal Letter of Appointment is given to him / her, which, *inter alia*, explains the role, functions, duties and responsibilities of a Director of the Company. The Director is also briefed about the compliances required from him / her under the Act and the Listing Regulations and other relevant Regulations and his / her confirmation / affirmation is taken with respect to the same.

E. Familiarization Programmes for Independent Directors:

All Directors, including Non-Executive Directors and Independent Directors, are provided with the necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Periodic detailed presentations are made and in-depth discussions take place at the Meetings of the Board of Directors and of the Committees thereof, on business and performance updates of the Company, business strategy and risks involved. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board of Directors. Visits of Independent Directors to the Company's factory locations or Research & Development (R&D) Centre are also arranged as a part of the familiarization programmes.

The details of familiarization programmes for Independent Directors are hosted on the website of the Company, viz., www.godrejastec.com and available on web link <https://www.godrejastec.com/investors/compliance>.

F. Meetings of the Board of Directors – Procedure & Attendance:

The Board of Directors, *inter alia*, focuses on and oversees strategic planning, risk management, compliance, corporate governance, financial controls, succession planning for Directors, etc., with high standards of ethical conduct and integrity, in order to protect the best interests of all the stakeholders, including Shareholders.

The Board of Directors meets at regular intervals to discuss and decide on business strategies or policies and reviews the financial and operational performance of the Company and its subsidiaries. In case of business exigencies, the Board's approval is taken through Resolutions passed by Circulation, which are then noted at subsequent Board Meetings.

The Agendas for the Meetings of the Board of Directors, along with the relevant supporting documents, are circulated in advance to the Directors as per the provisions of the Act and the Rules framed thereunder and Secretarial Standard – 1 (“**SS-1**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) (which prescribes a set of principles for convening and conducting Meetings of the Board of Directors and matters related thereto) in order to ensure that sufficient time and information is provided to the Directors to prepare for the Meetings. This ensures in-depth discussions and well-informed, timely decisions by the Board.

The Board of Directors meets at least once in a Quarter to, *inter alia*, review, approve and take note of the Quarterly / Half-Yearly / Annual Standalone and Consolidated Financial Results of the Company (along with the Reports of the Statutory Auditors thereon) (as may be applicable), Cost Audit Report, Secretarial Audit Report, annual operating plan and budgets, capital budgets and updates thereon, various compliance report(s) under the applicable laws, major legal issues, regulatory developments, Minutes of the Meetings of the Board of Directors and its Committees and those of its Subsidiary Companies, Significant Transactions entered into with Related Parties and compliances with the Act, the Listing Regulations and other law(s) as may be applicable to the Company and various other matters.

Interested Directors, if any, neither participate in discussions, nor do they vote on such matters at the Meetings of the Board of Directors or of the Committees thereof.

The Meetings of the Board of Directors are usually held at the Registered Office of the Company at “Godrej One”, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079 (Maharashtra). During the Financial Year 2024-25, considering the convenience of all the Directors and Invitees, the Company had facilitated an option of attendance of Directors and invitees at Board Meetings by Video Conferencing.

The Company Secretary & Compliance Officer attends all the Meetings of the Board and is, *inter alia*, responsible for recording the Minutes of such Meetings. The draft Minutes of the Meetings of the Board are sent to the Directors for their comments in accordance with SS-1 and then, the Minutes are entered in the Minutes Book within 30 (Thirty) days of the conclusion of the Meetings, subsequent to incorporation of the comments, if any, received from the Directors.

The Company complies with the applicable provisions of the Act read with the Rules framed thereunder, SS-1 and the Listing Regulations with respect to convening and holding of the Meetings of the Board of Directors and its Committees.

During the Financial Year 2024-25, 5 (Five) Board Meetings were held (on 2nd May, 2024, 29th July, 2024, 25th October, 2024, 27th January, 2025 and 28th March 2025), in compliance with the provisions of SS-1. The maximum time gap between 2 (Two) consecutive Board Meetings held during the said Financial Year was not more than 120 (One Hundred and Twenty) days. The requisite quorum was duly present for all the Meetings.

Details of Composition of the Board of Directors and their Attendance at the Board Meetings held during the Financial Year 2024-25 and at the previous 30th (Thirtieth) Annual General Meeting (“30th AGM”):

Sr. No.	Name of the Director	Nature of Directorship	Appointment / Cessation during the Financial Year 2024-25	No. of Board Meetings attended during the Financial Year 2024-25	Whether attended 30 th AGM held on 29 th July, 2024 (Present / Absent)
1.	Mr. Nadir B. Godrej (DIN: 00066195)	Chairman, Non-Executive, Non-Independent Director	-	5/5	Present
2.	Mr. Ashok V. Hiremath (DIN: 00349345)	Non-Executive, Non-Independent Director (Promoter)	Re-appointed as a Director liable to retire by rotation at the 30 th Annual General Meeting held on 29 th July, 2024	5/5	Present
3.	Mr. Anurag Roy (DIN: 07444595)	Whole Time Director & Chief Executive Officer	Resigned as “Whole Time Director & Chief Executive Officer” of the Company with effect from close of business hours on 25 th October, 2024	3/3	Present
4.	Mr. Balram Singh Yadav (DIN: 00294803)	Non-Executive, Non-Independent Director	-	5/5	Present
5.	Mr. Burjis Nadir Godrej (DIN: 08183082) (*)	Non-Executive, Non-Independent Director	-	5/5	Present
6.	Dr. Brahma Nand Vyas (DIN: 02796071)	Non-Executive, Independent Director	Resigned with effect from close of business hours on 4 th October, 2024	2/2	Present
7.	Mr. Vijay Kashinath Khot (DIN: 03520249)	Non-Executive, Independent Director	Resigned with effect from close of business hours on 2 nd May, 2024	1/1	N/A
8.	Mr. R. R. Govindan (DIN: 02148801)	Non-Executive, Independent Director	-	5/5	Present
9.	Mr. Nandkumar Dhekne (DIN: 02189370)	Non-Executive, Independent Director	-	5/5	Present
10.	Ms. Anjali Rajesh Gupte (DIN: 00104884)	Non-Executive, Independent Woman Director	-	5/5	Present
11.	Dr. Ganapati Dadasaheb Yadav	Non-Executive, Independent Director	Appointed for a term commencing from 17 th September, 2024 upto 13 th September, 2027	3/3	N/A

During the Financial Year 2024-25, Mr. Vijay Kashinath Khot [Director Identification Number (DIN): 03520249] and Dr. Brahma Nand Vyas [Director Identification Number (DIN): 02796071], Independent Directors, have resigned from the directorship of the Company with effect from the close of business hours on 2nd May, 2024 and 4th October, 2024 respectively, due to advancing age. Both the Directors have confirmed that there are no other material reasons for their resignation.

(*) Mr. Burjis Nadir Godrej has been appointed as the “Managing Director” of the Company with effect from 1st April, 2025.

G. Directorships and Committee Positions of Directors:

None of the Directors of the Company is:

- a Director in more than 10 (Ten) public limited companies - As per Section 165 of the Act;
- a Director in more than 7 (Seven) listed companies - As per Regulation 17A of the Listing Regulations;
- an Independent Director in more than 7 (Seven) listed companies or 3 (Three) listed companies (in case he / she serves as a Whole Time Director / Managing Director in any listed company) - As per Regulation 17A of the Listing Regulations;
- a member of more than 10 (Ten) Committees and Chairperson of more than 5 (Five) Committees across all the listed entities in which he / she is a Director – As per Regulation 26 of the Listing Regulations.

The details of outside directorships held by the Directors of the Company, along with the Board / Committee Chairpersonships / Memberships held by them as on 31st March, 2025 are given hereunder:

Sr. No.	Name of the Director	No. of Directorships held as on 31 st March, 2025 (*)	No. of Board Committees of Companies in which a Member / Chairman as on 31 st March, 2025 (^)	Names of Listed Companies in which Directorship is held & Category of Directorship
1.	Mr. Nadir B. Godrej	6	Member in 2 out of which Chairman in 1	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Non-Executive, Non-Independent Chairman) ● Godrej Agrovet Limited (Non-Executive, Non-Independent Chairman) ● Godrej Industries Limited (Managing Director & Chairman) ● Godrej Consumer Products Limited (Non-Executive, Non-Independent Director) ● Godrej Properties Limited (Non-Executive, Non-Independent Director)
2.	Mr. Ashok V. Hiremath	2	Member in 3 out of which Chairman in 1	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Non-Executive, Non-Independent Director) ● Dai-Ichi Karkaria Limited (Independent Director)
3.	Mr. Balram Singh Yadav	6	Member in 6 out of which Chairman in 2	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Non-Executive, Non-Independent Director) ● Godrej Agrovet Limited (Managing Director) ● DAM Capital Advisors Limited (Independent Director)
4.	Mr. Burjis Nadir Godrej	2	Member / Chairman in NIL	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Non-Executive, Non-Independent Director) ● Godrej Agrovet Limited (Executive Director)
5.	Mr. R. R. Govindan	1	Member in 2 out of which Chairman in 1	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Independent Director)
6.	Mr. Nandkumar Dhekne	5	Member in 3 out of which Chairman in NIL	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Independent Director) ● John Cockerill India Limited (Independent Director) ● Elantas Beck India Limited (Independent Director)
7.	Ms. Anjali Rajesh Gupte	2	Member in 3 Chairperson in 2	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Independent Director) ● John Cockerill India Limited (Independent Director)
8.	Dr. Ganapati Dadasaheb Yadav	8	Member in 4 out of which Chairman in NIL	<ul style="list-style-type: none"> ● Astec LifeSciences Limited (Independent Director) ● Godrej Industries Limited (Independent Director) ● Meghmani Organics Limited (Independent Director) ● Bhageria Industries Limited (Independent Director) ● Clean Science and Technology Limited (Independent Director) ● Supriya Lifescience Limited (Independent Director)

(*) Excludes alternate directorship and directorship in foreign companies, private companies and companies governed by Section 8 of the Companies Act, 2013.

([^]) In accordance with Regulation 26 of the Listing Regulations, Membership(s) / Chairmanship(s) of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies (including Astec LifeSciences Limited) have been considered.

H. Directors with Materially Significant Related Party Transactions, Pecuniary or Business Relationship with the Company:

Except for drawing remuneration by the Whole Time Director (upto 25th October, 2024) and payment of Sitting Fees to Independent Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company.

Attention of the Shareholders is drawn to the disclosures of transactions with Related Parties set out in Note No. 51 of the Standalone Financial Statement for the Financial Year ended 31st March, 2025, forming a part of the Annual Report.

In the preparation of the Financial Statements, the Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Financial Statements. Appropriate disclosure as required by the Indian Accounting Standards (Ind-AS 24) has also been made in the Notes to the Financial Statements.

I. Number of Equity Shares held by Directors and Dividend paid during the Financial Year 2024-25:

Sr. No.	Name of Director	No. of Equity Shares held		Dividend paid during the Financial Year 2024-25 (Amount in ₹)
		As on 31 st March, 2024	As on 31 st March, 2025	
1.	Mr. Nadir B. Godrej	0	4,04,782	0.00
2.	Mr. Ashok V. Hiremath	3,90,802	3,90,802	0.00
3.	Mr. Anurag Roy (*)	2,510	4,336	0.00
4.	Mr. Balram Singh Yadav	0	0	0.00
5.	Mr. Burjis Nadir Godrej	0	0	0.00
6.	Dr. Brahma Nand Vyas (\$)	0	0	0.00
7.	Mr. Vijay K. Khot (#)	0	0	0.00
8.	Mr. R. R. Govindan	0	0	0.00
9.	Mr. Nandkumar Dhekne	0	0	0.00
10.	Ms. Anjali Rajesh Gupte	0	0	0.00
11.	Dr. Ganapati Dadasaheb Yadav ([^])	0	0	0.00

(#) Mr. Vijay Kashinath Khot resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024.

(\$) Dr. Brahma Nand Vyas resigned as an "Independent Director" of the Company with effect from close of business hours on 4th October, 2024.

(*) Mr. Anurag Roy resigned as the "Whole Time Director & Chief Executive Officer" of the Company with effect from close of business hours on 25th October, 2024.

([^]) Dr. Ganapati Dadasaheb Yadav has been appointed as an "Independent Director" of the Company for a term commencing from 17th September, 2024 upto 13th September, 2027.

J. Employees Stock Option to Directors:

During the Financial Year 2024-25, the Company has allotted 2,165 (Two Thousand One Hundred and Sixty- Five) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each, ranking pari passu with the existing Equity Shares under the amended Employees Stock Option Plan, 2012 ("amended ESOP 2012").

Further, during the Financial Year under review, the Nomination and Remuneration Committee of the Board of Directors of your Company has granted 831 (Eight Hundred Thirty-One) Options convertible into 831 (Eight Hundred Thirty-One) Equity Shares at an Exercise Price of ₹10/- (Rupees Ten Only) under the amended ESOP 2012.

During the Financial Year under review, no options were granted under the Employees Stock Option Scheme, 2015 (ESOS 2015).

K. Director seeking Re-appointment at the ensuing 31st (Thirty-First) Annual General Meeting:

Mr. Nadir B. Godrej (Non-Executive, Non-Independent Director):

Mr. Nadir B. Godrej, Non-Executive & Non-Independent Director & Chairman of the Company is liable to retire by rotation at the ensuing 31st (Thirty-First) Annual General Meeting, and being eligible, has offered himself for re-appointment.

Brief Profile of Mr. Nadir B. Godrej:

Mr. Nadir B. Godrej is the Chairperson of Godrej Industries Group and the Chairperson and Managing Director of Godrej Industries Limited.

He received a B. S. degree in Chemical Engineering in 1973 from the Massachusetts Institute of Technology, and an M.S. in Chemical Engineering in 1974 from Stanford University. He also earned an MBA from Harvard Business School in 1976. Since 1977, he has been a Director of Godrej Soaps Limited. He has been very active in developing the animal feed, agricultural inputs, and chemicals businesses of Godrej Industries Group. He has also been very active in research and holds several patents in the field of agricultural chemicals and surfactants.

In 2001, Godrej Soaps Limited was renamed as Godrej Industries Limited, and he was appointed as Managing Director. He is also the Chairman of Godrej Agrovet Limited and a Director of Godrej Properties Limited, both subsidiaries of Godrej Industries Group. He serves as a Director of Godrej Consumer Products Limited, Astec LifeSciences Limited and other Godrej Industries Group companies.

He has been active in various industry associations, including CLFMA (Compound Livestock Feed Manufacturers Association of India), ICC (Indian Chemical Council) [erstwhile ICMA (Indian Chemical Manufacturers Association)], OTAI (Oil Technologists' Association of India), and the Alliance Française de Bombay. He is currently the President of the Alliance Française de Bombay. He is on the National Council of CII (Confederation of Indian Industry) and is very active in the Harvard Business School and MIT Alumni Association in India.

The French Government awarded him the Ordre National du Mérite in 2002 and the Légion d'Honneur in 2008. He has also received Lifetime Achievement Awards from OTAI (Oil Technologist Association of India), Chemexcil and the All India Liquid Bulk Importers and Exporters Association (AILBIEA) & from Indian Chemical Council. The Board of Management of Manav Rachna University has unanimously conferred Mr. Godrej an Honorary Degree of Doctor of Philosophy. He has been inducted as a Fellow of the Indian National Academy of Engineering (INAE) and has also received a Doctor of Philosophy in Business Management from XIM University, Bhubaneswar, in recognition of his contribution to industry and society. He was also honoured with a D.Sc. (Honoris Causa) by Institute of Chemical Technology.

Mr. Godrej is deeply committed to the Good and Green strategies and the achievement of set targets for the Godrej Industries Group. He encourages and supports a shared vision value for all programs of Good and Green.

3. COMMITTEES CONSTITUTED BY THE BOARD OF DIRECTORS:

A. Composition of the Committees of the Board of Directors during the Financial Year 2024-25:

Name of Director	Independent / Non-Independent	Position in Committee (whether Chairperson / Member)					
		Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Managing Committee
Mr. Nadir B. Godrej	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ashok V. Hiremath	Non-Independent	Member	Chairman	N.A.	N.A.	Chairman	Member
Mr. Anurag Roy (*)	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	Member
Mr. Balram Singh Yadav	Non-Independent	N.A.	Member	Member	Chairman	Member	Chairman
Mr. Burjis Nadir Godrej	Non-Independent	N.A.	N.A.	N.A.	N.A.	N.A.	Member
Dr. Brahma Nand Vyas (\$)	Independent	Member	Member	N.A.	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot (#)	Independent	Member	N.A.	Member	Member	N.A.	N.A.
Mr. R. R. Govindan	Independent	Chairman	Member	Chairman	Member	Member	N.A.
Mr. Nandkumar Dhekne	Independent	N.A.	N.A.	N.A.	Member	N.A.	N.A.
Ms. Anjali Gupte	Independent	Member	N.A.	Member	N.A.	N.A.	N.A.
Dr. Ganapati Dadasaheb Yadav (^)	Independent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(N.A. indicates not a Member / Chairperson of the Committee.)

(#) Mr. Vijay Kashinath Khot resigned as an “Independent Director” of the Company with effect from the close of the business hours on 2nd May, 2024.

(\$) Dr. Brahma Nand Vyas resigned as an “Independent Director” of the Company with effect from close of business hours on 4th October, 2024.

(*) Mr. Anurag Roy resigned as the “Whole Time Director & Chief Executive Officer” of the Company with effect from close of business hours on 25th October, 2024.

(^) Dr. Ganapati Dadasaheb Yadav has been appointed as an “Independent Director” of the Company for a term commencing from 17th September, 2024 upto 13th September, 2027.

Ms. Tejashree Pradhan, Company Secretary and Compliance Officer is the Secretary to all the Committees of the Board of Directors. She has attended all the Meetings of the Board of Directors and the Committees thereof during the Financial Year 2024-25.

B. Attendance Details of the Meetings of Committees during the Financial Year 2024-25:

Particulars	Audit Committee	Corporate Social Responsibility Committee	Nomination and Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee
Number of Meetings held	4	2	4	1	2
Attendance of Directors:					
Mr. Nadir B. Godrej	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Ashok V. Hiremath	4/4	2/2	N.A.	N.A.	2/2
Mr. Anurag Roy (*)	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Balram Singh Yadav	N.A.	2/2	3/4	1/1	1/2
Mr. Burjis Nadir Godrej	N.A.	N.A.	N.A.	N.A.	N.A.
Dr. Brahma Nand Vyas (\$)	2/2	1/1	N.A.	N.A.	N.A.
Mr. Vijay Kashinath Khot (#)	1/1	N.A.	1/1	N.A.	N.A.
Mr. R. R. Govindan	4/4	2/2	4/4	1/1	2/2
Mr. Nandkumar Dhekne	N.A.	N.A.	N.A.	1/1	N.A.
Ms. Anjali Rajesh Gupte	3/3	N.A.	3/3	N.A.	N.A.
Dr. Ganapati Dadasaheb Yadav (^)	N.A.	N.A.	N.A.	N.A.	N.A.

(N.A. indicates not a Member of the Committee at the time of the Meetings.)

(#) Mr. Vijay Kashinath Khot resigned as an “Independent Director” of the Company with effect from the close of the business hours on 2nd May, 2024.

(\$) Dr. Brahma Nand Vyas resigned as an “Independent Director” of the Company with effect from close of business hours on 4th October, 2024.

(*) Mr. Anurag Roy resigned as the “Whole Time Director & Chief Executive Officer” of the Company with effect from close of business hours on 25th October, 2024.

(^) Dr. Ganapati Dadasaheb Yadav has been appointed as an “Independent Director” of the Company for a term commencing from 17th September, 2024 upto 13th September, 2027.

C. Audit Committee:

Composition of the Audit Committee:

In terms of Regulation 18 of the Listing Regulations and Section 177 of the Act, the Audit Committee comprised of the following 3 (Three) Directors as Members, as on 31st March, 2025:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. R. R. Govindan	Chairman (Non-Executive, Independent Director)
2.	Mr. Ashok V. Hiremath	Member (Non-Executive, Non-Independent Director)
3.	Mr. Vijay Kashinath Khot (*)	Member (Non-Executive, Independent Director) (Upto 2 nd May, 2024)
4.	Dr. Brahma Nand Vyas (*)	Member (Non-Executive, Independent Director) (Upto 4 th October, 2024)
5.	Ms. Anjali Gupte (#)	Member (Non-Executive, Independent Director) (W.e.f. 16 th May, 2024)

(*) *Mr. Vijay Kashinath Khot and Dr. Brahma Nand Vyas who were formerly Members of the Audit Committee, resigned as "Independent Directors" of the Company with effect from the close of the business hours on 2nd May, 2024 and 4th October, 2024 respectively and consequently ceased to be the Members of the Audit Committee during the Financial Year 2024-25.*

(#) *Ms. Anjali Gupte has been appointed as a Member of the Audit Committee w.e.f. 16th May, 2024.*

All the Members of the Audit Committee possess the requisite qualification for appointment as Members of the said Committee and also possess sound knowledge of finance, accounting practices and internal controls.

Terms of Reference of the Audit Committee:

The terms of reference of the Audit Committee are wide and in line with the regulatory requirements mandated by Section 177 of the Act and Part C of Schedule II and other applicable provisions of the Listing Regulations. These terms of reference are as follows:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible;
- (b) To recommend the appointment, remuneration and terms of appointment of the Auditors of the Company, as may be applicable;
- (c) To approve payment to the Statutory Auditors for any other services rendered by the Statutory Auditors;
- (d) To review and monitor the Auditors' independence and performance, and the effectiveness of audit process;
- (e) To examine / review the Financial Statements and the Auditors' Reports thereon with the management, before submission to the Board of Directors for approval, with particular reference to:
 - i. matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - ii. changes, if any, in the accounting policies and practices and reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by the Management;
 - iv. significant adjustments made in the Financial Statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to Financial Statement;
 - vi. disclosure of any Related Party Transactions; and
 - vii. modified opinion(s) in the draft Audit Report;
- (f) To review, with the Management, the quarterly Financial Statements before submission to the Board of Directors for approval;
- (g) To grant approval for or any subsequent modification of transactions of the Company with Related Parties;
- (h) To scrutinize inter-corporate loans, deposits and investments;
- (i) To consider valuation of undertakings or assets of the Company, wherever it is necessary;
- (j) To evaluate internal financial controls and risk management systems;
- (k) To review, with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board of Directors to take up steps in this matter;
- (l) To monitor the end use of funds raised through public offers and related matters;
- (m) To review, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- (n) To review the adequacy of Internal Audit function, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit;
- (o) To discuss with the Internal Auditors on any significant findings and follow-up thereon;
- (p) To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board of Directors;
- (q) To discuss with the Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area(s) of concern;
- (r) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;
- (s) To review the functioning of the Whistle Blower mechanism;

- (t) To approve appointment of Chief Financial Officer, after assessing the qualifications, experience, background, etc. of the candidate;
- (u) To investigate into any of the above matters or matters referred to it by the Board of Directors and for this purpose, to have full access to information contained in the records of the Company and external professional advice, if necessary;
- (v) To mandatorily review the following information:
- i. Management Discussion and Analysis of financial condition and results of operations;
 - ii. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the Management;
 - iii. Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
 - iv. Internal Audit reports relating to internal control weaknesses;
 - v. Review of the appointment, removal and terms of remuneration of the Chief Internal Auditor;
 - vi. Statements of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the Listing Regulations; and
 - Annual statement of funds utilized for purposes other than those stated in the document / prospectus / notice in terms of Regulation 32(7) of the Listing Regulations.
- (w) To review Financial Statements, in particular, the investments made by the Company's unlisted subsidiaries;
- (x) To note report of the Compliance Officer as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (y) To formulate the scope, functioning, periodicity of and methodology for conducting the Internal Audit;
- (z) To review show cause, demand, prosecution notices and penalty notices, which are materially important;
- (aa) To review any material default in financial obligations to and by the Company, or substantial non- payment for goods sold by the Company;
- (bb) To review any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company;
- (cc) To review details of any Joint Venture or Collaboration Agreement;
- (dd) To review sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;
- (ee) To review quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material;
- (ff) To review the utilization of loan(s) and/or advance(s) and/or deposit(s) and/or investment(s) by the Company in the subsidiary exceeding ₹100 Crore (Rupees One Hundred Crore Only) or 10% (Ten per cent) of the asset size of the subsidiary, whichever is lower, including existing loan(s) and/or advance(s) and/or deposit(s) and/or investment(s);
- (gg) To review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a Financial Year and verify that the systems for internal control are adequate and are operating effectively;
- (hh) To make necessary amendments / revisions in the Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions of the Company and the Whistle Blower Policy of the Company, as it may deem fit from time to time;
- (ii) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc. on the Company and its Shareholders;
- (jj) To perform such other functions and duties as may be required to be performed by the Audit Committee under the applicable provisions of the Act and/or the Rules framed thereunder and/or the Listing Regulations, including any amendment(s) thereto, as prevailing from time to time.

Further, in terms of the Companies (Cost Records and Audit) Rules, 2014 read with the Companies (Audit and Auditors) Rules, 2014, the Company maintains cost records in its books of accounts for the Financial Year 2024-25 in respect of its business of manufacturing of agrochemicals. The Cost Audit Report issued by the Cost Auditors of the Company is placed for review by the Audit Committee and the same is recommended to the Board of Directors for its approval every year.

Meetings of the Audit Committee:

There were 4 (Four) Audit Committee Meetings held during the Financial Year 2024-25, viz., on 2nd May, 2024, 29th July, 2024, 25th October, 2024 and 27th January, 2025, at which all the Members were duly present.

The representatives of the Statutory Auditors and the Internal Auditors are invited to attend the Audit Committee Meetings. They have attended all the Meetings during the Financial Year 2024-25 and have shared their observations before the Audit Committee.

The Audit Committee has made recommendations to the Board of Directors at its every Meeting and the Board of Directors has duly noted and accepted the same during the Financial Year 2024-25.

D. Nomination and Remuneration Committee:

Composition of the Nomination and Remuneration Committee:

In terms of Regulation 19 of the Listing Regulations and Section 178 of the Act, the Nomination and Remuneration Committee, as on 31st March, 2025, comprised of the following 3 (Three) Directors as Members:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. R. R. Govindan	Chairman (Non-Executive, Independent Director)
2.	Mr. Vijay Kashinath Khot (*)	Member (Non-Executive, Independent Director) (Upto 2 nd May, 2024)
2.	Ms. Anjali Gupte (#)	Member (Non-Executive, Independent Director) (W.e.f. 16 th May, 2024)
3.	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)

(*) *Mr. Vijay Kashinath Khot who was formerly a Member of the Nomination and Remuneration Committee, resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024 and consequently ceased to be a Member of the Nomination and Remuneration Committee during the Financial Year 2024-25.*

(#) *Ms. Anjali Gupte has been appointed as a Member of the Nomination and Remuneration Committee w.e.f. 16th May, 2024.*

Terms of Reference of the Nomination and Remuneration Committee:

The terms of reference of the Nomination and Remuneration Committee are in conformity with the regulatory requirements mandated by Section 178 of the Act and Part D of Schedule II and other applicable provisions of the Listing Regulations. These terms of reference are as follows:

- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors, a Policy relating to the Appointment and Remuneration of the Directors, Key Managerial Personnel and other Senior Management Personnel;
- To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors in accordance with the Nomination and Remuneration Policy;
- To devise a Policy on Diversity of Board of Directors;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board of Directors, their appointment and / or removal;
- To consider extension or continuation of the term of appointment of the Independent Directors on the basis of the report of performance evaluation of Independent Directors;
- To specify the manner for effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;
- To recommend / review remuneration of the Managing Director(s), Whole Time Director(s) and Executive Director(s) based on their performance and defined assessment criteria;
- To recommend to the Board of Directors, all remuneration, in whatever form, payable to senior management;
- To consider grant of stock options to eligible Directors and employees, to formulate detailed terms and conditions of Employees Stock Option Plan (ESOP) / Employees Stock Option Scheme (ESOS) and to administer and exercise superintendence over ESOP / ESOS;
- To make necessary amendments / revisions in the Nomination and Remuneration Policy of the Company, as it may deem fit from time to time;
- For every appointment of an Independent Director, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, to prepare a description of the role and capabilities required by an Independent Director;

- (l) To carry out any other function as may be mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable.

Meetings of the Nomination and Remuneration Committee:

There were 4 (Four) Meetings of the Nomination and Remuneration Committee held during the Financial Year 2024-25, viz., on 2nd May, 2024, 29th July, 2024, 25th October, 2024 and 27th January, 2025, at which all the Members were duly present except Mr. Balram Singh Yadav, to whom leave of absence was granted at the Meeting held on 25th October, 2024.

Criteria for Performance Evaluation of Independent Directors:

The Nomination and Remuneration Committee has laid down the following criteria for evaluation of performance of the Independent Directors:

1. Attendance and contribution at the Meetings of the Board of Directors and its Committees;
2. Stature, appropriate mix of expertise, skills, behaviour, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align with the Company's values and standards;
3. Knowledge of finance, accounts, legal, investment, marketing, foreign exchange / hedging, internal controls, risk management assessment and mitigation, business operations, processes and Corporate Governance;
4. Ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions;
5. Effective decision-making ability to respond positively and constructively to implement the same in order to encourage more transparency;
6. Open channels of communication with executive management and other colleagues on the Board to maintain high standards of integrity and probity;
7. Recognizing the role which he / she is expected to play, internal Board relationships to make decisions objectively and collectively in the best interest of the Company, to achieve organizational success and harmonizing the Board;
8. Global presence, rational, physical and mental fitness, broader thinking, vision on Corporate Social Responsibility, etc.;
9. Quality of decision-making and inputs on source and procurement of raw materials, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources, etc.;
10. Ability to monitor the performance of the management and satisfy himself / herself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders;
11. Contribution to enhance overall brand image of the Company.

E. Stakeholders' Relationship Committee:

Composition of the Stakeholders' Relationship Committee:

In terms of Regulation 20 of the Listing Regulations and Section 178 of the Act, the Stakeholders' Relationship Committee, as on 31st March, 2025, comprised of the following 3 (Three) Directors as Members:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. Balram Singh Yadav	Chairman (Non-Executive, Non-Independent Director)
2.	Mr. R. R. Govindan	Member (Non-Executive, Independent Director)
3.	Mr. Vijay Kashinath Khot (*)	Member (Non-Executive, Independent Director) (Upto 2 nd May, 2024)
4.	Mr. Nandkumar Dhekne (#)	Member (Non-Executive, Independent Director) (W.e.f. 16 th May, 2024)

(*) Mr. Vijay Kashinath Khot who was formerly a Member of the Stakeholders' Relationship Committee, resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024 and consequently ceased to be a Member of the Stakeholders' Relationship Committee during the Financial Year 2024-25.

(#) Mr. Nandkumar Dhekne has been appointed as a Member of the Stakeholders' Relationship Committee w.e.f. 16th May, 2024.

Ms. Tejashree Pradhan, Company Secretary & Compliance Officer is the Secretary to the Stakeholders' Relationship Committee and has attended the Meeting of the Committee held during the Financial Year 2024-25.

Terms of Reference of the Stakeholders' Relationship Committee:

The terms of reference of the Stakeholders' Relationship Committee are in conformity with the regulatory requirements mandated by Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the Listing Regulations. These terms of reference are as follows:

- (a) To oversee and review all matters connected with transfer of Company's securities;
- (b) To approve issue of duplicate of shares / debentures certificates;
- (c) To oversee the performance of the Company's Registrar and Share Transfer Agent;
- (d) To resolve the grievances of the security holders of the Company, including complaints related to transfer/ transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new / duplicate certificates, General Meetings, etc.;
- (e) To investigate into complaints relating to allotment of shares, approval of transfers or transmission of shares, debentures or any other securities;
- (f) To review the measures taken for effective exercise of voting rights by Shareholders;
- (g) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company;
- (h) To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the security holders of the Company;
- (i) To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable;
- (j) To specifically look into various aspects of interest of Shareholders, debenture-holders and other security holders.

Meetings of the Stakeholders' Relationship Committee:

There was 1 (One) Meeting of the Stakeholders' Relationship Committee held during the Financial Year 2024-25, viz., on 27th January, 2025, at which all the Members of the Committee were present.

The details of Investor Complaints received and resolved during the Financial Year 2024-25 are as follows:

Particulars	No. of Complaints
Complaints outstanding as on 1 st April, 2024	-
(+) Complaints received during the Financial Year ended 31 st March, 2025	-
(-) Complaints resolved during the Financial Year ended 31 st March, 2025	-
Complaints outstanding as on 31 st March, 2025	-

Shareholders' requests received by the Company are pertaining to hard copy of Annual Report and dividend revalidation.

There are no pending share transfers as on 31st March, 2025.

F. Risk Management Committee:

Composition of the Risk Management Committee:

In terms of Regulation 21 of the Listing Regulations, the Risk Management Committee comprised of the following 3 (Three) Members as on 31st March, 2025:

Sr. No.	Name of the Member	Designation & Category
1.	Mr. Ashok V. Hiremath	Chairman (Non-Executive, Non-Independent Director)
2.	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
3.	Mr. R. R. Govindan	Member (Non-Executive, Independent Director)

Terms of Reference of the Risk Management Committee:

The terms of reference of the Risk Management Committee are in conformity with the regulatory requirements mandated by Regulation 21 of the Listing Regulations. These terms of reference are as follows:

- (a) To lay down procedures to inform the Board Members about the risk assessment and minimization procedures;

- (b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (c) To frame, implement, review and monitor the risk management plan for the Company, specifically covering cyber security;
- (d) To make necessary amendments / revisions the risk management plan of the Company, as it may deem fit from time to time;
- (e) To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems;
- (f) To periodically review the Risk Management Policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (g) To keep the Board of Directors informed about the nature and contents of its discussions, recommendations and actions to be taken;
- (h) To review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- (i) To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification(s), amendment(s) or modification(s) as may be applicable or as may be necessary or appropriate for the performance of its duties.

The Board and the senior management are regularly briefed on the risks assessed and the measures adopted by the Company to mitigate the same.

Meetings of the Risk Management Committee:

There were 2 (Two) Meetings of the Risk Management Committee held during the Financial Year 2024-25, viz., on 27th September, 2024 and 24th March, 2025, at which all the Members were duly present except Mr. Balram Singh Yadav, to whom leave of absence was granted at the Meeting held on 27th September, 2024.

G. Corporate Social Responsibility (“CSR”) Committee:

Composition of the CSR Committee:

In terms of Section 135 of the Act, the CSR Committee, as on 31st March, 2025, comprised of the following 3 (Three) Directors as Members:

Sr. No.	Name of the Member	Designation & Category
1	Mr. Ashok V. Hiremath	Chairman (Non-Executive, Non-Independent Director)
2	Mr. Balram Singh Yadav	Member (Non-Executive, Non-Independent Director)
3	Mr. R. R. Govindan	Member (Non-Executive, Independent Director)
4	Dr. Brahma Nand Vyas (*)	Member (Non-Executive, Independent Director) (Upto 4 th October, 2024)

(*) *Dr. Brahma Nand Vyas who was formerly a Member of the CSR Committee, resigned as an “Independent Director” of the Company with effect from the close of the business hours on 4th October, 2024 and consequently ceased to be a Member of the CSR Committee during the Financial Year 2024-25.*

Terms of Reference of the CSR Committee:

The terms of reference of the CSR Committee are in conformity with the regulatory requirements mandated by Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. These terms of reference are as follows:

- (a) To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken;
- (b) To recommend the amount of expenditure to be incurred on the CSR activities;
- (c) To monitor the CSR Policy and its implementation by the Company from time to time;
- (d) To constitute a transparent monitoring mechanism for implementation of CSR projects or programmes or activities undertaken by the Company;
- (e) To review, approve and sign the Annual Report on CSR to be annexed to the Board’s Report; and
- (f) To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Act and the Rules framed thereunder.

Meetings of the CSR Committee:

There were 2 (Two) Meetings of the CSR Committee held during the Financial Year 2024-25, viz., on 2nd May, 2024 and 25th October, 2024.

H. Managing Committee:

Composition of the Managing Committee:

The Managing Committee comprised of the following 3 (Three) Directors as Members as on 31st March 2025:

Sr. No.	Name of the Member	Category
1	Mr. Balram Singh Yadav	Chairman (Non-Executive, Non-Independent Director)
2	Mr. Ashok V. Hiremath	Member (Non-Executive, Non-Independent Director)
3	Mr. Burjis Nadir Godrej	Member (Non-Executive, Non-Independent Director)
4	Mr. Anurag Roy	Member (Whole-Time Director & Chief Executive Officer) (Upto 25 th October, 2024)

Mr. Anurag Roy who was formerly a Member of the Managing Committee, resigned as the “Whole Time Director & Chief Executive Officer” of the Company with effect from close of business hours on 25th October, 2024 and consequently ceased to be a Member of the Managing Committee during the Financial Year 2024-25.

Terms of Reference of the Managing Committee:

The terms of reference of the Managing Committee include handling of various administrative and other matters of the Company, which have been delegated to the Managing Committee by the Board of Directors from time to time.

I. Meeting of Independent Directors:

In compliance with the provisions of Regulation 17 of the Listing Regulations, not less than one-half of the composition of the Board of Directors as on 31st March, 2025 consists of Independent Directors. The following were the changes in the Independent Directors of the Company during the Financial Year 2024-25.

- Mr. Vijay Kashinath Khot resigned as an “Independent Director” of the Company with effect from the close of the business hours on 2nd May, 2024.
- Dr. Brahma Nand Vyasa resigned as an “Independent Director” of the Company with effect from close of business hours on 4th October, 2024.
- Dr. Ganapati Dadasaheb Yadav has been appointed as an “Independent Director” of the Company for a term commencing from 17th September, 2024 upto 13th September, 2027.

The Board of Directors is of the opinion that all the Independent Directors of the Company satisfy the criteria for independence and the conditions specified in the Listing Regulations for appointment as Independent Directors and that they are independent of the Management of the Company.

During the year under review, 1 (One) Meeting of the Independent Directors was held on 2nd May, 2024, at which all the Independent Directors were present.

The Independent Directors, *inter alia*, discussed the following:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board of Directors that is necessary for the Board to effectively and reasonably perform its duties.

All Independent Directors of the Company are provided with the necessary documents, reports and internal policies to enable them to familiarize with the Company’s procedures and practices.

Periodic presentations are made at the Meetings of the Board of Directors and of the Committees thereof, on business and performance updates of the Company, business strategy and risks involved. Quarterly updates on relevant statutory changes covering important applicable laws are discussed at the Meetings of the Board of Directors. Visits of Independent Directors to the Company’s factory locations are also arranged as a part of the familiarization programmes.

The details of familiarization programmes for Independent Directors are hosted on the website of the Company, viz., www.godrejastec.com and available on the web link <https://www.godrejastec.com/investors/compliance>.

4. SENIOR MANAGEMENT PERSONNEL:

The particulars of the Senior Management Personnel of the Company as on 31st March, 2025 are as follows:

Sr. No.	Name	Designation
1.	Mr. Arijit Mukherjee	Chief Operating Officer
2.	Mr. Vivek Thorat	Associate Vice President – Operations / Projects
3.	Mr. Anil Desai	Deputy General Manager – EHS
4.	Mr. Tarun Surya	General Manager – Sales
5.	Ms. Vijayalakshmi Iyer	General Manager – Human Resources
6.	Mr. Pushkar Pendse	Deputy General Manager – Systems
7.	Ms. Mugdha Khare	Chief Financial Officer
8.	Ms. Tejashree Pradhan	Company Secretary & Compliance Officer
9.	Mr. Shekhar Vanage	Manager – Purchase
10.	Mr. Vinay Gupta	Manager – Environment Liasoning & Consents
11.	Mr. Rohan Patil	Manager – Regulatory Affairs
12.	Mr. Ramu Prasad	Manager – Quality Control

The details of the changes in the Senior Management Personnel during the Financial Year 2024-25, are as follows:

- Ms. Neeyati Shah resigned as “General Manager – Human Resources” with effect from close of business hours on 26th April, 2024.
- Mr. K. Suryanarayan resigned as the “Chief Financial Officer” of the Company with effect from close of business hours on 3rd May, 2024.
- Ms. Mugdha Amol Khare was appointed as the “Chief Financial Officer” of the Company with effect from 2nd August, 2024.

5. APPOINTMENT, REMUNERATION & PERFORMANCE EVALUATION OF DIRECTORS:

A. Policy for Selection and Appointment / Re-appointment of Directors:

The Nomination and Remuneration Committee has adopted a Policy which, *inter alia*, deals with the manner of selection or appointment of Directors on the Board, including the Managing Director and the Whole Time Director, if any, and their remuneration. This Policy is available on the website of the Company, viz., www.godrejastec.com and available on web link <https://www.godrejastec.com/investors/codes-and-policies>.

The Nomination and Remuneration Committee is required to ensure that the candidate identified for appointment as a 'Director' is not disqualified for appointment under Section 164 of the Act and the applicable provisions of the Listing Regulations.

The Nomination and Remuneration Committee considers the following attributes / criteria, while recommending to the Board of Directors, the candidature for appointment as a 'Director' and his / her remuneration:

- Qualification, knowledge, skills, expertise and experience possessed by the appointee;
- Personal, professional and business standing of the appointee;
- Capabilities identified by the Company which are possessed by the appointee;
- Diversity of the Board of Directors.

In case of re-appointment of a Director, the Nomination and Remuneration Committee and the Board of Directors also take into consideration the performance evaluation of the Director.

Criteria of Selection of Non-Executive and Independent Directors:

- Non-Executive Directors shall be persons of high integrity, with relevant knowledge, skills, expertise and experience so as to have a diverse Board, with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independence of the Directors vis-à-vis the Company, so as to enable the Board to discharge its functions and duties effectively.

- (c) In particular, an Independent Director shall be a person who shall:
- i. uphold ethical standards of integrity and probity;
 - ii. act objectively and constructively while exercising his / her duties;
 - iii. exercise his / her responsibilities in a bona fide manner in the interest of the Company;
 - iv. devote sufficient time and attention to his / her professional obligations for informed and balanced decision-making;
 - v. not allow any extraneous considerations that will vitiate his / her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision-making;
 - vi. not abuse his / her position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - vii. refrain from any action that would lead to loss of his / her independence;
 - viii. where circumstances arise, which make an Independent Director lose his / her independence, the Independent Director must immediately inform the Board accordingly;
 - ix. assist the Company in implementing the best Corporate Governance practices.

Criteria for Selection of Managing Director / Executive Director / Whole Time Director:

For the purpose of selection of the Managing Director or Executive Director or Whole Time Director (as the case may be), the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant qualifications, knowledge, skills, expertise, experience and leadership qualities required for the position and shall take into consideration the recommendation(s), if any, received from any Member of the Board of Directors. The Committee shall also ensure that the appointee fulfils such other criteria with regard to age and other qualifications as laid down under the Act or the Listing Regulations or any other applicable laws.

B. Remuneration of Directors and Senior Management Personnel:

Policy for Determining Remuneration of Managing Director / Executive Director / Whole Time Director:

The remuneration to Mr. Anurag Roy, former Whole Time Director & Chief Executive Officer (upto 25th October, 2024) comprises of a fixed salary and other perquisites, allowances, contribution to Provident Fund, Performance Linked Variable Remuneration, employee stock options / grants, Long Term Incentives etc. which were paid / allowed as per the Company's rules and policies prevailing from time to time. The remuneration paid is subject to tax as per the applicable Income Tax laws.

At the time of appointment or re-appointment, a Whole Time Director is paid such remuneration as may mutually be agreed between the Company (which includes the Nomination and Remuneration Committee and / or the Board of Directors) and the Whole Time Director, subject to the overall provisions of the Act and / or the Rules framed thereunder.

In determining the remuneration, the Nomination and Remuneration Committee shall ensure / consider the following points:

- (a) Qualification, knowledge, skills, expertise and experience possessed by the appointee;
- (b) Clarity in the relationship between remuneration and performance benchmarks;
- (c) Balance between fixed and incentive pay, reflecting short term and long-term performance objectives, appropriate to the working of the Company and its goals;
- (d) Responsibility required to be shouldered by the appointee, the industry benchmarks and the current trends.

Policy for Determining Remuneration of Non-Executive Directors:

Non-Executive, Independent Directors are entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof, of such sums as may be approved by the Board of Directors, within the overall limits prescribed under the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Non-Executive Directors shall also be allowed reimbursement of expenses for participation in the Meetings of the Board of Directors and Committees thereof.

Further, the Nomination and Remuneration Committee may recommend to the Board of Directors, payment of commission to Directors, to reinforce the principles of collective responsibility of the Board. In determining the quantum of commission, if recommended, the Committee shall take into consideration, the overall performance of the Company and the onerous responsibilities required to be shouldered by the Directors.

Policy for Determining Remuneration of Senior Management Personnel:

In determining the remuneration of the Senior Management Personnel (i.e., the Key Managerial Personnel and other senior management employees), the Nomination and Remuneration Committee shall ensure / consider the following:

- (a) Qualifications, knowledge, skills, expertise and experience possessed by the Senior Management Personnel;
- (b) Clarity in the relationship between remuneration and performance benchmarks;
- (c) Balance between fixed and incentive pay, reflecting short term and long term performance objectives, appropriate to the working of the Company and its goals;
- (d) Division of remuneration between two components, viz., fixed component comprising of salaries, perquisites and retirement benefits and variable component comprising of performance bonus, employee stock options or grants and long term incentives;
- (e) Remuneration and annual increment to be decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individual's performance, industry benchmark and current compensation trends in the market.

The Whole Time Director & Chief Executive Officer shall ensure that an individual performance review of the Senior Management Personnel is carried out, based on the standard appraisal matrix and shall take into account, the appraisal score and other factors mentioned hereinabove, whilst recommending the annual increment and performance incentive or any long-term incentive to the Nomination and Remuneration Committee for its review and approval.

C. Remuneration of Whole Time Director & Non-Executive Directors during the Financial Year 2024-25:**Remuneration paid to Mr. Anurag Roy, former Whole Time Director & Chief Executive Officer (upto 25th October, 2024):**

Name of the Director	Gross Earnings (Amount in ₹)	Perquisites (Amount in ₹)	Employee Stock Options (Amount in ₹)	Total (Amount in ₹)
Mr. Anurag Roy, Whole Time Director & Chief Executive Officer (*)	1,42,36,521	18,377	21,78,064	1,64,32,962

(*) Mr. Anurag Roy resigned as the "Whole Time Director & Chief Executive Officer" of the Company with effect from close of business hours on 25th October, 2024.

Remuneration paid to Independent Directors:

All Independent Directors were paid sitting fees for attending the Meetings of the Board of Directors and Committees thereof during the Financial Year 2024-25, as follows:

Sr. No.	Name of the Independent Director	Sitting Fees (Amount in ₹)
1.	Mr. R. R. Govindan	11,50,000
2.	Mr. Vijay Kashinath Khot (#)	2,00,000
3.	Dr. Brahma Nand Vyas (\$)	3,50,000
4.	Mr. Nandkumar Dhekne	5,50,000
5.	Ms. Anjali Rajesh Gupte	8,00,000
6.	Dr. Ganapati Dadasaheb Yadav (^)	3,00,000
TOTAL		33,50,000

(#) Mr. Vijay Kashinath Khot resigned as an "Independent Director" of the Company with effect from the close of the business hours on 2nd May, 2024.

(\$) Dr. Brahma Nand Vyas resigned as an "Independent Director" of the Company with effect from close of business hours on 4th October, 2024.

(^) Dr. Ganapati Dadasaheb Yadav has been appointed as an "Independent Director" of the Company for a term commencing from 17th September, 2024 upto 13th September, 2027.

No Commission was paid to Directors during the Financial Year 2024-25.

6. GENERAL MEETINGS & POSTAL BALLOT:

A. Details of Preceding 3 (Three) Annual General Meetings (AGMs):

The date, time and venue of Annual General Meetings held during the preceding 3 (Three) Financial Years and the Special Resolution(s) passed thereat are as follows:

Financial Year	Venue	Date & Day	Time	Special Resolutions passed
2021-22	Through Video Conferencing (VC)	25 th July, 2022 (Monday)	4.00 p.m. (IST)	Approval for Increase in Remuneration of Mr. Anurag Roy, (former) Whole Time Director & Chief Executive Officer
2022-23	Through Video Conferencing (VC)	27 th July, 2023 (Thursday)	4.00 p.m. (IST)	-
2023-24	Through Video Conferencing (VC)	29 th July, 2024 (Monday)	4.00 p.m. (IST)	-

B. Details of Special Resolutions passed at the Extra-Ordinary General Meetings (EGM) in the Preceding 3 (Three) Financial Years:

No Extra-Ordinary General Meetings were held during the preceding 3 (Three) Financial Years.

C. Postal Ballot & Procedure thereof:

During the Financial Year 2024-25, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, Resolutions were passed by Shareholders by way of Postal Ballot as follows:

- On 14th December, 2024 through Postal Ballot, the results of which were declared on 14th December, 2024;
- On 15th March, 2025 through Postal Ballot, the results of which were declared on 15th March, 2025.

The Notice of Postal Ballot(s) were sent by e-mail to all the Shareholders having their e-mail addresses registered and notice thereof was duly published in the newspapers. The Notice of Postal Ballot was also made available on the websites of the Company, the Stock Exchanges where the Equity Shares of the Company are listed (viz., National Stock Exchange of India Limited and BSE Limited) and National Securities Depository Limited ("NSDL"). E-voting facility was provided through NSDL to the eligible Shareholders, in order to enable them to cast their votes electronically.

Mr. Vikas R. Chomal, Practicing Company Secretary (Certificate of Practice No. 12133), was appointed as the 'Scrutinizer' for the Postal Ballots, who submitted his report. The details of the Postal Ballot results are given below:

Date of Passing of Resolution	Date of Announcement of Result	Type of Resolution	Item	Total No. of Votes polled	% of Votes in Favour	% of Votes Against
14 th December, 2024	14 th December, 2024	Special Resolution	Appointment of Dr. Ganapati Dadasaheb Yadav as an "Independent Director" of the Company	1,42,40,247	96.71%	3.29%
		Special Resolution	Appointment of Mr. Arijit Mukherjee, Chief Operating Officer, as the "Manager" of the Company (within the meaning of the Companies Act, 2013)	1,42,40,247	100%	0.00%
		Ordinary Resolution	Approval of Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2024-25, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	11,50,391	99.95%	0.05%

Date of Passing of Resolution	Date of Announcement of Result	Type of Resolution	Item	Total No. of Votes polled	% of Votes in Favour	% of Votes Against
		Ordinary Resolution	Ratification of the Remuneration of Tapan Gaitonde & Co., Cost & Management Accountants, as the "Cost Auditors" of the Company for the Financial Year 2024-25	1,42,40,247	100%	0.00%
15 th March, 2025	15 th March, 2025	Special Resolution	Re-appointment of Mr. Rishinaradamangalam Ramakrishna Govindan as an "Independent Director" of the Company	1,49,03,023	99.99%	0.001%

The procedure which is adopted by the Company whenever such resolutions are passed by Postal Ballot is as follows:

- The Board of Directors, at its Meeting, approves the items to be placed for approval of the Shareholders through Postal Ballot and the draft of the Postal Ballot Notice and also authorizes any of the Directors and the Company Secretary to be responsible for the conduct of the entire process of Postal Ballot. A professional such as a Company Secretary in practice, who is not in employment of the Company, is appointed as the "Scrutinizer" for the Postal Ballot process.
- Notice of Postal Ballot is sent to the Shareholders. An advertisement is published in a national newspaper and a vernacular newspaper about the dispatch of Notice of Postal Ballot. The Notice of Postal Ballot is also filed with the Stock Exchanges and hosted on the Company's website (www.godrejastec.com).
- E-voting facility is offered to eligible Shareholders to enable them to cast their votes electronically. Members who may not be able to access e-voting facility are allowed to cast their votes by physical Postal Ballot.
- Upon completion of voting, the Scrutinizer gives his / her report and the results of the Postal Ballot are announced. The results are intimated to the Stock Exchanges where the Equity Shares of the Company are listed and are hosted on the Company's website (www.godrejastec.com).

7. DISCLOSURES:

A. Material Related Party Transactions:

All transactions entered into with Related Parties as defined under the Act and the Listing Regulations during the Financial Year 2024-25 were in the ordinary course of business, at arm's length price and intended to further the Company's interests.

In the preparation of the Financial Statements, the Company has adopted accounting policies which are in line with the Indian Accounting Standards notified under Section 133 of the Act, read together with the Companies (Indian Accounting Standards) Rules, 2015. The significant accounting policies, which are consistently applied, have been set out in the Notes to the Financial Statements. Suitable disclosure as required by the Indian Accounting Standards (Ind-AS 24) has been made in the Notes to the Financial Statements. Attention of the Shareholders is drawn to the disclosure of Related Party Transactions set out in Note No. 51 of the Standalone Financial Statements, forming a part of the Annual Report.

None of the transactions with any of the Related Parties during the Financial Year 2024-25 were in conflict with the interests of the Company.

The Company's major Related Party Transactions are with Godrej Agrovet Limited, its Promoter and Holding Company. The Related Party Transactions are entered into based on considerations of various business exigencies, such as synergy in operations and the Company's long term strategy. The Shareholders of the Company, vide Ordinary Resolution passed through Postal Ballot on 14th December, 2024 (whose results were declared on the same day), duly granted approval for Related Party Transactions entered into or to be entered into with Godrej Agrovet Limited (Holding Company) during the Financial Year 2024-25, beyond the Materiality threshold as provided in Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except for drawing remuneration by Mr. Anurag Roy, former Whole Time Director (upto 25th October, 2024) and payment of sitting fees to Independent Directors, none of the Directors have any other material significant Related Party Transactions, pecuniary or business relationship with the Company during the Financial Year 2024-25.

The Company has formulated a Policy on Materiality and Dealing with Related Party Transactions which specifies the manner of dealing with Related Party Transactions. This Policy has been put up on the website of the Company, viz., www.godrejastec.com and available on web link <https://www.godrejastec.com/investors/codes-and-policies>.

B. Vigil Mechanism / Whistle Blower Policy:

The Company promotes and creates a conducive environment and culture for ethical and legally compliant behavior in all its business activities and operations and has put in place a proper mechanism for prompt reporting of any illegal, unethical behavior and actual or suspected fraud(s) or violation(s) of the Company's Code of Conduct.

The Company has a Vigil Mechanism / Whistle Blower Policy in place, wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to the Whistle Blowing Officer of the Company. The employees of the Company do have access to the Audit Committee of the Company in the matters of Whistle Blower or Vigil Mechanism. The confidentiality of the reported violations, if any, is maintained and due care is taken to ensure that the employees reporting violations are not subjected to any discriminatory practice.

Vigil Mechanism / Whistle Blower Policy is posted on the website of the Company, viz., www.godrejastec.com and available on web link <https://www.godrejastec.com/investors/codes-and-policies>.

C. Policy for Prevention of Sexual Harassment at Workplace:

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without any fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited. The Company has constituted an Internal Complaints Committee ("ICC") pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act"). While the said Act is applicable only to the women employees, the Company's Policy covers all employees.

The details of complaints received and resolved by the ICC during the Financial Year 2024-25 are as follows:

Particulars	No. of Complaints
Complaints outstanding as on 1 st April, 2024	0
(+) Complaints received during the Financial Year 2024-25	1
(-) Complaints resolved during the Financial Year 2024-25	1
Complaints outstanding as on 31 st March, 2025	0

The Company has complied with the applicable provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

D. Details of Non-Compliance on Matters related to Capital Markets:

There has not been any non-compliance by the Company for which penalties or strictures were imposed on the Company by the Stock Exchange(s) or the Securities and Exchange Board of India (SEBI) or any statutory authority, on any matter related to capital markets, during the preceding 3 (Three) Financial Years, except in the matter of delayed compliance with Regulation 17(1)(b) of the Listing Regulations as stated hereinbelow.

Mr. Vijay K. Khot resigned as an "Independent Director" of the Company with effect from the close of business hours on 2nd May, 2024, on account of advancing age. Consequent to the said resignation, the composition of the Board of Directors of the Company was 9 (Nine) Directors, out of which 4 (Four) were Independent Directors. Dr. Ganapati Dadasaheb Yadav was appointed as an "Independent Director" with effect from September 17, 2024, i.e., after a period of 3 (Three) months from the date of the vacancy of Independent Director. Subsequent to the appointment of Dr. Ganapati Dadasaheb Yadav, the composition of the Board of Directors and its Committees is in compliance with Regulation 17(1)(b) and other applicable Regulations of the Listing Regulations. In the matter, National Stock Exchange of India Limited and BSE Limited imposed a penalty of ₹2,59,600/- each on the Company, which has been duly paid by the Company.

E. Details of Utilization of Funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the Financial Year 2024-25, the Company has not raised funds through any kind of issue (public issue, rights issue, preferential issue, etc.).

F. Certificate from a 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 of Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such Statutory Authority:

Pursuant to the provisions of Regulation 34(3) read with Schedule V to the Listing Regulations, the Company has obtained a Certificate from Mr. Vikas R. Chomal, a Company Secretary in Practice certifying that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or by the Ministry of Corporate Affairs (MCA) or by any such statutory authority. The said Certificate is annexed to this Corporate Governance Report.

G. Disclosure about Instances where the Board of Directors had not accepted any Recommendation of any Committee of the Board which is mandatorily required, during the Financial Year 2024-25:

During the Financial Year 2024-25, there were no instances reported / recorded, where the Board of Directors of the Company did not accept any recommendation(s) of any of its Committees.

H. Total Fees for all Services paid by the Company and its Subsidiaries, on a Consolidated basis, to the Statutory Auditors and all Entities in the Network Firm / Network Entity of which the Statutory Auditors are a part:

The Company has made the following payments to M/s. B S R and Co. LLP, Chartered Accountants, the Statutory Auditors of the Company during the Financial Year 2024-25:

Nature of Fees / Payment	Amount in ₹
Audit Fees	19,08,000
Certification Fees	1,86,500
Reimbursement of Expenses	1,43,417
TOTAL	22,37,917

Behram Chemicals Private Limited, a Subsidiary of the Company, has made payment of ₹29,500/- (Rupees Twenty-Nine Thousand Five Hundred Only) towards Audit Fees to M/s. Shah and Kathariya, Chartered Accountants, its Statutory Auditors, during the Financial Year 2024-25.

I. Disclosure by the Company and its Subsidiaries of Loans and Advances in the nature of Loans to Firms / Companies in which Directors are Interested:

During the Financial Year 2024-25, neither the Company nor its Subsidiaries have given any loans and advances which are in the nature of loans, to any firms / companies in which Directors are interested.

J. Disclosure of Commodity Price Risk / Foreign Exchange Risk and Hedging Activities:

During the Financial Year 2024-25, the Company has managed Foreign Exchange Risk and hedged to the extent considered necessary. Net open exposures are reviewed regularly and covered through Forward Contracts. The details of Foreign Currency Exposure are disclosed in Note No. 40 to the Standalone Financial Statements. Further, raw material price risk is one of the risks for the Company. The Company has a framework and governance mechanism in place to ensure that the Company is adequately protected from market volatility in terms of raw material price and availability. The Company does not enter into any derivative instruments for speculative purposes.

K. Risk Management:

The Company considers ongoing risk management to be a core component of the management and functioning of the Company and understands that the Company's ability to identify and address risks is crucial to achieving its corporate objectives. The Company has, therefore, developed and implemented a Risk Management Policy, which is hosted on the Company's website at the weblink <https://www.godrejastec.com/investors/codes-and-policies>.

The Company has formulated a series of processes, structures and guidelines which assist the Company to continuously identify, assess, monitor and manage its business risks. In order to achieve this objective, the Company has clearly defined responsibility and authority of the Company's Board of Directors and of its Risk Management Committee, to oversee and manage the risk management programme, while conferring responsibility and authority on the Company's senior management, to develop and maintain the risk management programme in light of the day-to-day emerging needs of the Company. All key functions and divisions are also independently responsible to monitor risks associated within their respective areas of operations such as production, insurance, legal and other issues like health, safety and environment. Regular communication and review of risk management practices provides the Company with important checks and balances to ensure the efficacy of its risk management.

The Risk Management Committee meets at regular intervals, to ensure that appropriate methodologies, processes and systems are in place to monitor and evaluate risks associated with the business of the Company and also to monitor and oversee the implementation of the Risk Management Policy.

The Board of Directors of the Company is of the opinion that, at present, there are no elements of risks which may threaten the existence of the Company.

L. Code of Conduct:

The Code of Conduct for the Board of Directors and the Senior Management Personnel has been disclosed on the website of the Company, viz., www.godrejastec.com. The web link to access the Code of Conduct is <https://www.godrejastec.com/investors/codes-and-policies>. The declaration by Mr. Burjis Godrej, Managing Director stating that all the Board Members and Senior Management Personnel have affirmed their compliance with the laid down Code of Conduct for the Financial Year ended 31st March, 2025, is annexed to this Corporate Governance Report.

M. Disclosures by the Management to the Board of Directors:

The Company had received disclosures from the Senior Management Personnel stating that none of them had any personal interest in any of the financial and commercial transactions entered into by the Company during the Financial Year 2024-25.

N. Public, Rights and Other Issues:

There were no Public, Rights and other issues during the Financial Year 2024-25, except allotment of 2,165 (Two Thousand One Hundred and Sixty- Five) Equity Shares of Face Value of ₹10/- (Rupees Ten Only) each, ranking pari passu with the existing Equity Shares, pursuant to exercise of Options at an exercise price of ₹10/- (Rupees Ten Only) each under amended Employees Stock Option Plan, 2012 (“amended ESOP 2012”).

O. CEO and CFO Certification:

Mr. Burjis Godrej, Managing Director and Ms. Mugdha Khare, Chief Financial Officer, have issued the Certificate in accordance with Regulation 17(8) of the Listing Regulations with regard to Quarterly and Annual Financial Statements for the Financial Year ended 31st March, 2025.

P. Management Discussion & Analysis Report:

The Management Discussion & Analysis Report for the Financial Year 2024-25 forms a part of the Annual Report.

Q. Disclosure of Accounting Treatment in the Preparation of Financial Statements:

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Indian Accounting Standards (Ind-AS) specified under Section 133 of the Act.

R. Compliance Certificate on Corporate Governance:

As per Regulation 34 of the Listing Regulations, the Certificate issued by M/s. BNP & Associates, Company Secretaries, Mumbai (who are also the Secretarial Auditors of the Company), regarding compliance with the conditions of Corporate Governance for the Financial Year 2024-25 is annexed to this Corporate Governance Report.

S. Shareholders & Means of Communication:

All vital information relating to the Company and its performance, including Quarterly and Annual Financial Results, official press releases, etc. are hosted on the website of the Company, viz., www.godrejastec.com.

The Quarterly and Annual Financial Results of the Company’s performance are published in English daily newspaper ‘Business Standard’ and regional language daily newspaper ‘Mumbai Lakshadep’. The Financial Results of the Company are also available on the websites of BSE Limited and National Stock Exchange of India Limited, viz., www.bseindia.com and www.nseindia.com, respectively, being the Stock Exchanges where the Equity Shares of the Company are listed.

The Company files electronically the Quarterly and Annual Financial Results, Corporate Governance Report, Shareholding Pattern, Integrated filing (since introduced), etc. through BSE Listing Centre and NSE Electronic Application Processing System (NEAPS).

During the Financial Year 2024-25, the Financial Results of the Company were announced as under:

Quarter	Date of Announcement on the Stock Exchanges	Date of Newspaper Publication
First Quarter	29 th July, 2024	30 th July, 2024
Half Year	25 th October, 2024	26 th October, 2024
Third Quarter	27 th January, 2025	28 th January, 2025
Annual	23 rd April, 2025	24 th April, 2025

8. GENERAL SHAREHOLDER INFORMATION:

i. Registered Office:

“Godrej One”, 3rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India

ii. 31st (Thirty First) Annual General Meeting:

Date	Day	Time	Venue
28 th July, 2025	Monday	4.00 p.m. (IST)	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

iii. Financial Year:

Financial Year: From 1st April to 31st March

iv. Book Closure Dates:

The Book Closure Dates are as under:

From Wednesday, 23rd July, 2025 to Sunday, 27th July, 2025 (both days inclusive)

v. Corporate Identification Number (CIN):

The Company's CIN, allotted by the Ministry of Corporate Affairs is L99999MH1994PLC076236. The Company is registered with the Registrar of Companies (ROC) - Mumbai in the State of Maharashtra, India.

vi. Listing Information and Payment of Listing Fees:

The Company's Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

Name of Stock Exchange	Scrip Code / Symbol
BSE Limited (BSE)	533138
P. J. Towers, Dalal Street, Fort, Mumbai – 400 001, Maharashtra, India	
National Stock Exchange of India Limited (NSE)	ASTEC
Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India	

The Company has duly paid the Annual Listing Fees to BSE and NSE.

vii. Payment of Depository Fees:

The ISIN Number of the Company for Equity Shares of the Company for both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is INE563J01010.

Annual Custody / Issuer Fees for the Financial Year 2024-25 have been paid by the Company to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

viii. Distribution of Shareholding:**Distribution of Shareholding by Size as on 31st March, 2025:**

Distribution of Shareholding (No. of Shares held)	Number of Shareholders	Percentage to the Total Number of Shareholders	Paid-up Share Capital held (In ₹)	Shareholding %
1 - 5000	18,116	94.86	1,05,36,840	5.37
5001 - 10000	476	2.49	37,32,060	1.90
10001 - 20000	239	1.25	35,85,380	1.82
20001 - 30000	74	0.38	18,60,560	0.94
30001 - 40000	39	0.20	13,89,370	0.71
40001 - 50000	36	0.18	16,55,960	0.84
50001 - 100000	50	0.26	38,37,730	1.95
100001 and above	66	0.34	16,95,15,810	86.43
TOTAL	19,096	100.00	19,61,13,710	100.00

Distribution of Shareholding by Ownership as on 31st March, 2025:

Category (as being reported to Stock Exchanges)	No. of Equity Shares	% of Shareholding
Promoter & Promoter Group		
Godrej Agrovet Limited (Body Corporate Promoter & Holding Company)	1,26,99,054	64.75
Mr. Ashok V. Hiremath (Individual Promoter)	3,90,802	1.99
Mr. Nadir B. Godrej (Individual – Member of Promoter Group)	4,04,782	2.06
Ms. Nisaba Godrej (Individual – Member of Promoter Group)	1,34,954	0.68
Mr. Pirojsha Adi Godrej (Individual – Member of Promoter Group)	1,34,873	0.68
Ms. Tanya Dubash (Individual – Member of Promoter Group)	1,34,954	0.68
Institutions		
Mutual Funds	7,77,566	3.96
Financial Institutions / Banks	300	0.00
Alternate Investment Funds	73,944	0.38
Foreign Portfolio Investors	48,290	0.25
Others		
Corporate Bodies	4,35,727	2.22
Hindu Undivided Family (HUF)	2,57,544	1.31
Resident Individuals	38,48,380	19.62
Non-Resident Indians	2,40,949	1.23
Clearing Members	16,567	0.08
Trusts	10	0.00
Government Company (IEPF)	12,675	0.06
Proprietary Firm	-	-
Other Directors	-	-
TOTAL	1,96,11,371	100.00

Note: The details given above are as per Benpos received from Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company as on 31st March, 2025.

ix. Shares held in Physical & Dematerialized Form:

As on 31st March, 2025, the break-up of Paid-up Equity Share Capital of the Company held in dematerialized or physical form (as per Benpos received from Bigshare Services Private Limited, Registrar and Share Transfer Agent) is as under:

Mode	No. of Equity Shares	Percentage
Demat shares with National Securities Depository Limited (NSDL)	1,80,75,346	92.17%
Demat shares with Central Depository Services (India) Limited (CDSL)	15,36,020	7.83
Shares held in Physical mode	5	0.00%
TOTAL	1,96,11,371	100%

x. Liquidity:

Higher trading activity is witnessed on National Stock Exchange of India Limited (NSE).

The relevant data for the daily turnover on Stock Exchanges for the Financial Year 2024-25 is given below:

Particulars	BSE	NSE	Total
Equity Shares (Nos.)	8,56,380	1,28,18,261	1,36,74,641
Value (₹ in Lakh)	9,676	1,47,775	1,57,451

xi. Corporate Benefits to Investors:

The details of Dividend declared by the Company for the last 10 (Ten) years is as under:

Financial Year	Dividend Declaration Date	Final Dividend Per Equity Share (in ₹)
2023-24	-	-
2022-23	27.07.2023	1.50
2021-22	25.07.2022	1.50
2020-21	28.07.2021	1.50
2019-20	22.07.2020	1.50
2018-19	26.07.2019	1.50
2017-18	01.08.2018	1.50
2016-17	28.07.2017	1.50
2015-16	-	-
2014-15	22.09.2015	1.25

The Board does not recommend any Final Dividend for the Financial Year 2024-25.

xii. Compliance with Secretarial Standards:

The Institute of Company Secretaries of India (ICSI), a statutory body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has duly complied with the applicable Secretarial Standards.

xiii. Reconciliation of Share Capital Audit Report:

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out Secretarial 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 Report thereon is submitted to the Stock Exchanges where the Equity Shares of the Company are listed (viz., BSE Limited and National Stock Exchange of India Limited). The Audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and the total number of shares in physical form, as stated in the Reconciliation Share Capital Audit Reports submitted to the Stock Exchanges during the Financial Year 2024-25.

xiv. Outstanding GDRs / ADRs / Warrants or any Convertible Instruments and their Impact on Equity:

The Company does not have any outstanding GDRs / ADRs / Warrants / Convertible Instruments.

xv. Registrar & Share Transfer Agents and Share Transfer System:

Share transfer is effected within a maximum period of 30 (Thirty) days from the date of receipt, subject to documents being valid and complete in all respects. The Board of Directors has delegated the authority for approving transfer, transmission, etc. of the Company's shares to the Company Secretary / Authorised Representatives of Bigshare Services Private Limited, Registrar and Share Transfer Agent ("Bigshare"). A summary of transfer / transmission of shares of the Company so approved by the Company Secretary / Authorised Representatives of Bigshare is placed at the Stakeholders' Relationship Committee Meeting.

The contact details of Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents are as under:

Bigshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre,
Mahakali Caves Road,
Andheri (East), Mumbai – 400 093, Maharashtra, India
Tel. No.: 022 – 6263 8200, **Fax No.:** 022 – 6263 8299
Website: www.bigshareonline.com
E-mail: investor@bigshareonline.com

xvi. Credit Ratings:

The Company continues to manage its treasury operations efficiently and has been able to borrow funds for its operations at competitive rates.

Credit Rating in respect of Bank Facilities and Commercial Paper (CP) Programme:

During the Financial Year 2024-25, ICRA Limited, has assigned Credit Ratings in respect of ₹890 Crore of Bank Facilities and ₹300 Crore of Commercial Paper Programme availed by the Company, as under:

- a) Rating of “[ICRA] AA- (Negative)” (pronounced “ICRA double A minus”) for long term fund based facilities of ₹465 Crore;
- b) Rating of “[ICRA] A1+” (pronounced “ICRA A one plus”) for short term non-fund based facilities of ₹425 Crore;
- c) Rating of “[ICRA] A1+” (pronounced “ICRA A one plus”) for Commercial Paper Programme of ₹300 Crore.

In accordance with the Credit Rating assigned to the Commercial Paper Programme of your Company as above, the Board of Directors has granted its approval for borrowing by way of issuance of Commercial Papers upto an aggregate limit of ₹300 Crore.

Credit Rating in respect of Non-Convertible Debentures (NCDs):

India Ratings and Research Private Limited had assigned Credit Rating of “IND AA- / Stable” in respect of the Non-Convertible Debentures (“NCDs”) upto an issue size of ₹50 Crore (Rupees Fifty Crore Only) and during the Financial Year 2024-25, the outstanding NCDs of ₹49 Crore (Rupees Forty-Nine Crore Only) have been prepaid by your Company on 26th March, 2025.

ICRA Limited has assigned Credit Rating of “ICRA AA-(Negative)” in respect of the Non-Convertible Debentures (“NCDs”) upto an issue size of ₹50 Crore (Rupees Fifty Crore Only) on 24th March, 2025 and accordingly, on 27th March, 2025, fresh NCDs of ₹49 Crore (Rupees Forty-Nine Crore Only) have been allotted by your Company.

xvii. Debenture Trustee:

Catalyst Trusteeship Limited

Registered Office: GDA House, Plot No. 85,
Bhusari Colony (Right), Paud Road, Pune – 411 038
Maharashtra, India

Tel. No.: 020 – 6680 7200

Corporate Office: Unit No. 901, 9th Floor, Tower – B,
Peninsula Business Park, Senapati Bapat Marg,
Lower Parel (West), Mumbai – 400 013
Maharashtra, India

Tel. No.: 022 – 4922 0555

Fax No.: 022 – 4922 0505

Website: www.catalysttrustee.com

E-mail: ComplianceCTL-Mumbai@ctltrustee.com

xviii. Plant Locations:

The plant locations during the Financial Year 2024-25 were as follows:

1. Plot Nos. B-16, B-17, B-18 and B-21, MIDC Mahad, Birwadi Industrial Area, Taluka Mahad, District Raigad – 402 302, Maharashtra
2. Plot No. K-2/1/1, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra
3. Plot No. K-2/1/2, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra
4. Plot No. K-2/2, K-2/3/1, Additional MIDC Mahad, Village Kalinj, Taluka Mahad, District Raigad – 402 302, Maharashtra

xix. Research and Development (R&D) Centre:

The locations of R&D Centre during the Financial Year 2024-25 are as follows:

1. Plot No. B-23, T.T.C., Pipeline Rd, TTC Industrial Area, Airoli, Navi Mumbai - 400708, Maharashtra
2. F-39, MIDC Phase – II, Dombivli (East), District Thane – 421 204, Maharashtra

xx. Address for Correspondence:**Investor Correspondence should be addressed to:****Bigshare Services Private Limited (Registrar & Share Transfer Agent)**

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Maharashtra, India

Tel. No.: 022 – 6263 8200

Fax No.: 022 – 6263 8299

E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

Exclusive E-mail Id for Investors / Shareholders:

The Company has designated an e-mail Id to enable the Shareholders and investors to correspond with the Company. The e-mail id is astecinvestors@godrejastec.com.

Ms. Tejashree Pradhan, Company Secretary & Compliance Officer

“Godrej One”, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India

Tel. No.: 022 – 2518 8010

Fax No.: 022 - 2261 8289

E-mail: tejashree.pradhan@godrejastec.com

Website: www.godrejastec.com

Ms. Mugdha Khare, Chief Financial Officer

“Godrej One”, 3rd Floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai – 400 079,
Maharashtra, India

Tel. No.: 022 – 2518 8010

Fax No.: 022 - 2261 8289

E-mail: mugdha.khare@godrejastec.com

Website: www.godrejastec.com

xxi. SEBI Complaints Redressal System (SCORES):

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are:

1. Centralized database of all complaints;
2. Online upload of Action Taken Reports (ATRs) by concerned companies; and
3. Online viewing by investors of actions taken on the complaint and its current status.

xxii. Material Unlisted Subsidiary Company:

The Company does not have material subsidiary Company whose turnover or net worth exceeds 10% (Ten per cent) of the consolidated turnover or net worth respectively of the Company and its subsidiaries in the immediately preceding Financial Year.

The Annual Financial Statements of Subsidiary Companies are tabled at the Board Meetings. Copies of the Minutes of the Board Meetings of Subsidiary Companies are individually given to all the Directors and are tabled at the subsequent Board Meetings.

The Company has formulated a Policy for determining the Material Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has been hosted on the website of the Company, viz., www.godrejastec.com and available on the web link <https://www.godrejastec.com/investors/codes-and-policies>.

xxiii. Non-Compliance of any Requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V to the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable.

xxiv. Disclosures of Compliance with Corporate Governance Requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the Listing Regulations:

Sr. No.	Particulars	Regulation of the Listing Regulations	Compliance Status (Yes/ No/ N.A.)	Areas / Requirements with respect to which Compliance is observed
1.	Board of Directors	17 & 17A	Yes	<ul style="list-style-type: none"> Composition of the Board of Directors (*) Meetings of the Board of Directors Review of compliance reports Plans for orderly succession for appointments Code of Conduct Fees / Compensation Minimum Information to be placed before the Board of Directors Compliance Certificate Risk Assessment and Management Performance Evaluation of Independent Directors Explanatory Statement to be annexed to the Notice of General Meeting Maximum Number of Directorships
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> Composition of the Audit Committee Meetings of the Audit Committee Powers of the Audit Committee Role of the Audit Committee and Review of Information by the Committee
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> Composition of the Nomination and Remuneration Committee Role of the Nomination and Remuneration Committee Frequency of Meetings of the Nomination and Remuneration Committee
4.	Stakeholders' Relationship Committee	20	Yes	<ul style="list-style-type: none"> Composition of the Stakeholders' Relationship Committee Role of the Stakeholders' Relationship Committee Frequency of Meetings of the Stakeholders' Relationship Committee
5.	Risk Management Committee	21	Yes	<ul style="list-style-type: none"> Composition of the Risk Management Committee Role of the Risk Management Committee Frequency of Meetings of the Risk Management Committee
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Formulation of Vigil Mechanism / Whistle Blower Policy for Directors and Employees Direct Access to Chairperson of the Audit Committee
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Review and Approval for Related Party Transactions Disclosure of Related Party Transactions

Sr. No.	Particulars	Regulation of the Listing Regulations	Compliance Status (Yes/ No/ N.A.)	Areas / Requirements with respect to which Compliance is observed
8.	Corporate Governance requirements with respect to Subsidiary	24 & 24A	Yes	<ul style="list-style-type: none"> Review of Investments made by Unlisted Subsidiary Companies by the Audit Committee Minutes of Meetings of Board of Directors of Unlisted Subsidiary Companies placed at the Meetings of the Board of Directors of the Company Review of Significant Transactions and Arrangements entered into by the Unlisted Subsidiary Companies
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum Number of Directorships Tenure of Independent Directors Meetings of Independent Directors Familiarisation Programmes for Independent Directors Directors & Officers' Liability Insurance
10.	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> Memberships / Chairmanships in Committees Affirmation with respect to Compliance with the Code of Conduct and Ethics from Directors and Senior Management
11.	Other Corporate Governance Requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of Quarterly Compliance Report on Corporate Governance
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> Terms and Conditions of Appointment of Independent Directors Composition of various Committees of Board of Directors Code of Conduct and Ethics for Directors and Senior Management Personnel Details of Establishment of Vigil Mechanism / Whistle Blower Policy Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Details of Familiarization Programmes for Independent Director

(*) Mr. Vijay K. Khot resigned as an "Independent Director" of the Company with effect from the close of business hours on 2nd May, 2024, on account of advancing age. Consequent to the said resignation, the composition of the Board of Directors of the Company was 9 (Nine) Directors, out of which 4 (Four) were Independent Directors. Dr. Ganapati Dadasaheb Yadav was appointed as an "Independent Director" with effect from September 17, 2024, i.e., after a period of 3 (Three) months of the date of the vacancy of Independent Director. Subsequent to the appointment of Dr. Ganapati Dadasaheb Yadav, the composition from the Board of Directors and its Committees is in compliance with Regulation 17(1)(b) and other applicable Regulations of the Listing Regulations. In the matter, National Stock Exchange of India Limited and BSE Limited imposed a penalty of ₹2,59,600/- each on the Company, which has been duly paid by the Company.

xxv. Transfer of Unpaid / Unclaimed Amounts of Dividend to Investor Education and Protection Fund (IEPF):

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all the Equity Shares of the Company on which dividend has not been paid or claimed for 7 (Seven) consecutive years or more and such dividend which remains unclaimed for 7 (Seven) consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government in terms of Section 124 of the Companies Act, 2013, after complying with the procedure laid down under the said Rules.

Dividend was declared and paid for the Financial Year 2016-17 and there were 2,588 (Two Thousand Five Hundred and Eighty-Eight) number of Equity Shares amounting to nominal value of ₹25,880/- (Rupees Twenty-Five Thousand Eight Hundred and Eighty Only) on which dividend remained unclaimed for more than 7 (Seven) consecutive years. The said unclaimed dividend and the Equity Shares were due for transfer to IEPF, after the 30th (Thirtieth) Annual General Meeting of the Company, during the Financial Year 2024-25.

The said 2,588 (Two Thousand Five Hundred and Eighty-Eight) number of Equity Shares amounting to nominal value of ₹25,880/- (Rupees Twenty-Five Thousand Eight Hundred and Eighty Only) and the unclaimed dividend thereon for the Financial Year 2016-17 were transferred to IEPF during the Financial Year 2024-25.

xxvi. Compliance with the Non-Mandatory Requirements:

The Company complies with all mandatory requirements and has also adopted some of the non-mandatory requirements as detailed under the head "Non-Mandatory Requirements".

1. Separate Positions of Chairperson and Chief Executive Officer:

During the Financial Year 2024-25, the Company had separate positions for Chairperson and Chief Executive Officer. Mr. Nadir B. Godrej is the "Chairman" of the Company. Mr. Anurag Roy was the "Whole Time Director & Chief Executive Officer" of the Company who resigned with effect from close of business hours on 25th October, 2024.

2. Reporting of Internal Auditors:

The Internal Auditors of the Company give their quarterly report / presentation to the Audit Committee and the same is taken for review at the time of Meetings of the Audit Committee.

xxvii. Disclosure as per Part G of Schedule V to the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015:

During the Financial Year 2024-25, the Company was informed by way of a family letter dated 30th April, 2024, issued jointly by Mr. Adi Godrej (ABG), Mr. Nadir Godrej (NBG), Mrs. Smita Vijay Crishna (SVC) and Mr. Jamshyd Godrej (JNG) that the Godrej Family Members had entered into a Family Settlement Agreement and a brand & non-compete agreement on 30th April, 2024. The Company was not a party to these agreements.

The settlement contemplated a realignment of, *inter alia*, the shareholding of Godrej Industries Limited, which is the Ultimate Holding Company of the Company, subject to applicable regulatory approvals. On 18th July, 2024, the Company received the intimation from Godrej Family Members that the realignment pursuant to the said Family Settlement Agreement was completed. Accordingly, pursuant to the realignment, the management and control of the Company continues to be with the ABG / NBG family, and the JNG / SVC family are not involved in the management and operations of the Company. Also, no members of the JNG / SVC Family are Directors on the Board of Directors of the Company. As a result, the relevant members of the ABG/ NBG Family along with their persons acting in concert, also made a mandatory open offer in compliance with Regulation 3(1), Regulation 4 read with Regulation 5(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2015 and have been categorized as promoter / promoter group members of the Company.

For and on behalf of the Board of Directors of
Astec LifeSciences Limited

Burjis Godrej
Managing Director
(DIN: 08183082)

Balram Singh Yadav
Director
(DIN: 00294803)

Date: 23rd April, 2025
Place: Mumbai

DECLARATION BY MANAGING DIRECTOR

WITH RESPECT TO COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY

As provided under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Schedule V to the Listing Regulations, this is to confirm that all the Members of the Board of Directors and the Senior Management have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2025.

For Astec LifeSciences Limited

Burjis Godrej
Managing Director
(DIN: 08183082)

Date: 23rd April, 2025
Place: Mumbai

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
 The Members of
Astec LifeSciences Limited
 Godrej One, 3rd Floor, Pirojshanagar,
 Eastern Express Highway, Vikhroli (East),
 Mumbai - 400079, Maharashtra

We, BNP & Associates have examined all relevant records of **Astec LifeSciences Limited** (further known as "the Company") as provided by the Company for the purpose of certifying the compliance of the disclosure requirements and Corporate Governance norms as specified for the Listed Companies as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of Chapter IV and read with Chapter VA of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended from time to time for the Financial Year ended 31st March 2025. We have obtained all the information and explanations, which, to the best of our knowledge and belief, is necessary for the purpose of this certification.

We state that the completing compliance requirements of Corporate Governance is the responsibility of the management, and our examination is limited to procedures and implementation thereof as adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 the conditions of Corporate Governance as specified for listed company in the LODR for the above financial year.

We further state that the above certification is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company during the financial year.

For BNP & Associates

Company Secretaries
Firm Registration. No. P2014MH037400
PR. No: 6316/2024

Avinash Bagul
Partner

FCS No.: 5578 / COP No.: 19862
UDIN: F005578G000178674

Place: Mumbai
Date: 23rd April, 2025

CERTIFICATE FROM A 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 OF COMPANIES BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) / MINISTRY OF CORPORATE AFFAIRS (MCA) OR ANY SUCH STATUTORY AUTHORITY

We, Vikas R. Chomal and Associates, Practising Company Secretaries, hereby certify pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that, none of the following Directors of Astec LifeSciences Limited, viz.:

1.	Mr. Nadir B. Godrej	- Chairman & Non-Executive Director
2.	Mr. Ashok Hiremath	- Non-Executive Director
3.	Mr. Balram Singh Yadav	- Non-Executive Director
4.	Mr. Burjis N. Godrej	- Non-Executive Director (*)
5.	Mr. Rishinaradamangalam Ramakrishna Govindan	- Independent Director
6.	Mr. Nandkumar Dhekne	- Independent Director
7.	Ms. Anjali Gupte	- Independent Director
8.	Dr. Ganapati Dadasaheb Yadav	- Independent Director

have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs (MCA) or any such statutory authority.

(*) Mr. Burjis N. Godrej has been appointed as the "Managing Director" with effect from 1st April, 2025.

FOR VIKAS R. CHOMAL & ASSOCIATES

Sd/-

VIKAS R. CHOMAL

PROPRIETOR MEMBERSHIP NO.: 11623

CERTIFICATE OF PRACTICE NO.: 12133

(UDIN: F011623G000151224)

ICSI Firm Peer Review Reg No: S2013MH216500

Date: 19th April, 2025

Place: Thane, Maharashtra

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (BRSR)

For the Financial Year ended 31st March, 2025

SECTION A: GENERAL DISCLOSURES:

I. Details of the Listed Entity:

1	Corporate Identity Number (CIN) of the Listed Entity	L99999MH1994PLC076236
2	Name of the Listed Entity	ASTEC LIFESCIENCES LIMITED
3	Year of Incorporation	1994
4	Registered Office Address	"Godrej One", 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India
5	Corporate Address	"Godrej One", 3 rd Floor, Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai – 400 079, Maharashtra, India
6	E-mail Address	astecinvestors@godrejastec.com
7	Telephone No.	022 – 2518 8010
8	Website	www.godrejastec.com
9	Financial Year for which reporting is being done	From 1 st April, 2024 upto 31 st March, 2025
10	Name(s) of the Stock Exchange(s) where Shares are listed	1. National Stock Exchange of India Limited 2. BSE Limited
11	Paid-up Capital as on 31 st March, 2025	₹19,61,13,710/- (Comprising of 1,96,11,371 Equity Shares of Face Value of ₹10/- each)
12	Name and Contact Details (Telephone, E-mail Address) of the person who may be contacted in case of any queries on this Report	Name: Mr. Burjis Godrej Designation: Managing Director DIN: 08183082 Telephone No.: 022 – 2518 8010 E-mail ID: burjis.godrej@godrejagrovvet.com
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 disclosures under this Report are made on a Standalone basis, i.e., only for the Company.
14	Name of the Assurance Provider	SGS India Pvt. Ltd. (in respect of data covered under Principle 6)
15	Type of Assurance obtained	Limited Assurance (not mandatory for the Company) is in progress (in respect of data covered under Principle 6)

II. Products / Services:

16. Details of Business Activities (accounting for 90% of the Turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1.	Agrochemicals	Manufacturing and Marketing of Agrochemicals	100%

17. Products / Services sold by the Entity (accounting for 90% of the Entity's Turnover):

Sr. No.	Product / Service	NIC Code	% of Total Turnover Contributed
1.	Fungicides and Insecticides	20211	69%
2.	Agrochemical Intermediates	20219	31%

III. Operations:

18. Number of Locations where Plants and/or Operations / Offices of the Entity are situated:

Location	No. of Plants	No. of Offices	No. of Research & Development Centers	Total
National	4	1	2	7
International	0	0	0	0

19. Markets served by the Entity :

a) Number of Locations:

Locations	Number
National (No. of States)	14
International (No. of Countries)	18

b) Contribution of Exports as a Percentage of the Total Turnover of the Entity: 68.4%

c) A Brief on Types of Customers:

The Company is engaged in manufacturing of a wide range of fungicides, insecticides, herbicides and intermediates, for its various local as well as global customers. It has a broad export base of customers.

The Company has over two decades of experience in development and production of selected chemicals and has built enduring relationships with large and small companies across the globe. The Company possesses years of experience, technological excellence and wide range of customized solutions to consistently delight its customers.

The Company has established analytical labs which are equipped with sophisticated equipment for carrying out all the necessary analysis to ensure the highest standards and to support its product development. The Company endeavours to comply with all the agreed specifications and standards for all its different applications. The Company also collaborates with global customers to develop newer technologies for the introduction and supply of new products in a short span of time. Effective utilization of the Company's Research & Development (R&D) facilities with world class infrastructure will boost the Company's efforts towards adding new customers in the Contract Manufacturing and Development Operations (CDMO) segment.

The Company has a consistent track record of high level of customer satisfaction and has established a reputation of reliability and quality, which is backed by a very personal and committed service.

IV. **Employees:**20. **Details as at the End of the Financial Year:**a) **Employees and Workers (including Differently Abled):**

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	385	329	85.45%	56	14.55%
2.	Other than Permanent (E)	20	11	55.00%	9	45.00%
3.	Total Employees (D + E)	405	340	83.95%	65	16.05%
WORKERS						
4.	Permanent (F)	170	170	100.00%	0	0.00%
5.	Other than Permanent (G)	539	505	93.69%	34	6.31%
6.	Total Workers (F + G)	709	675	95.20%	34	4.80%

b) **Differently Abled Employees & Workers:**

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	1	1	100%	0	0%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	Total Employees (D + E)	1	1	100%	0	0%
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	0	0	0%	0	0%
5.	Other than Permanent (G)	0	0	0%	0	0%
6.	Total Workers (F + G)	0	0	0%	0	0%

21. **Participation / Inclusion / Representation of Women (as on 31st March, 2025):**

Particulars	Total (A)	No. & Percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.50%
Key Managerial Personnel	3	2	66.66%

22. **Turnover Rate for Permanent Employees and Workers (Trends for the past 3 years):**

Particulars	Financial Year 2024-25 (Turnover Rate in Current Financial Year)			Financial Year 2023-24 (Turnover Rate in Previous Financial Year)			Financial Year 2022-23 (Turnover Rate in the Year prior to Previous Financial Year)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	82%	18%	25%	22%	38%	26%	22%	9%	21%
Permanent Workers	4%	0%	4%	1%	0%	1%	2%	0%	2%

V. Holding, Subsidiary & Associate Companies (including Joint Ventures):

23. (a) Names of Holding / Subsidiary / Associate Companies / Joint Ventures:

Sr. No.	Names of the Holding / Subsidiary / Associate Companies / Joint Ventures (A)	Whether Holding / Subsidiary / Associate / Joint Venture	% of Shares held by Listed Entity	Whether the Entity indicated at Column A, participates in the Business Responsibility Initiatives of the Listed Entity? (Yes / No)
1.	Godrej Industries Limited	Holding Company	N/A	No, the Holding Companies of the Company have their own business responsibility initiatives.
2.	Godrej Agrovet Limited	Holding Company	N/A	
3.	Behram Chemicals Private Limited	Subsidiary Company	65.63%	No, none of the Subsidiary Companies of the Company are mandatorily required to comply with the provisions of Section 135 of the Companies Act, 2013.
4.	Comercializadora Agricola Agroastrachem Cia Ltda (Bogota, Colombia)	Subsidiary Company	100.00%	

("N/A" denotes "Not Applicable", since the Company does not hold any Shares of its Holding Companies.)

VI. Corporate Social Responsibility (CSR) Details:

24. (i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013: Yes
(ii) Turnover: ₹ 3,81,30,35,392/-
(iii) Net Worth: ₹ 2,34,07,38,710/-

VII. Transparency & Disclosures Compliances:

25. 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, web-link for Grievance Redressal Policy) (*)	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
		Number of Complaints filed during the Year	Number of Complaints pending resolution at close of the Year	Remarks	Number of Complaints filed during the Year	Number of Complaints pending resolution at close of the Year	Remarks
Communities	Not specific	0	0	-	0	0	-
Investors (other than Shareholders)	Not specific	0	0	-	0	0	-
Shareholders	Yes	0	0	-	2	0	Resolved
Employees and Workers	Yes	2	0	Resolved	1	0	Resolved
Customers	Yes	6	0	Resolved	15	0	Resolved
Value Chain Partners	Yes	0	0	-	0	0	-
Others	Not specific	0	0	-	0	0	-

(*) The Policies of the Company, wherever applicable, are uploaded on the website of the Company at <https://www.godrejastec.com/investors/codes-and-policies>.

26. Overview of the Entity’s Material Responsible Business Conduct Issues:

The following are the material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to the Company’s business, rationale for identifying the same, the approach to adapt or mitigate the risk along-with its financial implications, as per the given format:

Sr. 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 (Positive or negative implications)
1.	Sustainable Supply Chain	Opportunity	<p>The Company believes in bolstering the supply chain in terms of ethical, environmental and social stewardship. It understands that a sustainable supply chain is crucial for business continuity since it is heavily dependent on raw materials for production. Thus, the Company considers them as not just its vendors or suppliers but its “Business Partners” (BPs).</p> <p>To achieve the Company’s business goals and ensure ethical conduct, it is empirical that its business partners share its values and vision; and raise the sustainability standards in the Company’s supply chain. The Company acknowledges that long-term sustainable development of its business partner is critical to joint success, and it values its relationship with them who share the same approach and vision towards doing business.</p>	<ul style="list-style-type: none"> ● Responsible Procurement Policy & Supplier Code of Conduct - In line with the Company’s commitment, it has developed a Responsible Procurement Policy, which is an extension of its values and is applicable to all its suppliers. The Company expects its business partners to operate in accordance with the principles outlined in this Policy and adhere to all applicable laws and regulations. This Policy outlines the Company’s expectations with regard to ethics, business integrity, human rights, health and safety, environment, the local community and quality of product and operations. ● Supply Chain Framework – The Company has meticulously woven ESG performance metrics in its screening criteria for new business partners and evaluation of existing ones. All business partners are required to sign the Responsible Procurement Policy and Supplier Code of Conduct at the time of award of contract / work to them, these are part of their contracts. ● Business Partners’ Assessment & Engagement – The Company has developed a robust process of conducting due diligence of its potential business partners on the criteria of financial capabilities, ethics, environmental and safety performance, climate actions and labour and human rights. Identified critical suppliers, existing / new, are mandatorily to undertake sustainability self-assessment on environmental, occupational health & safety, business ethics and human rights aspect. Based on self-assessment scoring criteria, business partners are further subjected for the on-site / off-site sustainability audit and engagement planning. 	Positive

Sr. 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 (Positive or negative implications)
2.	Waste Management	Risk and Opportunity	<p>The Company is a responsible agrochemical manufacturing company and as nature of industry, it deals with substances that are inherently hazardous. Hence, efficient waste management is the most material aspect for the Company. Firstly, it helps mitigate environmental pollution by properly disposing off hazardous chemicals and preventing them from contaminating soil, water and air. Additionally, efficient waste management reduces health risks of workers and nearby communities. Moreover, it promotes resource conservation and sustainability by recycling or repurposing materials, contributing to the cost savings and overall equipment effectiveness.</p>	<ul style="list-style-type: none"> ● Product Life Cycle Approach – The Company continuously strives to minimize waste throughout the life cycle of its products, aiming for waste reduction at the source. Approach encompasses several key stages that begin with the design phase and proceed through manufacture, distribution and primary use. Each phase in this lifecycle presents unique opportunities for policy intervention, allowing stakeholders to rethink the necessity of the product, redesign it to minimize its waste potential, and extend its useful life. Example - During the design phase, considerations can be made to ensure that products are created with fewer resources, are more durable and are easier to repair or recycle. ● Collaboration with Pre-processor / Co-processor – The Company partners with pre-processor / co-processor / service provider to effectively divert waste that otherwise ended up going for landfill to resource and energy recovery process. 	Negative
3.	Occupational Health & Safety (OHS)	Risk and Opportunity	<p>Occupational Health and Safety (OHS) is vital for the Company as it protects employees from harm, reduces accidents and illnesses, and ultimately boosts productivity and efficiency. Prioritizing OHS can lower costs associated with injuries and absenteeism, improve employee morale and enhance the overall reputation and brand image.</p> <p>The Company is committed to provide a healthy and safe working environment, equipment technology and systems to its teams and associated stakeholders.</p>	<ul style="list-style-type: none"> ● Safety & Health Management System (SHMS) – It is based on 25 (twenty-five) safety standards with various critical elements and sub-elements. The SHMS policy is designed to enhance the performance of the Company's individual units through target setting and continuous monitoring of key performance indicators as well as promoting a safety culture across the organization. ● Environment, Health & Safety (EHS) Risk Management Framework - This is reviewed on a regular basis along with mitigation plans for identified routine and non-routine activities. The Company has implemented various techniques such as Hazard Identification Risk Assessment (HIRA), Hazard and Operability Analysis (HAZOP), green and brown field project audit, plant inspection checklists, etc. and other consequence modelling studies. 	Negative

Sr. 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 (Positive or negative implications)
4.	Employee Engagement and Development	Opportunity	<p>People serve as the cornerstone of the Company and their engagement and development are crucial to the Company's success, contributing to higher productivity, reduced turnover, improved customer satisfaction, and increased profitability. Engaged and developed employees are more likely to be passionate, innovative and committed to the Company's goals, ultimately driving organizational growth.</p> <p>Employee engagement and well-being significantly influence these outcomes, highlighting the importance of valuing and investing in employees.</p>	<ul style="list-style-type: none"> ● I-safe (Digital Tool) for Reporting of Incident - Workers and employees across the Company's manufacturing locations have access to this application to report all kinds of work-related unsafe acts and unsafe conditions. A well-defined Safe Operating Procedure (SOP) is in place for defining nature and severity of the reported incident as well as necessary corrective actions and continuous status monitoring of incidents raised on the platform. ● Professional Education Policy - The Company promotes a continuous Learning Culture by creating an ecosystem where learning is relevant to the employee's life cycle and serves both the organizational objectives as well as an individual's aspirations. The Company offers financial assistance to its employees through its professional education policy to encourage and facilitate continuous learning and knowledge enhancement of its employees. The objective of this policy is to ensure continuous capability-building of employees to achieve business objectives and assist employees to acquire specific professional qualifications that will enhance their effectiveness and enable them on the growth path to their specific career aspiration. ● Management Development Program - Designed to develop the skills and knowledge of mid-level managers, this programme provides participants with a roadmap to become new-age leaders who are self-aware, financially savvy, analytical and excellent communicators. 	Positive
5.	Climate Change Mitigation and Adoption	Opportunity	<p>India is already experiencing a warming climate. Rising temperatures are leading to an increase in the frequency and severity of extreme weather events, which are expected to get worse with Green House Gases (GHG) emissions, which continue to grow unabated.</p>	<ul style="list-style-type: none"> ● Company's SBTi Commitment – The Company has committed to reduction in Scope 1 & 2 Green House Gas (GHG) emissions by 37.5% and Scope 3 emissions by 16% by the Financial Year 2034-35, aligning to climate science of well below 2-degree scenario, with commitment of net zero in Scope – 1 & 2 by the Financial Year 2034-35. 	Positive

Sr. 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 (Positive or negative implications)
			<p>Governments around the world are actively working towards transitioning their economies to a low-carbon state and India is no exception. India has significantly enhanced its Nationally Determined Contributions (NDC), which includes even more ambitious renewable energy targets and transitioning to Net Zero by 2070.</p> <p>For industry, this implies accelerating their decarbonization journey as well as building climate resilience through localized climate risk assessments and adaptation strategies.</p>	<ul style="list-style-type: none"> ● Transition towards renewable energy portfolio - Targeting 80% of the total energy consumption through renewable sources by procurement of green power, solar captive projects and phased manner coal elimination. 	Positive
6.	Water and Effluent Management	Risk	<p>Rising population, urbanization and economic growth coupled with climate change significantly affects the availability, quality, and access to water in the world. In India, added dimensions of reliance on an increasingly unpredictable monsoon, diminishing groundwater resources and changes in land use patterns further accentuate the water crisis.</p> <p>As the Company is a part of the agrochemical industry, water is used as a medium in chemical processing, resulting in significant effluent generation. Water is utilized for numerous purposes, such as heating and cooling, producing steam, preparing solvents and reaction media, extractive or absorptive reagents, product rinsing, distillation and washing in chemical processing operations.</p>	<ul style="list-style-type: none"> ● Water Risk Assessment – The Company has conducted detailed water risk assessments for its business. It uses WRI Aqueduct, WWF water risk tool and CGWA report for assessment and scenario development. The Company has considered various parameters for the assessment, which include water stress, water depletion, interannual variability, seasonal variability, groundwater depletion, riverine flood and coastal flood. Based on business significance, the Company has identified and prioritized plants and developed detailed action plan for implementation. ● Company's sustainability Strategy of "Good & Green" – The Company undertakes several initiatives to reduce our specific water consumption, reduce dependency on freshwater withdrawal, increase recycle and reuse of water within operations and construction of rainwater harvesting or recharge zone within its operational facilities. ● Effluent Treatment and Recycling – The Company has installed state-of-the-art zero liquid treatment facility for one of its major units and R&D facility to treat high COD & TDS stream in effective manner and is recycled back into the operation, thus reducing the dependency on the fresh water withdrawal. 	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES:

This Section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the National Guidelines for Responsible Business Conduct (NGRBC) Principles (P1 to P9) and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes:										
1.	a)	Whether the Entity's Policy / Policies cover each Principle and core elements of the NGRBCs [Yes (Y) / No (N)]	Y	Y	Y	Y	Y	Y	Y	Y
	b)	Has the Policy been approved by the Board of Directors? [Yes (Y) / No (N)]	The Company has obtained approval of the Board of Directors for the Policies, wherever necessary.							
	c)	Web Link of the Policies, if available	The Policies formulated and adopted by the Company are available on the website of the Company at the weblink https://www.godrejastec.com/investors/codes-and-policies .							
2.		Whether the Entity has translated the Policy into procedures (Yes / No)	The Company constantly strives to implement and translate all the Policies into procedures and practices in true letter and spirit.							
3.		Do the enlisted Policies extend to your Value Chain Partners? (Yes / No)	The Company encourages its value chain partners to uphold the standards of ethics, fairness and transparency in all their dealings with the Company.							
4.		Name(s) of the National and International Codes / Certifications / Labels / Standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) Standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by the Entity and mapped to each Principle	The Company's units are ISO 9001, 14001 and 45001 certified. The Company, as a signatory to 'Responsible Care' and user of 'Responsible Care' logo, is committed to improve its performance in the fields of environmental protection, occupational safety and health protection, plant safety, product stewardship and logistics, as well as to continuously improve dialogue with its neighbours and the public, independent of legal requirements.							
5.		Specific Commitments, Goals and Targets set by the Entity with defined timelines, if any	Yes, the Company makes specific commitments and defines goals and targets.							
6.		Performance of the Entity against the specific Commitments, Goals and Targets, along with Reasons in case the same are not met	The Company monitors and periodically reviews its performance with respect to sustainability goals and targets and the action plans drawn for achieving the same.							
Governance, Leadership & Oversight:										
7.		Statement by Director responsible for the BRSR, highlighting ESG related Challenges, Targets and Achievements:	<p>The Company, as a responsible corporate citizen, stays committed to ensure that its economic growth is socially and environmentally sustainable at all times.</p> <p>Despite the year's significant volatilities and unexpected challenges, the Company maintained an unwavering commitment to the highest standards of Environment, Health and Safety (EHS). As a result, the Company has been re-certified as a 'Responsible Care' company by Indian Chemical Council. Aligning with the Godrej Industries Group's 'Good and Green' philosophy, the Company made meaningful strides towards achieving its long-term sustainability objectives and during the year, committed itself to increase the use of renewable energy.</p> <p>Through its Corporate Social Responsibility (CSR) initiatives, the Company implemented projects focused on agriculture and rural livelihoods, women empowerment, education, entitlements, and community development. These CSR programs positively impacted the livelihoods of over 1,000 households and benefited several students.</p>							
8.		Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy (ies)	<p>The implementation and oversight of the Company's Policy towards business responsibility is regularly carried out by:</p> <ol style="list-style-type: none"> Managing Director / Whole-Time Director / Chief Operating Officer Corporate Social Responsibility (CSR) Committee Board of Directors 							

9. Does the Entity have a specified Committee of the Board / Directors responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

The Company has a Corporate Social Responsibility (CSR) Policy which approves and oversees CSR projects in line with the Company's strategy to bring about a positive impact on the communities through various CSR programmes. Further, the Managing Director / Whole-Time Director and the Chief Operating Officer also regularly look into and monitors the CSR projects implemented by the Company.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Whether Review was undertaken by Director / Committee of the Board / any other Committee									Frequency (Annual / Half-Yearly / Quarterly / Any other)								
	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	The performance is regularly reviewed by: 1. Managing Director / Whole-Time Director / Chief Operating Officer 2. Corporate Social Responsibility (CSR) Committee 3. Board of Directors									The frequency of review is as follows: 1. Managing Director / Whole-Time Director / Chief Operating Officer – Ongoing 2. Corporate Social Responsibility (CSR) Committee – Usually twice in a year 3. Board of Directors – Quarterly, usually at every Board Meeting								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The compliance with the statutory requirements is monitored on a regular basis by: 1. Management 2. Audit Committee 3. Board of Directors									The frequency of review of compliance with the statutory requirements is as under: 1. Management – Ongoing 2. Audit Committee – Quarterly, at every Audit Committee Meeting 3. Board of Directors – Quarterly, at every Board Meeting								

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
The working of all the Policies is internally monitored. Audit / evaluation by external agencies is carried out wherever necessary.								

12. If answer to Question (1) of Section B 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)									
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, 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 Health Safety Measures and Skills Upgradation 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 Segment covered by the Awareness Programmes
Board of Directors (BoD)	4	1. Corporate Law / Governance Updates 2. Environment, Health & Safety Updates 3. Risk Management Updates 4. Corporate Social Responsibility (CSR) Updates	100%
Key Managerial Personnel (KMP)	4	1. Corporate Law / Governance Updates 2. Environment, Health & Safety Updates 3. Risk Management Updates 4. Corporate Social Responsibility (CSR) Updates	100%
Employees other than BoD and KMPs	2	1. Code of Conduct 2. Prevention of Sexual Harassment at the Workplace 3. Occupational Health & Safety	100%
Workers	0	1. Code of Conduct 2. Prevention of Sexual Harassment at the Workplace 3. Occupational Health & Safety	0%

2. Details of Fines / Penalties / Punishment / Award / Compounding Fees / Settlement Amount paid in proceedings [by the Entity or by Directors / Key Managerial Personnel (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 Securities and Exchange Board of India (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the Entity's website)

Particulars	Monetary			Non-Monetary	
	Penalty / Fine	Settlement	Compounding Fee	Imprisonment	Punishment
NGRBC Principle					
Name of Regulatory / Enforcement Agencies / Judicial Institutions					
Amount (INR)					Not Applicable
Brief of Case					
Has an Appeal been preferred (Yes / No)					

3. Of the Instances pertaining to Fines / Penalties / Punishment / Award / Compounding Fees / Settlement Amount disclosed 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:

The Company, as an organization rooted in and guided by the Godrej values, is committed to act as a responsible corporate citizen and recognizes the responsibility cast upon it, to uphold highest standards of integrity, ethics, fairness and transparency in all its business activities, operations and dealings. The Company strictly prohibits corruption or bribery of any kind in its dealings.

The Company has in place, a Code of Conduct which is applicable to all its employees as well as Directors and the same is available on the website of the Company (www.godrejastec.com) at the weblink <https://www.godrejastec.com/investors/codes-and-policies>.

Under the Code of Conduct, every employee or Director of the Company is duty-bound to comply with the following:

- To undertake due diligence specific to anti-bribery and corruption while evaluating mergers, acquisitions and joint ventures;
- To prohibit money laundering and report unaccounted cash or suspicious transactions;
- Not to use one's official position in the Company to influence anyone for personal gains or favours;
- Not to resort to any form of bribery to Government officials and their representatives and agents, whether directly or indirectly, nor accept bribe from anyone, for any reason whatsoever;
- Not to accept, directly or indirectly, hospitality, gifts or donations which are intended for the purpose of obtaining business or might appear to incur an obligation.

Thus, accepting or giving any kind of bribe is strictly prohibited under the Company's Code of Conduct and the Company is bound to demonstrate zero-tolerance towards any instances of violation.

The Company's employees are also made to familiarize the Company's business associates with the Company's policies and expectations as to anti-bribery or anti-corruption. The Company encourages all its business partners, viz., group companies, joint ventures, suppliers, distributors, customers, contractors, etc. to follow ethics, transparency, fairness and accountability in their dealings with the Company.

5. Number of Directors / Key Managerial Personnel (KMPs) / Employees / Workers against whom Disciplinary Action was taken by any Law Enforcement Agency for the Charges of Bribery / Corruption:

Particulars	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Board of Directors	Nil	Nil
Key Managerial Personnel	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of Complaints with regard to Conflict of Interest:

Particulars	Financial Year 2024-25 (Current Financial Year)		Financial Year 2023-24 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of Complaints received in relation to Issues of Conflict of Interest of Directors	Nil	-	Nil	-
Number of Complaints received in relation to Issues of Conflict of Interest of Key Managerial Personnel (KMPs)	Nil	-	Nil	-

7. 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

8. Number of Days of Accounts Payables ((Accounts Payable *365) / Cost of Goods/Services procured) in the following format:

Particulars	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Number of Days of Accounts Payables	102	161

9. Open-ness of Business:

Provide details of Concentration of Purchases and Sales with Trading Houses, Dealers, and Related Parties, along with Loans and Advances & Investments, with Related Parties, in the following format:

Parameter	Metrics	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from Trading Houses as % of Total Purchases	23%	61.00%
	b. Number of Trading Houses where Purchases are made from	59	72
	c. Purchases from top 10 Trading Houses as a % of Total Purchases from Trading Houses	70.69%	73.30%
Concentration of Sales	a. Sales to Dealers / Distributors as % of Total Sales	-	-
	b. No. of Dealers / Distributors to whom Sales are made	-	-
	c. Sales to top 10 Dealers / Distributors as a % of Total Sales to Dealers / Distributors	-	-
Share of Related Party Transactions (RPTs) in –	a. Purchases (Purchases with Related Parties / Total Purchases)	7.9%	0.10%
	b. Sales (Sales to Related Parties / Total Sales)	6.2%	7.80%
	c. Loans & Advances (Loans & Advances given to Related Parties / Total Loans & Advances)	-	-
	d. Investments (Investments in Related Parties / Total Investments made)	-	98.80%

LEADERSHIP INDICATORS**Awareness Programmes conducted for Value Chain Partners on any of the Principles during the Financial Year:**

Total No. of Awareness Programmes held	Topics / Principles covered under the Training	% of Value Chain Partners covered (by Value of Business done with such Partners) under the Awareness Programmes
1	Integrity, Ethics, Transparency, Accountability (including Code of Conduct)	75%
1	Sustainability & Safety (including Occupational Health & Safety)	75%

Does the Entity have Processes in place to avoid / manage Conflict of Interests involving Members of the Board of Directors? (Yes/No) and if yes, provide Details of the same:

The Company has formulated a Code of Conduct for Board of Directors and Senior Management Personnel, which clearly prohibits its Directors and Senior Management Personnel from engaging in any business, relationship or activity which detrimentally conflicts with the interest of the Company or brings discredit to it and further states that any situation that creates a conflict of interest between personal interests and the interests of the Company and its stakeholders must be avoided at all costs.

The Company obtains an annual declaration from its Directors and Senior Management Personnel to the effect that, during the Financial Year to which such declaration relates:

- they affirm compliance with and have not violated any of the provisions of the Code of Conduct for Board of Directors and Senior Management Personnel; and
- they did not have any personal interest in any of the material, financial and commercial transactions of the Company, which would have had any potential conflict with the interest of the Company at large.

The Code of Conduct for Board of Directors and Senior Management Personnel is available on the website of the Company (www.godrejastec.com) at the weblink <https://www.godrejastec.com/investors/codes-and-policies>.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. **Percentage of Research & Development (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:**

Particulars	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)	Details of Improvements in Environmental and Social Impacts
R&D	0%	13.1%	N/A
CAPEX	0%	0.7%	N/A

2. **a. Does the Entity have Procedures in place for Sustainable Sourcing? (Yes / No)**

b. If yes, what Percentage of Inputs were sourced sustainably?

The Company has established well-defined framework for selection of suppliers which includes various parameters such as legal compliance, ISO certification, Environment Health & Safety practices, etc. The Company is a signatory to “Responsible Care” and holds Responsible Care® Logo since 2015. By virtue of the same, it agrees to commit itself to improve performance in the field of product stewardship and logistics.

The Company has meticulously woven ESG performance metrics in its screening criteria for new business partners and evaluation of existing ones. All business partners are required to sign the Responsible Procurement Policy and Supplier Code of Conduct at the time of award of contract / work to them, these are part of their contracts.

3. **Describe the Processes in place to safely reclaim Products for Reusing, Recycling and Disposing at the end of life, for (a) Plastics (including Packaging) (b) E-Waste (c) Hazardous Waste and (d) Other Waste:**

Plastics (including Packaging)	The Company has an established framework for management of plastic and hazardous waste in line with the Government regulations. As part of the compliance with Plastic Waste Management guidelines, the Company engaged one of the leading pan India plastic waste reprocessing agency authorised by Central Pollution Control Board (CPCB) for collection.
E-Waste	Not Applicable
Hazardous Waste	Expired products and other hazardous waste are sent to authorized facilities in accordance with the Hazardous Waste Management Rules.
Other Waste	Not Applicable

4. **Whether Extended Producer Responsibility (EPR) is applicable to the Entity’s Activities (Yes / No) and if yes, whether the Waste Collection Plan is in line with the Extended Producer Responsibility (EPR) Plan submitted to Pollution Control Boards? If not, Steps taken to address the same:**

Yes, the Company is registered as Brand Owner as per the Extended Producer Responsibility (EPR) Regulations. Waste collection plan is in line with the Pollution Control Board guidelines.

LEADERSHIP INDICATORS

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:

NIC Code	Name of Product / Service	% of Total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by Independent External Agency (Yes/No)	Results communicated in Public Domain (Yes/No) If yes, provide the web-link
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No

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, alongwith Action taken to mitigate the same.

Name of Product / Service	Description of the Risk / Concern	Action Taken
Not Applicable		

Percentage of Recycled or Reused Input Material to Total Material (by Value) used in Production (for Manufacturing Industry) or providing Services (for Service Industry):

Nil

Of the Products and Packaging reclaimed at End of Life of Products, Amount (in Metric Tonnes) Reused, Recycled and Safely Disposed, for the Current Financial Year and the Previous Financial Year:

Particulars	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including Packaging)						
E-Waste						
Hazardous Waste						Not Applicable
Other Waste						

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:**
- b. **Details of Measures for the Well-being of Workers:**

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 EMPLOYEES											
Male	329	329	100%	329	100%	0	0%	42	12.77%	0	0%
Female	56	56	100%	56	100%	9	16.07%	0	0%	2	3.57%
Total	385	385	100%	385	100%	9	2.34%	42	10.91%	2	0.52%
OTHER THAN PERMANENT EMPLOYEES											
Male	11	0	0%	0	0%	0	0%	0	0%	0	0%
Female	9	0	0%	0	0%	0	0%	0	0%	0	0%
Total	20	0	0%	0	0%	0	0%	0	0%	0	0%
PERMANENT WORKERS											
Male	170	170	100%	170	100%	0	0%	24	14.12%	0	0%
Female	0	0	-	-	-	0	0%	0	0%	0	0%
Total	170	170	100%	170	100%	0	0%	24	14.12%	0	0%
OTHER THAN PERMANENT WORKERS											
Male	505	0	0%	0	0	0	0%	0	0%	0	0
Female	34	0	0%	0	0	0	0%	0	0%	0	0
Total	539	0	0%	0	0	0	0%	0	0%	0	0

('N/A' denotes 'Not Applicable'.)

c. Spending on Measures towards Well-being of Employees and Workers (including Permanent and Other than Permanent) in the following format:

Particulars	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Cost incurred on Well-being measures as a % of Total Revenue of the Company	0.7%	0.5%

2. Details of Retirement Benefits, for the Current Financial Year and the Previous Financial Year:

Benefits	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (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.)
Provident Fund (PF)	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
Employees' State Insurance (ESI)	All covered as per eligibility	All covered as per eligibility	Y	All covered as per eligibility	All covered as per eligibility	Y
Others	-	-	-	-	-	-

3. Accessibility of Workplaces:

Are the Premises / Offices of the Entity accessible to Differently abled Employees and Workers, as per the Requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any Steps are being taken by the Entity in this regard:

The Company's Registered Office is accessible for differently abled employees and workers.

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:

Yes, the Company's Code of Conduct outlines its commitment to offering equal opportunities for all team members. Any form of discrimination against any team member or applicant for employment on the basis of nationality, race, colour, religion, caste, gender, gender identity / expression, sexual orientation, disability, age, or marital status is strictly prohibited. Godrej Industries Group companies also subscribe to the CII-ASSOCHAM Code of Conduct for Affirmative Action.

The Company's Code of Conduct is available on the corporate website at the web link: <https://www.godrejastec.com/investors/codes-and-policies>.

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	42%	100%	24%	100%
Female	9%	89%	0%	0%
Total	51%	98.04%	24%	100%

6. Is there a Mechanism available to receive and redress Grievances for the following Categories of Employees and Workers? If yes, give Details of the Mechanism in brief:

Category	Yes / No	If Yes, Details of the Mechanism in brief
Employees (Permanent & Other than Permanent)		In line with the Godrej Philosophy, the Company has multiple engagement forums available for its employees to share their concerns, suggestions, etc. with line managers, Human Resource Departments and senior leadership team. Policies related to Prevention of Sexual Harassment at Workplace and Vigil Mechanism / Whistle Blower are also available to all employees and workers. The Company is committed to creating and maintaining an atmosphere in which all employees can work together, without fear of sexual harassment, exploitation or intimidation. A gender-neutral Policy on Prevention of Sexual Harassment has been in place for years. All employees are required to go through mandatory training on Prevention of Sexual Harassment.
Workers (Permanent & Other than Permanent)	Yes	Whistle Blower Policy also enables employees to raise concerns about unacceptable, improper or unethical practices being followed in the organization, without necessarily informing their supervisors. A Whistleblowing Officer has been designated for the purpose of receiving and recording any complaints under this Policy. The Company has recently partnered with Deloitte, for setting up a new Whistleblower hotline tool for any Directors and employees to raise Whistleblower complaints / concerns. The mechanism for Whistleblower would involve the following 4 (four) reporting channels: (1) Toll Number; (2) E-mail; (3) Web Portal; (4) Chat Bot.

7. Membership of Employees and Workers in Association(s) or Union(s) recognized by the Entity, for the Current Financial Year and the Previous Financial Year:

Category	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (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	385	0	0%	421	0	0%
Male	329	0	0%	368	0	0%
Female	56	0	0%	53	0	0%
Total Permanent Workers	170	150	88.24%	185	141	76%
Male	170	150	88.24%	183	141	77%
Female	0	0	0%	2	0	0%

8. Details of Training given to Employees and Workers:

Category	Financial Year 2024-25 (Current Financial Year)					Financial Year 2023-24 (Previous Financial Year)				
	Total (A)	On Health & Safety Measures		On Skills Upgradation		Total (D)	On Health & Safety Measures		On Skills Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
EMPLOYEES										
Male	329	329	100%	249	75.68%	368	368	100%	315	86%
Female	56	56	100%	29	51.79%	53	53	100%	46	87%
Total	385	385	100%	278	72.21%	421	421	100%	361	86%
WORKERS										
Male	170	170	100%	111	65.29%	183	175	96%	150	82%
Female	0	-	-	-	0%	2	2	100%	2	100%
Total	170	170	100%	111	65.29%	185	177	96%	152	82%

9. Details of Performance and Career Development Reviews of Employees and Workers for Current and Previous Financial Years:

Performance and career development reviews have been conducted for all employees eligible during the Financial Year.

Category	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
EMPLOYEES						
Male	329	307	93.31%	368	323	88%
Female	56	47	83.91%	53	38	72%
Total	385	354	91.95%	421	361	88%
WORKERS						
Male						
Female						
Total						

Performance reviews of workers are determined on the basis of Long-Term Settlement Contracts.

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 of such System:

Yes, the Company has implemented occupational health and safety management system and 100% of its manufacturing locations are ISO 45001:2018 certified. Furthermore, the Company is Responsible Care logo holder since 2015 and the coverage includes all sites and employees as well as labourers. The Company considers safety and health of all stakeholders to be of paramount importance for its sustainable growth and carries a vision to bring about a strong safety and health culture across the organization and is concerned with the well-being of all stakeholders, namely, employees and workers, business associates, processors, contractors, sub-contractors, vendors, transporters, customers and visitors.

b. Processes used to identify Work-related Hazards and assess Risks on a Routine and Non-routine basis by the Entity:

In line with Godrej Industries Group policies, the Company has a robust Environment, Health and Safety (EHS) risk management framework which is reviewed on a regular basis along with mitigation plans for identified routine and non-routine hazards. The Company has implemented various techniques such as Hazard Identification Risk Assessment (HIRA), Hazard and Operability Analysis (HAZOP), process safety management, design checklists and other consequence modelling studies. Strict adherence to standard operating procedures (SOPs) for workplace safety is followed on shop floors across its manufacturing locations. For all new projects, EHS compliance is ensured through mandatory Job safety analysis during the construction and operational phases. Periodic cross functional as well as inter-unit audits at business and corporate levels are conducted for all of our manufacturing locations to identify hazards, design risk mitigation plans and to monitor compliance with policy standards. The Company has also received several awards for its Occupational Health and Safety management systems in the past from Indian Chemical Council and National Safety Council of India etc.

c. Whether the Entity has Processes for Workers to report the Work-related Hazards and to remove themselves from such Risks (Yes / No):

Yes, the Company follows digitized safety reporting system through the mobile application called “i-safe” which has been developed internally by Godrej Industries Limited (the Ultimate Holding Company) for its associated companies. Workers and employees across our manufacturing locations have access to this application to report all kinds of work-related unsafe acts and unsafe conditions. A well-defined Standard Operating Procedure (SOP) is in place for defining nature and severity of the reported incident as well as necessary corrective actions and continuous status monitoring of incidents raised on the platform. Furthermore, periodic EHS Committee Meetings are conducted on the shop floors where employee participation is encouraged to discuss safety related issues and promote a transparent safety culture across manufacturing facilities.

d. Do the Employees / Workers of the Entity have access to Non-Occupational Medical and Healthcare Services? (Yes / No)

Yes, all of the Company’s manufacturing sites and offices have access to non-occupational medical and healthcare services either on-site or through tie-ups with reputed medical centres in close proximity. All the necessary first-aid trainings and equipment are provided across the manufacturing sites. All permanent employees and workers along with their family members have access to either Company supported medical benefits, group insurance policies and/or where applicable, statutory benefits under Employees State Insurance.

11. Details of Safety related Incidents in the following format:

Safety Incident / Number	Category (including Contract Workforce)	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0.36	0
Total Recordable Work-related Injuries	Employees	0	1
	Workers	1	5
No. of Fatalities	Employees	0	0
	Workers		
High Consequence Work-related Injury or Ill - health (Excluding Fatalities)	Employees	0	0
	Workers		

12. Measures taken by the Entity to ensure a Safe and Healthy Workplace:

The Company is committed to the health and well-being of its team members and has an on-site medical centre and hospital within the Godrej campus at Vikhroli, Mumbai. Regular medical awareness workshops including mental health and well-being and periodic free of cost on-site diagnostic camps are conducted across the Company’s locations.

The Company has enabled a digitized user-friendly platform for all the its employees at manufacturing locations to report safety related incidents, provide corrective action and timely resolutions. Employees are encouraged to participate in periodic meetings with senior management to enable continuous dialogue for achieving the Company’s goal of incident-free workplace. Well-defined and robust Standard Operating Procedures (SOPs) are in place for hazards identification, safe storage & handling of hazardous chemicals, monitoring storages and operation through competent supervisors to avoid loss of containment, imparting proper induction training to workers as well as labourers. Periodic safety audits are conducted by cross functional teams and a well measurable reward system is in place to inspire safety culture across the organization.

13. Number of Complaints on the following made by Employees and Workers:

	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	No. of Complaints filed during the year	No. of Complaints pending resolution as at the close of the year	Remarks	No. of Complaints filed during the year	No. of Complaints pending resolution as at the close of the year	Remarks
Working Conditions	1	1	Resolved	0	0	-
Health & Safety	1	1	Resolved	0	0	-

14. Assessments for the Financial Year:

Particulars	% of Plants and Offices that were assessed (by the Entity or Statutory Authorities or Third Parties)
Working Conditions	All the Company's manufacturing facilities are audited by internal as well as external parties, including statutory authorities:
	1. Responsible Care
	2. Godrej Industries Limited and Associated Companies (GILAC) Audit teams
Health & Safety Practices	3. Customer audits
	4. Statutory Authorities such as Directorate of Industrial Safety and Health (DISH) and Maharashtra Pollution Control Board (MPCB)
	5. Internal Cross Functional Audit team

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:

All safety-related incidents are thoroughly studied and investigated with initiation of corrective actions to avoid recurrence of such incidents. Internal as well as external audits measure the effectiveness of corrective actions.

LEADERSHIP INDICATORS

Does the Entity extend any Life Insurance or any Compensatory Package in the Event of Death of:

(A) Employees (Y/N); and

(B) Workers (Y/N):

(A) Employees (Y/N)	Yes
(B) Workers (Y/N)	Yes

Provide the Measures undertaken by the Entity to ensure that Statutory Dues have been deducted and deposited by the Value Chain Partners:

The Company encourages its business partners, viz., suppliers, distributors, contractors, etc. to follow ethics, transparency and accountability in their dealings with the Company. The Company also monitors compliance by contractors supplying third party resources related to statutory dues while processing the invoices.

Provide the Number of Employees / Workers having suffered High Consequence Work-related Injury / Ill-health / Fatalities (as reported in Question 11 of Essential Indicators above), who have been rehabilitated and placed in suitable Employment or whose Family Members have been placed in suitable Employment: in the Current Year and the Previous Year:

Particulars	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	
	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Employees	Not Applicable		Not Applicable	
Workers	Not Applicable		Not Applicable	

Does the Entity provide Transition Assistance Programmes to facilitate continued Employability and the Management of Career Endings resulting from Retirement or Termination of Employment (Yes / No):

The Company has continuously invested in skill development programmes for its employees to enhance employability of the workforce and provide diverse work experience.

Details on Assessment of Value Chain Partners:

% of Value Chain Partners (by Value of Business done with such Partners) that were assessed	
Health and Safety Practices	75%
Working Conditions	75%

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.

Not Applicable

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, as a good corporate citizen, acknowledges that it is bound to think and act beyond the interests of its internal stakeholders, to include all its stakeholders in addition to its employees, who together help the Company to create a shared value.

The stakeholder engagement process comprises of several activities including stakeholder identification, consultation, prioritization, collaboration and reporting. The identification of all relevant stakeholders and understanding their expectations is of high importance to the Company in its quest to be sustainable. The Company identifies key stakeholders on the basis of their influence on the Company's activities and operations and the Company's impact on them.

The Company has identified and prioritized key stakeholders and continues to engage with them through various means such as consultations with local communities, supplier / vendor meets, customer / employee satisfaction surveys, investor / analyst meets, etc.

The Company continuously endeavours to achieve customer satisfaction and create delight for all its value chain partners and also to implement policies and processes to achieve long term welfare and meet the growth and career aspirations of its employees. The Company also strives to introduce and implement impactful programmes for communities around its plant locations, in partnership with the Government, Non-Governmental Organisations (NGOs) and local communities. This approach helps the Company to distribute accountability and ensure long-term impact of its community development initiatives in clearly identified areas of need.

The following are the key stakeholder groups identified by the Company:

- (1) Shareholders
- (2) Employees and Workers
- (3) Customers
- (4) Suppliers and Contractors
- (5) Government and Regulatory Bodies
- (6) Media and Analysts
- (7) Communities at large.

2. List Stakeholder Groups identified as Key for the Company and the Frequency of Engagement with each Stakeholder Group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes / No)	Channels of Communication (E-mail, 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	<ul style="list-style-type: none"> ● General Meetings ● Media Releases ● Investor Presentations ● Quarterly Results ● Annual Reports ● Stock Exchange Filings ● Corporate Website ● Bulk e-mails regarding Notices of Meetings, Postal Ballots, Tax Deducted at Source (TDS) on Dividend, etc. ● Dedicated e-mail address for resolving Shareholders' queries / requests 	Quarterly / Half-yearly / Annual / As and when required	<ul style="list-style-type: none"> ● Understanding the aspirations and expectations of the Shareholders ● Updating the Shareholders about the operations and financial performance of the Company
Employees and Workers	No	<ul style="list-style-type: none"> ● Regular e-mail circulars and organizational announcements ● Quarterly communication on financial performance ● Open forum interview with the top management titled as "Mulakaat" to provide business performance updates to employees, notify them about any important updates concerning them and answer their related queries ● Training and induction Programmes and workshops for employees ● Welfare initiatives for employees and their dependents ● Employee engagement / feedback surveys ● Employees' participation in community initiatives by encouraging volunteering 	Quarterly / Half-yearly / Annual / As and when required	<ul style="list-style-type: none"> ● Updating the employees about the Company's progress, policies and expectations ● Gaining valuable feedback from the employees for strengthening the functioning and growth of the Company ● Implementing measures for employees' motivation, professional growth and personal well-being
Customers	No	<ul style="list-style-type: none"> ● Business interactions ● Formal customer and distributor meets ● Market visits 	Ongoing and also specifically as and when required	<ul style="list-style-type: none"> ● Understanding customers' expectations and measures which can create delight for them ● Effective resolution of customer complaints / issues, if any

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes / No)	Channels of Communication (E-mail, 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
Suppliers	No	<ul style="list-style-type: none"> • Business interactions • Formal supplier meets • Market visits 	Ongoing and also specifically as and when required	<ul style="list-style-type: none"> • Understanding the needs and expectations of suppliers • Identifying issues or gaps, if any, in the supply chain • Awareness amongst suppliers about regulatory norms and Environment, Health & Safety (EHS) standards adopted by the Company
Government and Regulatory Bodies	No	<ul style="list-style-type: none"> • Filings with Government and regulatory authorities • Representations • Media Releases • Quarterly Results • Annual Reports • Stock Exchange Filings • Corporate Website 	As and when required	<ul style="list-style-type: none"> • Complying with statutory / mandatory reporting requirements • Regulatory guidance whenever required • Raising and resolution of issues faced by the industry
Media and Analysts	No	<ul style="list-style-type: none"> • Analyst Meets • Investor Calls • Media Releases • Investor Presentations • Quarterly Results • Annual Reports • Stock Exchange Filings • Corporate Website 	Quarterly / Half-yearly / Annual / As and when required	<ul style="list-style-type: none"> • Understanding investor aspirations and market trends • Updating on Company's performance and industry standing
Communities at large	Yes, certain sections of the communities	<ul style="list-style-type: none"> • Direct Corporate Social Responsibility (CSR) initiatives • CSR interventions undertaken with the assistance of Non- Governmental Organisation (NGO) partners 	Ongoing and also specifically as and when required	<ul style="list-style-type: none"> • Assessment of need and impact of Corporate Social Responsibility (CSR) initiatives • Harmonious relations with local communities in and around the geographical areas in which the Company operates

LEADERSHIP INDICATORS

Provide the Processes for Consultation between Stakeholders and the Board of Directors on Economic, Environmental and Social Topics or if Consultation is delegated, how is Feedback from such Consultations provided to the Board:

The Board of Directors of the Company oversees matters relating to Environmental, Social and Governance (ESG) topics and has constituted several Committees such as Audit Committee, Corporate Social Responsibility (CSR) Committee, Risk Management Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee to deal with specialized areas. The composition and the terms of reference of these Committees are in conformity with the mandatory provisions of law. The observations and recommendations of these Committees are regularly briefed to the Board at every Meeting of the Board, either for its noting or for its approval, as may be required.

The Company also conducts stakeholder engagement activities on ESG topics from time to time, to receive vital feedback from the concerned stakeholders on ESG parameters, performance and related matters. The results of such activities are briefed to the Board and its concerned Committees during the course of discussions at Meetings and appropriate measures are accordingly devised and implemented to enhance the ESG performance further.

The Company also has specialized functions and roles within its organizational hierarchy and has deployed right software and tools which enable the Company to set and achieve higher and higher standards of ESG performance and also to closely monitor the same, in order to devise and implement appropriate measures to enhance the same further.

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:

The Company recognizes the vitality of obtaining feedback from all the concerned stakeholders through consultation, in order to identify environmental and social topics which are materially important from time to time. Based on the inputs so received from the stakeholders and in accordance with the changing context and requirements:

- the policies and procedures adopted by the Company are suitably amended or modified;
- critical or priority areas needing special attention and focus are identified and policies and strategies are devised suitably;
- proper systems and plans are devised to achieve the identified objectives and to monitor and measure the performance.

Provide Details of Instances of Engagement with, and Actions taken to, address the Concerns of Vulnerable / Marginalized Stakeholder Groups:

The Company, through its Corporate Social Responsibility (CSR) Policy and initiatives, endeavours to address critical social, environmental and economic needs of marginalized and underprivileged sections of our communities around the areas in which the Company operates and to transform their lives, by adopting a shared value approach, i.e., to help in solving problems, while strengthening our competitive advantage. Every attempt possible is made by the Company to achieve holistic development of the communities, through its CSR initiatives. The CSR initiatives are strategically formulated by the Good & Green team, based on a thorough needs assessment, involving active participation of the employees, capable of bearing significant outcomes and measurable in terms of performance or progress.

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:

Employees	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	Total (A)	No. of Employees / Workers covered (B)	% (B/A)	Total (C)	No. of Employees / Workers covered (D)	% (C/D)
EMPLOYEES						
Permanent	385	385	100%	421	421	100%
Other than Permanent	20	20	100%	25	25	100%
Total	405	405	100%	446	446	100%
WORKERS						
Permanent	170	105	61.76%	185	165	89%
Other than Permanent	539	27	5.01%	595	457	77%
Total	709	132	18.62%	780	622	79%

('N/A' denotes 'Not Applicable'.)

2. Details of Minimum Wages paid to Employees and Workers, in the following format:

	Financial Year 2024-25 (Current Financial Year)					Financial Year 2023-24 (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)
PERMANENT EMPLOYEES	385	0	N/A	385	100%	421	0	N/A	421	100%
Male	329	0	N/A	329	100%	368	0	N/A	368	100%
Female	56	0	N/A	56	100%	53	0	N/A	53	100%
OTHER THAN PERMANENT EMPLOYEES	20	0	N/A	20	100%	25	0	N/A	25	100%
Male	11	0	N/A	11	100%	18	0	N/A	18	100%
Female	9	0	N/A	9	100%	7	0	N/A	7	100%
PERMANENT WORKERS	170	0	N/A	170	100%	185	0	N/A	185	100%
Male	170	0	N/A	170	100%	183	0	N/A	183	100%
Female	0	0	N/A	0	0%	2	0	N/A	2	100%
OTHER THAN PERMANENT WORKERS	539	539	100%	539	100%	595	0	N/A	595	100%
Male	505	159	31.49%	346	68.51%	590	0	N/A	590	100%
Female	34	4	11.76%	30	88.24%	5	0	N/A	5	100%

('N/A' denotes 'Not Applicable'.)

3. Details of Remuneration / Salary / Wages:

a. Median Remuneration / Wages:

Particulars	Male		Female	
	Number	Median Remuneration / Salary / Wages of respective Category (₹ in Lakh)	Number	Median Remuneration / Salary / Wages of respective Category (₹ in Lakh)
Board of Directors (BoD)	8	N/A	1	N/A
Key Managerial Personnel (KMP)	2	N/A	2	27.86
Employees other than BoD and KMPs	338	5.47	60	6.34
Workers	170	3.84	0	0

b. Gross Wages paid to Females as % of Total Wages paid by the Entity, in the following format:

	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Gross Wages paid to Females as % of Total Wages	11.50%	9%

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):

Yes, the Company has adopted Human Rights Policy and the Company's Human Rights actions are overseen by Godrej Industries Group level internal committee and Board level oversight is also provided.

Please refer to below link to access the Company's Human Rights Policy: <https://www.godrejastec.com/investors/codes-and-policies>.

5. Describe the Internal Mechanisms in place to redress Grievances related to Human Rights Issues:

In line with Godrej Industries Group companies, the Company's Human Rights Policy is guided by international covenants such as the International Bill of Human Rights (i.e., Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights) and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work.

While adhering to local laws, the Company follows higher standards to the greatest extent possible. The Company is committed to identifying, preventing and mitigating adverse human rights issues which affect employees, suppliers and other external stakeholders. The Company also offers various safeguards to all stakeholders and maintain them with respect for their privacy and dignity.

The Company has Internal Committee (ICs) in place to address sexual harassment complaints as well as Whistleblowing officer to address Whistle Blower complaints. Further, the Anti Sexual Harassment Apex Committee for Godrej Industries and its Associate companies has been formed to oversee the constitution, operations and management of the individual ICs.

Please refer to the below link to access the Company's Human Rights Policy: <https://www.godrejastec.com/investors/codes-and-policies>

6. Number of Complaints on the following made by Employees and Workers:

Particulars	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	Filed during the Year	Pending resolution at the end of the Year	Remarks	Filed during the Year	Pending resolution at the end of the Year	Remarks
Sexual Harassment	1	1	Resolved	1	0	Resolved
Discrimination at Workplace	0	0	N/A	0	0	N/A
Child Labour	0	0	N/A	0	0	N/A
Forced Labour / Involuntary Labour	0	0	N/A	0	0	N/A
Wages	0	0	N/A	0	0	N/A
Other Human Rights related Issues	0	0	N/A	0	0	N/A

('N/A' denotes 'Not Applicable'.)

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Particulars	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	1
Complaints on POSH as a % of Female Employees / Workers	1.79%	1.49%
Complaints on POSH upheld	1	1

8. Mechanisms to prevent Adverse Consequences to the Complainant in Discrimination and Harassment Cases:

The Company's Policy on Prevention of Sexual Harassment is in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

As per the Policy, the Company and the Internal Complaints Committee will take all reasonable measures to ensure that any person who has lodged a complaint under this Policy or given evidence or other assistance as part of an inquiry under this Policy, in good faith, is protected and not subjected to any retaliatory conduct. Any retaliatory conduct by an employee violates this Policy and will result in appropriate disciplinary inquiry and action thereunder. The contents of the complaint made, the identity and addresses of the Complainant, the Respondent and witnesses, any and all information relating to inquiry proceedings, shall not be published, communicated or made known to the public, press and media in any manner. If this provision is contravened, the Company shall be entitled to take all steps to secure confidentiality, take all actions in accordance with the law, the aforesaid Act and the Company's policies for such breach and also recover from such person, such sum as penalty as may be prescribed thereunder.

9. Do Human Rights Requirements form part of the Entity's Business Agreements and Contracts (Yes / No):

Yes, across the Company's diverse and extended supply chain, the Company makes human rights expectations and commitments clear to its suppliers, business partners and contractors. The Company includes relevant expectations in its contracts with them, wherever appropriate. For suppliers who do not have similar policies and practices, the Company encourages and supports them to do so.

10. Assessments for the Year:

Particulars	% of the Entity's Plants and Offices that were assessed (by the Entity or Statutory Authorities or Third Parties)
Child Labour	The Company internally monitors compliance with all the relevant laws and policies pertaining to the Human Right issues for all its plant and office locations. There have been no observations by local statutory / third parties in India during the Financial Year 2024-25.
Forced Labour / Involuntary Labour	
Sexual Harassment	
Discrimination at Workplace	
Wages	
Others – please specify	

11. Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from the Assessments at Question 10 above:

Not Applicable

LEADERSHIP INDICATORS

Details of a Business Process being modified / introduced as a result of addressing Human Rights Grievances / Complaints:

Not Applicable

Details of the Scope and Coverage of any Human Rights Due Diligence conducted:

The Company internally monitors compliance with Human Rights throughout its activities and business. During the Financial Year 2024-25, the Company conducts self-assessment for employees, workers, contract workers and community members across factories. The assessments cover the Company's own employees, third-party and contract employees, women, children, migrant workers and local communities.

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:

The Company's Registered Office is accessible for differently abled employees and workers.

Details on Assessment of Value Chain Partners:

Particulars	% of Value Chain Partners (by Value of Business done with such Partners) that were assessed
Sexual Harassment	75%
Discrimination at Workplace	75%
Child Labour	75%
Forced Labour / Involuntary Labour	75%
Wages	75%
Others – Please specify	-

Provide Details of any Corrective Actions taken or underway to address Significant Risks / Concerns arising from the Assessments of Value Chain Partners above:

Not Applicable

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	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
From renewable sources (in MJ)		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	19,39,49,104	8,83,40,359
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources in MJ (A+B+C)	19,39,49,104	8,83,40,359
From non-renewable sources (in MJ)		
Total electricity consumption (D)	6,57,66,348	7,71,86,484
Total fuel consumption (E)	12,97,90,883	20,22,31,195
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources in MJ (D+E+F)	19,55,57,231	27,94,17,679
Total energy consumed in MJ (A+B+C+D+E+F)	38,95,06,336	36,77,58,038
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.102	0.080
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	2.11	0.183
Energy intensity in terms of physical output Energy intensity (optional) – the relevant metric may be selected by the entity	1,29,643 MJ /MT of product	50,851 MJ/MT of product

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

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.**

Not Applicable. None of the Company's manufacturing plants has notified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	1,12,409	1,48,862
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)	1,12,409	1,48,862
Total volume of water consumption (in kiloliters)	1,08,185	1,39,396
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.000028	0.00003
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	0.00058	0.00006
(Total water consumption / Revenue from operations adjusted for PPP)		
Water intensity in terms of physical output Water intensity (optional) – the relevant metric may be selected by the entity	36.01 m3/MT of product	19.27 m3 / MT of product

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

4. Provide the following details related to water discharged:

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Water discharged by destination and level of treatment (in kiloliters)		
(i) To Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties		
- No treatment	-	-
- With treatment – please specify level of treatment	4,224	9,466
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total water discharged (in kiloliters)	4,224	9,466

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

5. Has the Entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

All the Company's manufacturing sites are compliant with Consent to Operate and other Central Pollution Control Board (CPCB) / Maharashtra Pollution Control Board (MPCB) guidelines. Our new facility at Mahad K-2 is a zero liquid discharge facility. The Company segregates strong and weak stream further for their effective treatment. Strong stream treated in system comprises of primary treatment (collection, neutralization, equalization, clarification & settling etc.), followed by multi effect evaporator & sludge treatment. Weak stream treated in system comprises of primary treatment (collection, neutralization, equalization, clarification & settling etc.), secondary treatment (Bio reactor) and tertiary treatment (pressure & active carbon filtration) processes. After necessary secondary / tertiary treatment, treated water is being used in process, cleaning application and irrigation purpose based on quality parameters. The Company also has a sewage treatment plant to treat domestic effluent & treated water from it being used for domestic cleaning and washing and gardening purpose.

6. Please provide details of air emissions (other than GHG emissions) by the Entity, in the following format:

Parameter	Please specify unit	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
NOx	MT/Year	7.29	4.16
SOx	MT/Year	24.6	10.71
Particulate matter (PM)	MT/Year	20.92	10.07
Persistent organic pollutants (POP)	NA	-	-
Volatile organic compounds (VOC)	NA	-	-
Hazardous air pollutants (HAP)	NA	-	-
Others – please specify	NA	-	-

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	13,444	19,072
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	13,429	16,935
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Kg CO ₂ eq. / Revenue in INR	0.0071	0.00786
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Kg CO ₂ eq. / PPP adjusted Revenue in INR	0.1457	0.01798
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	MT CO ₂ eq. / MT of Product	8.94	4.97

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

8. Does the Entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company has installed 20 TPH capacity biomass fired boiler to meet the thermal energy requirement of its new plant and existing plant. This boiler has replaced close to 9,000 MT of coal utilization in FY'25. This in turn has helped reduce GHG emissions by ~ 20,000 MT CO2. Furthermore, the boiler has kickstarted building of the Company's renewable energy portfolio, the proportion of which increased from 0% to 49% in the Financial Year 2023-24. The Company is also evaluating projects such as solar roof top / ground mounted or captive solar / hybrid for its manufacturing plants.

The Company is also continuously focusing on installation of various energy efficient technologies like extensive use of variable frequency drives, efficient pump, motors & lighting system, screw air compressor in place of reciprocating, fuel optimization through automation, improved condensate recovery, thermal insulation for steam pipelines etc.

9. Provide details related to waste management by the Entity, in the following format:

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	26.71	39.76
E-waste (B)	0.42	1.00
Bio-medical waste (C)	0.005	0.004
Construction and demolition waste (D)	-	-
Battery waste (E)	0.42	-
Radioactive waste (F)	-	-
Other Hazardous waste - Please specify, if any (G)		
Distillation Residue	10,921	11,908
Discarded liner	43.00	0.00
Coal Ash	-	545.65
ETP Sludge	14.61	19.97
Other waste	9.73	0.00
Other Non-hazardous waste generated (H) - Please specify, if any (Break-up by composition i.e. by materials relevant to the sector)		
Biomass Ash	2,125.05	874.52
Paper waste	2.06	5.1
Metal waste	176.71	122.5
Wooden waste	51.57	63.6
Glass scrap	100.12	0.00
Other waste	3.92	3.53
Total (A + B + C + D + E + F + G + H)	13,475	13,584

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000035	0.00000297
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.000073	0.0000000
Waste intensity in terms of physical output Waste intensity (optional) – the relevant metric may be selected by the entity	4.48 MT of Waste / MT of Product	1.88 MT of Waste / MT of Product
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	10,222	10,784
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	10,222	10,784
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	758.31	623
(ii) Landfilling	2,408.54	2,194
(iii) Other disposal operations	-	-
Total	3,166.85	2,817

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

10. **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 waste.**

The Company works on '4R' principle of Waste management, i.e., Reduce, Reuse, Recycle & Recover. All its non-hazardous waste sends to authorized recycler for further processing. The Company has a bromine recycling process in place and only small quantity of it the Company procured as make up. The Company has a dedicated solvent extraction plant where it is recovering solvent and further reuses into the process. The Company has a dedicated team who does life cycle analysis of products with one of the main objective to recover, reuse and reduce waste at maximum possible extent.

The Company has started diverting its landfill waste for co-processing / pre-processing platform to achieve complete circularity. The Company is also sending its coal & briquette ash to nearby brick manufacturers, serving the purpose of circularity and acts as enhanced binding agent for them, thus reducing dependency from virgin material.

11. **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:**

Not Applicable

12. **Details of environmental impact assessments of projects undertaken by the Entity based on applicable laws, in the current financial year:**

Not Applicable

13. **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, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

All our manufacturing plants of the Company are compliant with applicable Environmental laws and regulations and operate as per Consent to Operate from Central & State Pollution Control Boards.

LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters):

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	-	-
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kiloliters)	-	-
Total volume of water consumption (in kiloliters)	-	-
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharged by destination and level of treatment (in kiloliters)		
(i) Into Surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) Into Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) Into Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third parties		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-

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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	79,681	45,092
Total Scope 3 emissions per rupee of turnover	Kg CO ₂ eq. / Revenue in INR	0.0209	0.00984
Total Scope 3 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.

Financial Year 2023-24 (Previous Financial Year) data assured by TUV India Pvt. Ltd.

Financial Year 2024-25 (Current Financial Year) data assured by SGS India Pvt. Ltd.

3. With respect to the ecologically sensitive areas reported at Question 11 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

4. 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:

For more details, Refer Annexure 'E' to the Directors' Report

5. Does the Entity have a business continuity and disaster management plan? Give details in 100 words / web link.

We have built a sturdy Business Continuity Plan to further strengthen our business. Our Business Continuity Plan (BCP) consists of annual budgeting, long-term budgeting, a career development plan for employees and a succession plan for all the key positions. The assessed operational impacts include those related to life safety, customer service, revenue / cash flow, public image, regulatory, product development, competitive advantage, financial control / reporting, liability increase.

The main objective is to ensure business continuity and zero negative impact on society, environment, stakeholders, and economic losses. To make this BCP more robust in the company, organization conducts internal and external risk assessments and training for its employees and workers. Major organizational risks are identified, measured, monitored, and reviewed by the central risk review committee. This risk review committee consists of board of directors.

6. 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.

Our company has developed a Responsible Procurement Policy, which is an extension of our values and is applicable to all our suppliers. We expect our suppliers to operate in accordance with the principles as outlined in this Policy and adhere to all applicable laws and regulations. This Policy goes beyond mere compliance with the law by drawing upon internationally recognized standards in order to identify and define best practices from across the globe.

This Policy outlines our expectations with regards to ethics, business integrity, human rights, health and safety, environment, the local community and quality of product and operations.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Almost all our critical suppliers have signed & acknowledged the supplier Code of Conduct. Our company is in the process of evaluating the suppliers on various ESG KPI's defined under the framework.

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: 6 (Six)**
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:

Sr. No.	Name of the Trade and Industry Chambers / Associations	Reach of Trade and Industry Chambers / Associations (State / National)
1.	Pesticides Manufacturers & Formulators Association of India (PMFAI)	National
2.	Confederation of Indian Industry (CII)	National
3.	Responsible Care	International
4.	Indian Chemical Council (ICC)	National
5.	CHEMEXCIL	National
6.	Nicer Globe	National

- 2) **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
	Not Applicable	

LEADERSHIP INDICATORS

Details of Public Policy Positions advocated by the Entity:

Public Policy advocated	The Company actively participates in the discussions and activities of the industry chambers and associations of which it is a member. The Company also engages with Government and regulatory bodies while:
Method resorted for such Advocacy	<ul style="list-style-type: none"> ● Representing the interests of the industry; or ● Providing vital inputs on behalf of the industry; or ● Taking up the technical or regulatory issues faced by the industry as a whole with the appropriate authorities / forums and having the same resolved.
Whether Information available in Public Domain? (Yes / No)	Specific officials of the Company are authorized to communicate with industrial bodies, for and on behalf of the Company, in accordance with the communication policy of the Company.
Frequency of Review by Board (Annually / Half- yearly / Quarterly / Others – please specify)	Through participation of the top management executives in several committees and task forces, the Company does play its small role in helping formulation of public policy.
Web Link, if available	The Company is committed to involve itself in the public policy advocacy process in a responsible and ethical manner.

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT**ESSENTIAL INDICATORS**

1. **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 the 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
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Not Applicable

2. **Information on Project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by the Entity, in the following format:**

Sr. 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 Financial Year (in ₹)
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Not Applicable

3. **Describe the Mechanisms to receive and redress Grievances of the Community:**

The Company, being a Godrej Industries Group company, remains committed to the Godrej Group's 'Good & Green' vision of creating a more inclusive and greener India. The Company's strategic Corporate Social Responsibility (CSR) projects, undertaken as part of overall sustainability framework, actively work towards the Godrej Group's Good & Green goals. Through these projects, there is a regular engagement and interaction with community representatives nearby the Company's manufacturing locations. The Company's CSR activities are implemented by on-ground programme managers and they are required to send regular feedback / updates to the management committee and Corporate Good & Green team. The management committee, in turn, reports to Board level Corporate Social Responsibility (CSR) Committee.

4. **Percentage of Input Material (Inputs to Total Inputs by Value) sourced from Suppliers:**

Particulars	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Directly sourced from MSMEs / Small Producers	15.5%	18.00%
Sourced directly from within India	42.6%	4.68%

5. **Job Creation in Smaller Towns – Disclose Wages paid to Persons employed (including Employees or Workers employed on a Permanent or Non-permanent / on Contract basis) in the following Locations, as % of total Wage Cost:**

Location	Financial Year 2024-25 (Current Financial Year)	Financial Year 2023-24 (Previous Financial Year)
Rural	-	-
Semi-Urban	62.17%	60.41%
Urban	-	-
Metropolitan	37.83%	39.59%

(Place to be categorized as per RBI Classification System – Rural / Semi-Urban / Urban / Metropolitan)

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
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Not Applicable

Provide the following Information on CSR Projects undertaken by the Entity in Designated Aspirational Districts as identified by Government Bodies:

S. No.	State	Aspirational District	Amount spent (in ₹)
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Not Applicable

Do you have a Preferential Procurement Policy where you give preference to purchase from Suppliers comprising Marginalized / Vulnerable Groups? (Yes / No)

From which Marginalized / Vulnerable Groups do you procure?

What Percentage of Total Procurement (by Value) does it constitute?

The Company does not have any preferential procurement policy.

Details of the Benefits derived and shared from the Intellectual Properties owned or acquired by the Entity (in the Current Financial Year), based on traditional knowledge:

Sr. No.	Intellectual Property based on traditional knowledge	Owned / Acquired (Yes / No)	Benefit shared (Yes / No)	Basis of calculating Benefit Share
Not Applicable				

Details of Corrective Actions taken or underway, based on any Adverse Order in Intellectual Property related Disputes wherein Usage of Traditional Knowledge is involved:

Name of Authority	Brief of the Case	Corrective Action taken
Not Applicable		

Details of Beneficiaries of Corporate Social Responsibility (CSR) Projects:

Sr. No.	CSR Project	No. of Persons benefitted from CSR Projects	% of Beneficiaries from Vulnerable & Marginalized Groups
1.	Bamboo Development	10,244	100%
2.	Community Development	60	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:

Customer complaints and feedback regarding any of the Company's products are received by Sales & Marketing teams and are discussed with respective Production and Quality personnel. Appropriate corrective actions are taken post comprehensive root-cause analysis and approval from Operational leadership.

2. Turnover of Products and/or Services as a Percentage of Turnover from all Products / Services that carry Information about:

Particulars	As a Percentage to Total Turnover
Environmental and Social Parameters relevant to the Product	100%
Safe and Responsible Usage	100%
Recycling and/or Safe Disposal	100%

3. Number of Consumer Complaints in respect of the following for the Current Year and the Previous Year:

Particulars	Financial Year 2024-25 (Current Financial Year)			Financial Year 2023-24 (Previous Financial Year)		
	Received during the Year	Pending resolution at end of Year	Remarks	Received during the Year	Pending resolution at end of Year	Remarks
Data Privacy	0	0	N/A	0	0	N/A
Advertising	0	0	N/A	0	0	N/A
Cyber-Security	0	0	N/A	0	0	N/A
Delivery of Essential Services	0	0	N/A	0	0	N/A
Restrictive Trade Practices	0	0	N/A	0	0	N/A
Unfair Trade Practices	0	0	N/A	0	0	N/A
Other	0	0	N/A	0	0	N/A

['N/A' denotes 'Not Applicable'.]

4. **Details of Instances of Product Recalls on account of Safety Issues:**

Particulars	Number	Reasons for Recall
Voluntary Recalls		
Forced Recalls	Nil	Not Applicable

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:**

Godrej Industries Limited and Associated Companies (GILAC) has documented an Information Security Policy (ISMS Policy) that outlines all the information security objectives to be met by all the associated companies which includes Astec LifeSciences Limited as well. The Information Security Policy of GILAC addresses several domains including security at people, technology and process levels. Also, there are supporting process and procedure documents available for various aspects of Information Security.

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:**

Not Applicable

7. **Provide the following Information relating to Data Breaches:**

a. **Number of Instances of Data Breaches**

b. **Percentage of Data Breaches involving personally identifiable information of customers**

c. **Impact, if any, of the data breaches**

Not Applicable

LEADERSHIP INDICATORS

Channels / Platforms where Information on Products and Services of the Entity can be accessed (provide Web link, if available):

Information relating to all products of the Company is available on the Company's website - www.astecgodrejastec.com.

Steps taken to inform and educate Consumers about Safe and Responsible Usage of Products and/or Services:

All of the Company's product shipments carry Material Safety Data Sheets (MSDS) and Transport Emergency Cards (TREM) which have necessary information regarding safe usage and disposal in any situation. As a signatory to Responsible Care, the Company follows guidelines under Product Safety and Stewardship Code which entails sharing information regarding product hazards, intended uses, handling practices, exposures and risks with the concerned parties.

Mechanisms in place to inform Consumers of any Risk of Disruption / Discontinuation of Essential Services:

Not Applicable

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 the 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, product information is displayed in compliance with the relevant laws. Yes, customer satisfaction surveys are conducted once in a year.



STANDALONE FINANCIALS

Independent Auditor's Report

To the Members of Astec LifeSciences Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Astec LifeSciences Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its loss and other comprehensive income, changes in equity and its cash flows 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 Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements under the provisions of the Act 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 on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

See Note 29 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from sale of goods is recognised when the control of the goods has passed, which is usually on delivery of the goods. We have considered that there is a risk of fraud on account of revenue being overstated on account of it being recognised in the wrong period or before the control has passed.</p> <p>We have identified the existence of revenue recognition from sale of products as a key audit matter. The Company focuses on revenue as key performance measure, which could create an incentive for revenue to be recognized before control has been transferred.</p>	<p>In view of the importance of the matter we applied the following audit procedures in this area, among others to obtain sufficient audit evidence:</p> <ol style="list-style-type: none"> i. We have assessed the appropriateness of the Company's accounting policies in respect of revenue recognition by comparing with applicable accounting standards; ii. We have evaluated the process followed by the company for revenue recognition including understanding and testing of key controls including general IT controls relating to recognition of revenue in correct period; iii. Tested design, implementation and operating effectiveness of the Company's internal controls including general IT controls and key IT application controls over recognition of revenue; iv. Performed substantive testing of revenue transactions recorded during the year on a sample basis by verifying the underlying documents which included sales invoices, dispatch documents and proof of delivery, depending on the terms of contracts with customer; v. Performed testing for samples of revenue transactions recorded closer to the year-end by verifying underlying documents, to determine the accuracy of the period in which revenue was recognized; vi. Tested any unusual non-standard journal entries that impacted revenue recognized during the year; and vii. Evaluating adequacy of disclosures given in notes to the financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's reports thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. 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 relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 1 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 46 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d.
 - (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 13 to the standalone financial statements, 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall 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.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 13 to the standalone financial statements, 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- e. The Company has neither declared nor paid any dividend during the year.
 - f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which, along with access management tools, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail in respect of the previous year has been preserved by the Company as per the statutory requirements for record retention except for the logs generated within access management tool.
- C. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The excess remuneration paid to a director is in accordance with the requisite approval as mandated by the provision of Section 197 of the Act read with schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Rahul Choudhary

Partner

Membership No.: 408408

ICAI UDIN:25408408BMKUFG2133

Place: Mumbai
Date: 23 April 2025

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Astec LifeSciences Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (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 a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) 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 revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (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 been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records, the Company has granted loans, unsecured, to other parties during the year, in respect of which the requisite information is as below. The Company has not made investments and has not granted advances in the nature of loans, unsecured, to other parties during the year. The Company has not made any investments and has not granted any loans or advances in the nature of loans, unsecured, to companies, firms or limited liability partnerships during the year. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured, to companies, firms, limited liability partnerships or any other parties during the year
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other entity as below:

Particulars	Guarantees (₹ in lakhs)	Security (₹ in lakhs)	Loans (₹ in lakhs)	Advances in nature of loans (₹ in lakhs)
Aggregate amount during the year Others	-	-	300.00	-
Balance outstanding as at balance sheet date Others	-	-	275.69	-

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the loans granted during the year are, prima facie, not prejudicial to the interest of the Company
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion following instances of loans falling due during the year were renewed or extended to same party.

Name of the party	Aggregate amount of loan granted during the year (₹ in lakhs)	Aggregate amount settled or renewed to same party (₹ in lakhs)	Percentage of the aggregate to the total loan granted during the year
Discovery Laboratories Private Limited	300.00	266.67	88.90%

- (f) 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 granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) 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 provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). The Company has not provided any loan as specified under section 185 of the Companies Act, 2013. In respect of the investments made and loan given by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	*340.79	FY 2016-17	CIT(A)
Income Tax Act, 1961	Income Tax	**36.85	FY 2016-17	CIT(A)
Central Excise Act	Excise Duty	#5802.77	FY 2009-14	CESTAT
Central Excise Act	Excise Duty	6337.13	FY 2009-14	High Court
Central Excise Act	Excise Duty	##216.52	FY 2016-17	Joint Commissioner
Customs Act, 1962	Custom Duty	38.94	FY 2013-14	Commissioner of Custom
VAT & Sales Tax Act	Sales Tax	###16.34	FY 2015-16	Maharashtra Sales Tax Tribunal
Central Goods and Service Tax Act, 2017	Goods & Service Tax	####172.90	FY 2015-16	CESTAT
Central Goods and Service Tax Act, 2017	Goods & Service Tax	575.02	FY 2020-21	GST Appellate Authority

- * Net of amount paid under protest amounting to ₹. 30.00 lakhs
 ** Net of amount paid under protest amounting to ₹. 41.41 lakhs
 # Net of amount paid under protest amounting to ₹. 233.65 lakhs
 ## Net of amount paid under protest amounting to ₹. 4.82 lakhs

Net of amount paid under protest amounting to ₹. 6.78 lakhs
 #### Net of amount paid under protest amounting to ₹. 6.73 lakhs

- (viii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) 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 defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (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 been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries companies as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer. In our opinion and according to the information and explanation given to us, the debt instrument (Commercial paper and Non convertible debt securities) raised by the Company, have been applied for during the year for the purpose for which they are raised.
- (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.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the 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 the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, 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.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC.
- (xvii) The Company has incurred cash losses of ₹ 9411.25 lakhs in the current financial year and ₹ 2566.09 lakhs in the immediately preceding financial year.

- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, 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 the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Rahul Choudhary

Partner

Membership No.: 408408

ICAI UDIN:25408408BMKUFG2133

Place: Mumbai
Date: 23 April 2025

Annexure B to the Independent Auditor's Report on the standalone financial statements of Astec LifeSciences Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

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

Opinion

We have audited the internal financial controls with reference to financial statements of Astec LifeSciences Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements 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 (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Rahul Choudhary
Partner

Membership No.: 408408
ICAI UDIN:25408408BMKUFG2133

Place: Mumbai
Date: 23 April 2025

Standalone Balance sheet as at March 31, 2025

Particulars	Note No.	₹. In Lakh	
		As at March 31, 2025	As at March 31, 2024
ASSETS			
(I) Non-current assets			
(a) Property, plant and equipment	2 (a)	46,591.73	35,324.46
(b) Capital work-in-progress	2 (b)	12.51	14,846.55
(c) Right of use assets	3	3,041.63	2,969.08
(d) Intangible assets	4 (a)	220.10	284.72
(e) Intangible assets under development	4 (b)	2,124.75	1,656.85
(f) Financial assets			
(i) Investments			
Investments in subsidiaries	5 (a)	42.18	42.18
Other investments	5 (b)	0.53	0.53
(ii) Other financial assets	6	136.29	172.73
(g) Other non-current tax assets (net)	7	823.57	1,372.95
(h) Other non-current assets	8	1,052.44	996.79
Total Non-current assets		54,045.73	57,666.84
(II) Current assets			
(a) Inventories	9	15,981.07	19,584.66
(b) Financial assets			
(i) Trade receivables	10	14,744.27	16,900.40
(ii) Cash and cash equivalents	11	56.50	46.05
(iii) Bank balances, other than (ii) above	12	93.24	93.43
(iv) Loans	13	277.18	4.04
(v) Other financial assets	14	64.18	196.12
(c) Other current assets	15	2,779.59	2,922.99
Total current assets		33,996.03	39,747.69
Total Assets		88,041.76	97,414.53
EQUITY AND LIABILITIES			
(I) Equity			
(a) Equity share capital	16	1,961.14	1,960.92
(b) Other equity	17	21,446.25	34,906.73
Total equity		23,407.39	36,867.65
(II) Liabilities			
(1) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	28,000.00	19,900.00
(ii) Lease liabilities	19	-	1.65
(iii) Other financial liabilities	20	29.00	205.00
(b) Provisions	21	36.67	44.16
(c) Deferred tax liabilities (net)	22	-	671.56
Total non current liabilities		28,065.67	20,822.37
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	23	27,454.41	29,489.47
(i) Lease liabilities	24	1.65	9.77
(ii) Trade payables	25		
Total outstanding dues of Micro Enterprises and Small Enterprises		413.63	439.10
Total outstanding dues of other than Micro Enterprises and Small Enterprises		7,745.39	8,489.54
(iii) Other financial liabilities	26	684.41	1,032.48
(b) Other current liabilities	27	171.41	128.20
(c) Provisions	28	97.80	135.95
Total current liabilities		36,568.70	39,724.51
Total liabilities		64,634.37	60,546.88
Total Equity and Liabilities		88,041.76	97,414.53

The Notes 1 to 52 form an integral part of the Standalone Financial Statements

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

BURJIS GODREJ
Managing Director
DIN: 08183082
Mumbai
23 April 2025

B. S. YADAV
Director
DIN: 00294803
Mumbai
May 02, 2025

RAHUL CHOUDHARY
Partner
Membership Number: 408408
Mumbai
23 April 2025

MUGDHA KHARE
Chief Financial Officer
ICAI Member No. 133002
Mumbai
23 April 2025

TEJASHREE PRADHAN
Company Secretary
ICSI Member. No. FCS7167
Mumbai
23 April 2025

Standalone Statement of Profit and Loss for the year ended March 31, 2025

(₹. In Lakh)

Particulars	Note No.	For the Year ended March 31, 2025	For the Year ended March 31, 2024
I. Revenue from operations			
Sale of Products	29	37,814.66	45,770.12
Other operating revenue	29	315.69	47.95
Total Revenue from Operations		38,130.35	45,818.07
II. Other income	30	555.81	558.36
III. Total Income		38,686.16	46,376.43
IV. Expenses			
Cost of materials consumed	31	24,885.99	31,882.31
Changes in inventories of finished goods and work-in-progress	32	4,807.63	45.70
Employee benefits expense	33	6,110.45	6,174.40
Finance costs	34	3,670.70	2,524.42
Depreciation and amortisation expense	35	4,377.40	3,631.30
Other expenses	36	8,945.81	8,305.93
Total expenses		52,797.98	52,564.06
V. Loss before tax		(14,111.82)	(6,187.63)
VI. Tax expense:			
1. Current tax		-	-
2. Deferred tax income		(631.00)	(1,488.92)
		(631.00)	(1,488.92)
VII. Loss for the year		(13,480.82)	(4,698.71)
VIII. Other comprehensive income/(loss)			
(A) (i) Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability		22.56	(76.06)
(ii) Income tax related to items that will not be reclassified to profit or loss		(5.68)	19.14
Total other comprehensive income/(loss)		16.88	(56.92)
IX. Total comprehensive loss for the year		(13,463.94)	(4,755.63)
X. Earnings per equity share (Nominal value of ₹. 10 each, fully paid-up)	37		
Basic (in ₹.)		(68.74)	(23.96)
Diluted (in ₹.)		(68.74)	(23.96)

The Notes 1 to 52 form an integral part of the Standalone Financial Statements

As per our report of even date attached
For B S R & Co. LLP
 Chartered Accountants
 Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
 (CIN:L99999MH1994PLC076236)

BURJIS GODREJ
 Managing Director
 DIN: 08183082
 Mumbai
 23 April 2025

B. S. YADAV
 Director
 DIN: 00294803
 Mumbai
 May 02, 2024

RAHUL CHOUDHARY
 Partner
 Membership Number: 408408
 Mumbai
 23 April 2025

MUGDHA KHARE
 Chief Financial Officer
 ICAI Member No. 133002
 Mumbai
 23 April 2025

TEJASHREE PRADHAN
 Company Secretary
 ICSI Member. No. FCS7167
 Mumbai
 23 April 2025

Standalone Statement of Cash Flows for the year ended March 31, 2025

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Cash flow from operating activities		
Loss before tax	(14,111.82)	(6,187.63)
Adjustments for		
Depreciation and amortisation expense	4,377.40	3,631.30
Interest income	(73.26)	(9.09)
Finance cost	3,670.70	2,524.42
Unrealised foreign exchange loss/(gain) (net)	323.17	(9.76)
Allowances for doubtful debts	4.75	5.83
(Profit)/Loss on sale of property, plant and equipment	(201.81)	11.14
Provision for inventory	2,016.81	9.08
Provision for receivables from government authorities	-	164.85
Employee stock options expense	3.45	30.11
Total non-cash & non-operating adjustments	10,121.21	6,357.88
Operating (loss)/ profit before working capital changes	(3,990.61)	170.25
Change in operating assets and liabilities		
Decrease/(Increase) in trade receivables	1,888.34	(1,351.22)
Decrease/(Increase) in loans	(273.14)	(2.01)
Decrease/(Increase) in other financial assets	169.41	8.85
Decrease/(Increase) in other current assets	143.40	1,547.12
Decrease/(Increase) in inventories	1,586.78	9,891.05
Decrease/(Increase) in other non-current assets	17.00	(4.82)
(Decrease)/Increase in trade payables	(779.38)	(8,884.35)
(Decrease)/Increase in other financial liabilities	51.93	12.55
(Decrease)/Increase in other current liabilities	43.20	(232.93)
(Decrease)/Increase in provisions	(23.07)	(18.78)
(Decrease)/Increase in other non-current financial liabilities	(176.00)	70.09
	2,648.47	1,035.55
Cash generated from operations	(1,342.14)	1,205.80
Direct Taxes paid (net of refunds received)	503.14	(192.66)
Net cash generated from/(used in) operating activities	(839.00)	1,013.14
Cash flow from investing activities		
Acquisition of property, plant and equipment, intangible assets and capital work-in-progress	(2,182.20)	(13,549.89)
Proceeds from sale of property, plant and equipment	596.77	35.96
Deposits redeemed / (placed)	0.19	(1.19)
Interest received	72.24	17.34
Net cash used in investing activities	(1,513.00)	(13,497.78)

Standalone Statement of Cash Flows for the year ended March 31, 2025

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Cash flow from financing activities		
Proceeds from Long term Borrowings	15,100.00	14,900.00
Repayment of Long term Borrowings	(6,076.09)	(4,396.48)
Proceeds/(Repayment) of short term borrowings (net)	(2,695.46)	(401.17)
Proceeds from issue of shares	0.23	7.90
Payment of lease liabilities	(9.77)	(8.97)
Payment of Interest on lease liabilities	(1.03)	(1.83)
Intercompany deposits taken Long term	1,000.00	5,000.00
Intercompany deposits repaid Long term	(2,100.00)	-
Intercompany deposits taken/(repaid) short term	1,000.00	-
Finance cost paid	(3,855.43)	(2,320.32)
Dividend paid to company's shareholders	-	(294.09)
Net cash generated from financing activities	2,362.45	12,485.04
Net increase / (decrease) in cash and cash equivalents	10.45	0.40
Cash and cash equivalents (Opening balance)	46.05	45.65
Cash and cash equivalents at the end of the year (closing balance) (refer note no.11)	56.50	46.05

Note 1 :

The above statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard 7 Statement of Cash Flow notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, as amended and the relevant provisions of the Act.

Note 2 : Movement in Borrowings

Particulars	March 31, 2024	Cash Flows	Non-cash changes	31-Mar-25
Long term borrowings (Refer Note 2.1)	21,093.70	7,923.91		29,017.61
Short term borrowings	28,295.77	(1,695.46)	(163.51)	26,436.80
Total borrowings	49,389.47	6,228.46	(163.51)	55,454.41

Particulars	March 31, 2023	Cash Flows	Non-cash changes	March 31, 2024
Long term borrowings (Refer Note 2.1)	5,590.18	15,503.52		21,093.70
Short term borrowings	28,527.82	(401.17)	169.11	28,295.77
Total borrowings	34,118.00	15,102.35	169.11	49,389.47

Note 2.1: The Term Loan from Bank for ₹. 1,000 lakh and interest on non convertible debentures ₹. 17.61 lakh (previous year ₹. 1,193.70 Lakh) has been disclosed as current maturity of Long term Borrowing Under Current Liabilities.

The Notes 1 to 52 form an integral part of the Standalone Financial Statements

As per our report of even date attached
For B S R & Co. LLP
 Chartered Accountants
 Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
 (CIN:L99999MH1994PLC076236)

BURJIS GODREJ
 Managing Director
 DIN: 08183082
 Mumbai
 23 April 2025

B. S. YADAV
 Director
 DIN: 00294803
 Mumbai
 May 02, 2024

RAHUL CHOUDHARY
 Partner
 Membership Number: 408408
 Mumbai
 23 April 2025

MUGDHA KHARE
 Chief Financial Officer
 ICAI Member No. 133002
 Mumbai
 23 April 2025

TEJASHREE PRADHAN
 Company Secretary
 ICSI Member. No. FCS7167
 Mumbai
 23 April 2025

Standalone Statement Of Changes In Equity for the Year ended March 31, 2025

(a) Equity share capital	(₹. in Lakh)	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the reporting Year	1960.92	1960.57
Changes in equity share capital during the year (refer note no. 16)	0.22	0.35
Balance at the end of the reporting Year	1961.14	1960.92

(b) Other equity

	(₹. in Lakh)					
	Capital redemption reserve	Securities Premium	General reserve	Employee Stock option outstanding	Retained earnings	Total
Balance as at April 1, 2024	0.30	6,108.95	1,249.28	38.07	27,510.13	34,906.73
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated Balance as at April 1, 2024	0.30	6,108.95	1,249.28	38.07	27,510.13	34,906.73
Loss for the year (net of income tax)	-	-	-	-	(13,480.82)	(13,480.82)
Other comprehensive income for the year	-	-	-	-	16.88	16.88
Total comprehensive income for the year	-	-	-	-	(13,463.94)	(13,463.94)
Transactions with the owners of the Company						
Contributions and distributions						
Dividends	-	-	-	-	-	-
ESOP share exercised during the year	-	30.23	-	(30.22)	-	0.01
Employee compensation expense recognised during the year	-	-	-	3.45	-	3.45
Balance as at March 31, 2025	0.30	6,139.18	1,249.28	11.30	14,046.19	21,446.25
Balance as at April 1, 2023	0.30	6,073.56	1,249.28	35.81	32,559.85	39,918.80
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated Balance as at April 1, 2023	0.30	6,034.80	1,249.28	29.21	30,324.75	37,638.34
Loss for the year (net of income tax)	-	-	-	-	(4,698.71)	(4,698.71)
Other comprehensive income for the year	-	-	-	-	(56.92)	(56.92)
Total comprehensive income for the year	-	-	-	-	(4,755.63)	(4,755.63)
Transactions with the owners of the Company						
Contributions and distributions						
Dividends	-	-	-	-	(294.09)	(294.09)
ESOP share exercised during the year	-	35.39	-	(27.85)	-	7.54
Employee compensation expense recognised during the year	-	-	-	30.11	-	30.11
Balance as at March 31, 2024	0.30	6,108.95	1,249.28	38.07	27,510.13	34,906.73

The Notes 1 to 52 form an integral part of the Standalone Financial Statements

As per our report of even date attached
For B S R & Co. LLP
 Chartered Accountants
 Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
 (CIN:L99999MH1994PLC076236)

BURJIS GODREJ
 Managing Director
 DIN: 08183082
 Mumbai
 23 April 2025

B. S. YADAV
 Director
 DIN: 00294803
 Mumbai
 May 02, 2024

RAHUL CHOUDHARY
 Partner
 Membership Number: 408408
 Mumbai
 23 April 2025

MUGDHA KHARE
 Chief Financial Officer
 ICAI Member No. 133002
 Mumbai
 23 April 2025

TEJASHREE PRADHAN
 Company Secretary
 ICSI Member. No. FCS7167
 Mumbai
 23 April 2025

Notes forming part of the Standalone Financial Statements

for the Year ended March 31, 2025

Note 1 : Material accounting policies

A. General Information

Astec LifeSciences Limited ("the Company") is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at Godrej One, 3rd Floor, Pirojsha Nagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079. The Company was incorporated under the Companies Act, 1956 on January 25, 1994. The Company manufactures a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

B. Basis of preparation and measurement

(1) Basis of preparation

The standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the years presented in the standalone financial statements.

The standalone financial statements of the Company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on 23 April 2025.

Current versus non-current classification

All assets and liabilities have been classified as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of the classification of assets and liabilities into current and non-current.

(2) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value (refer- Accounting policy regarding financials instruments 8);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments - measured at fair value

(3) Functional and presentation currency

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

C. Key estimates and assumptions

While preparing financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

(1) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

(2) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

(3) Recognition of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

(4) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

(5) Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

(6) Fair valuation of employee share options

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

(7) Determining whether an arrangement contains a lease

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Company has concluded that no changes are required to lease period relating to the existing lease contracts.

(8) Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

(9) Liability for Sales Return

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Company to be reliable estimate of future sales returns.

(10) Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation because of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent assets are neither recognised nor disclosed in the standalone financial statements.

D. Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

E. Material accounting policies

(1) Revenue and Other income :

i. Sale of goods

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Company includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue is measured based on the consideration specified in a contract with a customer. Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer have control over the inventory.

Our customers have the contractual right to return goods only when authorized by the Company. As at 31st March 2025, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Company using a best estimate based on accumulated experience.

ii. Dividend income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(2) Foreign currency :

(i) Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

- Qualifying cash flow hedges to the extent that the hedges are effective.

(3) Employment Benefits

(i) Short-term obligations

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service. The Company has a scheme of

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Performance Linked Variable Remuneration (PLVR) which is fully written off to the Standalone Statement of Profit & Loss. The Scheme rewards its employees based on the achievement of key performance indicators and profitability, as prescribed in the scheme.

(ii) Other long-term employee benefit obligations

Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, and
- (b) defined contribution plans such as provident fund.

Gratuity obligations

The following post – employment benefit plans are covered under the defined benefit plans:

Gratuity :

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Astec LifeSciences Limited Employee Stock Option Plan.

Employee options:

The fair value of options granted under the Astec LifeSciences Limited Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

obliged or where there is a past practice that has created a constructive obligation.

(vi) Terminal benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(4) Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(5) Inventories

Inventories are carried in the balance sheet as follows:

- (a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realisable value
- (b) Work-in-progress / project in progress: At lower of cost of materials, plus appropriate production overheads and net realizable value.
- (c) Finished Goods: At lower of cost of materials, plus appropriate production overheads and net realizable value, Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale. The cost of inventories have been computed to include all cost of purchases, cost of conversion

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

(6) Property, plant and equipment (including Capital work in progress)

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
- d) Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Depreciation/ Amortizations

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(b) Right of use Asset:

Amortized over the primary lease period.

(c) Leasehold improvements and equipments:

Amortised over the Primary lease period

Assets costing less than ₹. 5,000 are fully depreciated in the year of purchase/acquisition. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(7) Intangible assets

(i) Computer software

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software and product registration, which are acquired by the Company and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software 6 years
- Product Registration 5 years

(ii) Research and development

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset under development when the Company can demonstrate: -

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- It is probable that future economic benefits will flow to the Company and the Company has control over the asset

Cost of Product Registration generally comprise of direct costs of manpower, other fixed cost and depreciation towards production of samples, creating product dossiers, fees paid to registration consultants, application fees to the government authorities. Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit.

(8) Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

(9) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Company. The Company has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

(10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(11) Hedge accounting

The Company designates certain hedging instruments in respect of foreign currency risk, interest rate risk and commodity price

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement profit or loss.

i. Financial assets

Classification

The Company classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition and measurement

At initial recognition, the Company measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

Equity investments

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

(a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.
- b) Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

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

Offsetting of financial instruments

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

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(12) Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is 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.

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

(13) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in profit or loss.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

(14) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes primarily consist of leases for land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(15) Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

(16) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(17) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

(18) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(F) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 2 (a) : Property, plant and equipment

Particulars	(₹. in Lakh)									
	Plant and Machinery	Factory Buildings	Office Buildings	Electrical Installations	Furniture and Fixtures	Vehicles	Computers	Office and Other Equipment	Total	
Gross Block										
As at April 1, 2024	33,008.58	13,229.21	3,752.17	2,453.87	933.05	589.14	401.46	762.33	55,129.81	
Additions	11,348.76	3,594.23	29.75	725.82	25.40	142.66	52.66	79.69	15,998.97	
Disposals	70.14	-	225.62	5.84	2.64	131.68	2.45	0.43	438.80	
As at March 31, 2025	44,287.20	16,823.44	3,556.30	3,173.85	955.81	600.12	451.67	841.59	70,689.98	
Accumulated Depreciation										
As at April 1, 2024	15,460.69	2,634.54	98.26	703.50	238.56	217.00	208.92	243.88	19,805.34	
For the year	2,951.65	701.93	61.47	274.39	78.08	55.73	74.09	139.41	4,336.75	
Disposals	10.37	-	8.86	1.16	0.09	21.31	2.05	-	43.84	
As at March 31, 2025	18,401.97	3,336.47	150.86	976.73	316.55	251.42	280.96	383.29	24,098.25	
Net Block as at March 31, 2025	25,885.23	13,486.97	3,405.44	2,197.12	639.26	348.70	170.71	458.30	46,591.73	
Gross Block										
As at April 1, 2023	29,058.98	12,612.47	267.47	1,726.01	279.47	414.88	272.57	255.33	44,887.17	
Additions	3,949.60	616.74	3,484.70	727.85	653.58	233.03	130.39	507.00	10,302.89	
Disposals	-	-	-	-	-	58.77	1.49	-	60.26	
As at March 31, 2024	33,008.58	13,229.21	3,752.17	2,453.87	933.05	589.14	401.46	762.33	55,129.81	
Accumulated Depreciation										
As At April 1, 2023	13,096.50	2,026.31	37.66	476.09	161.88	184.83	140.27	110.58	16,234.12	
For the year	2,364.18	608.23	60.60	227.41	76.68	45.00	68.99	133.30	3,584.39	
Disposals	-	-	-	-	-	12.83	0.34	-	13.17	
As at March 31, 2024	15,460.69	2,634.54	98.26	703.50	238.56	217.00	208.92	243.88	19,805.34	
Net Block as at March 31, 2024	17,547.89	10,594.67	3,653.91	1,750.37	694.49	372.14	192.54	518.45	35,324.46	

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 2 (b). 1 : Capital work-in-progress

		(₹. in Lakh)
Particulars	Total	
As at April 1, 2024		14,846.55
Additions for the year		1,064.46
Capitalised during the year		(15,898.50)
As at March 31, 2025		12.51
As at April 1, 2023		11,238.43
Additions for the year		13,655.75
Capitalised during the year		(10,047.63)
As at March 31, 2024		14,846.55

Note 2 (b). 2 : Capital work-in-progress Ageing Schedule as of March 31, 2025.

Capital work-in-progress Ageing Schedule for current year	Amount in Capital work-in-progress for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	12.51				12.51
Temporary projects suspended	-	-	-	-	-

-There are no Projects where the costs have exceeded the original plan approved by the Board of Directors and there are no Projects where the project timelines are overdue as on 31st March, 2025.

Note 2 (b). 3 : Capital work-in-progress Ageing Schedule as of March 31, 2024.

Capital work-in-progress Ageing Schedule for previous year	Amount in Capital work-in-progress for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	11,240.23	3,606.32	-	-	14,846.55
Temporary projects suspended	-	-	-	-	-

There are no Projects where the costs have exceeded the original plan approved by the Board of Directors and there are no Projects where the project timelines are overdue as on 31st March, 2024.

Note 2 (b). 4 : During the year, the Company has capitalised borrowing cost of ₹. 401.55 lakh using a capitalisation rate of 7.85% (Previous Year ₹. 859.73 lakh at 7.85%)

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 3 - Right-of-use assets

		(₹. in Lakh)
Particulars	Land and Buildings	
As at April 1, 2023		3,153.10
Additions		-
Disposals		-
Balance as at March 31, 2024		3,153.10
Additions		118.63
Disposals		-
Balance as at March 31, 2025		3,271.73
As at April 1, 2023		139.64
Depreciation		44.38
Impairment loss		-
Balance as at March 31, 2024		184.02
Depreciation		46.08
Impairment loss		-
Balance as at March 31, 2025		230.10
Carrying amounts		
As at April 1, 2023		3,013.46
Balance as at March 31, 2024		2,969.08
Balance as at March 31, 2025		3,041.63

Note 3.1 - Breakdown of lease expenses

		(₹. in Lakh)	
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	
Short-term lease expense	105.66	115.18	
Total lease expense	105.66	115.18	

Note 3.2 - Cash outflow on leases

		(₹. in Lakh)	
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	
Repayment of lease liabilities	9.77	8.97	
Interest on lease liabilities	1.03	1.83	
Short-term lease expense	105.66	115.18	
Total cash outflow on leases	116.46	125.98	

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 3.3 - Maturity analysis

(₹. in Lakh)

Particulars	Less than 1 year	Between 1 and 5 years	Over 5 years	Weighted average effective interest rate %
April 1, 2023				
Lease liabilities	8.97	11.42	-	9.00
Total	8.97	11.42	-	-
March 31, 2024				
Lease liabilities	9.77	1.65	-	9.00
Total	9.77	1.65	-	-
March 31, 2025				
Lease liabilities	1.65	-	-	9.00
Total	1.65	-	-	-

Note 4 (a) : Intangible Assets

(₹. in Lakh)

Particulars	Computer Software	Product Registration	Total
Gross Block			
As at April 1, 2024	542.69	417.79	960.48
Additions	9.84	-	9.84
Disposals	-	-	-
As at March 31, 2025	552.53	417.79	970.32
Accumulated amortisation			
As at April 1, 2024	398.11	277.65	675.76
For the year	40.74	33.72	74.46
Disposals	-	-	-
As at March 31, 2025	438.85	311.37	750.22
Net Block as at March 31, 2025	113.68	106.42	220.10
Gross Block			
As at April 1, 2023	516.53	257.02	773.55
Additions	26.16	160.77	186.93
Disposals	-	-	-
As at March 31, 2024	542.69	417.79	960.48
Accumulated amortisation			
As at April 1, 2023	354.44	250.57	605.01
For the year	43.67	27.08	70.75
Disposals	-	-	-
As at March 31, 2024	398.11	277.65	675.76
Net Block as at March 31, 2024	144.58	140.14	284.72

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 4 (b). 1 : Intangible Assets under development

		(₹. in Lakh)
Particulars	Amount	
As at April 1, 2024		1,656.85
Additions for the year		467.90
Capitalised during the year		-
As at March 31, 2025		2,124.75
As at April 1, 2023		1,421.86
Additions for the year		395.76
Capitalised during the year		(160.77)
As at March 31, 2024		1,656.85

Note 4 (b). 2 : Intangible Assets under development Ageing Schedule as of March 31, 2025.

Intangible Assets under development Ageing Schedule for current year	Amount in Intangible Assets under development for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	467.89	404.64	450.21	802.01	2,124.75
Temporary projects suspended	-	-	-	-	-

There are no projects as on 31st March, 2025 where the project timelines are overdue.

Note 4 (b). 3 : Intangible Assets under development Ageing Schedule as of March 31, 2024.

Intangible Assets under development Ageing Schedule for previous year	Amount in Intangible Assets under development for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	385.09	469.75	494.09	307.92	1,656.85
Temporary projects suspended	-	-	-	-	-

There are no projects as on 31st March, 2024 where the project timelines are overdue.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 5 : Non-current financial assets- investments

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
A. Investments in subsidiaries		
Investments in equity instruments (Fully Paid, unquoted)		
(i) Behram Chemicals Private Limited 39,380 (Previous year 39,380) Equity Shares of ₹.100/- each.	42.18	42.18
(ii) Comercializadora Agricola Agroastrachem Cia Ltda 400 (Previous Year 400) Equity Shares of USD 1/- each. Less : Provision for diminution in the value	1.00 (1.00) -	1.00 (1.00) -
Total (A)	42.18	42.18
B. Investment in equity instruments at fair value through Statement of Profit & Loss (Fully paid, unquoted)		
Shamrao Vithal Co-operative Bank Ltd 2,100 (Previous Year 2,100) equity shares of ₹. 25/- each.	0.53	0.53
Total (B)	0.53	0.53

Note 5.1 : Other disclosures

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Aggregate amount of unquoted investments	42.70	42.70
Aggregate amount of impairment in value of investments	1.00	1.00

Note 5.2

(₹. In Lakh)

Name of subsidiary - Place of business	As at March 31, 2025	As at March 31, 2024
	% of holding	% of holding
1. Behram Chemicals Private Limited - Mumbai, India	65.63	65.63
2. Comercializadora Agricola Agroastrachem cia Ltda - Colombia	100.00	100.00

Note 6 : Other Non-current financial assets

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good (unless otherwise stated)		
Security deposits	136.29	172.73
TOTAL	136.29	172.73

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 7 : Other tax assets (net)

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Opening balance	1,372.95	1,092.75
Less: Current tax payable for the year	-	-
Add: Taxes paid/(refund received)	(503.14)	192.66
Add: Tax for earlier year	(46.24)	87.54
Closing balance	823.57	1,372.95

Note 8 : Other non-current assets

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
1 Capital advances	102.47	29.82
2 Balance with Government Authorities		
i) Considered good	949.97	966.97
ii) Credit impaired	110.33	93.33
Less : Loss allowance	(110.33)	(93.33)
	949.97	966.97
TOTAL	1,052.44	996.79

Note 9 : Inventories

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
(Valued at lower of cost and net realisable value)		
1 Raw materials [stock lying with third party ₹. 226.89 lakh (31 st March 2024 - Nil)]	4,031.63	2,919.31
2 Work-in-progress	6,901.24	5,021.96
3 Finished goods*	4,524.57	11,211.48
4 Stores and Spares	523.63	431.91
TOTAL	15,981.07	19,584.66

Note 9.1 : * During the year ended March 31, 2025, an amount of ₹. 2016.81 Lakh (previous year ₹. 9.08 lakh) was charged to the statement of profit and loss on account of write-down of inventories.

Note 10 : Current trade receivables (Refer Note 40.2)

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
- Unsecured and considered good	14,744.27	16,900.40
- Credit impaired	12.57	7.81
Less : Loss allowance	(12.57)	(7.81)
TOTAL	14,744.27	16,900.40

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 10.1: Trade Receivables Ageing Schedule

Trade Receivables Ageing Schedule as at March 31, 2025

(₹. in Lakh)

Undisputed Trade receivables	Outstanding for following periods from due date of payment					Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	More than 2 years	
– considered good	13,286.45	1,310.23	87.56	60.03	-	14,744.27
– Credit impaired	-	-	3.62	0.88	8.06	12.57
TOTAL	13,286.45	1,310.23	91.18	60.91	8.06	14,756.84

Trade Receivables Ageing Schedule as at March 31, 2024

(₹. in Lakh)

Undisputed Trade receivables	Outstanding for following periods from due date of payment					Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	More than 2 years	
– considered good	15,832.26	1,047.71	16.27	4.16	0.00	16,900.40
– Credit impaired	-	-	-	0.99	6.82	7.81
TOTAL	15,832.26	1,047.71	16.27	5.15	6.83	16,908.21

Note 10.2: There are no Disputed Trade Receivables during the current year or previous year.

Note 10.3: Refer note no. 51 for outstanding receivables from Related Party. There are no loss allowances.

Note 11 : Cash and cash equivalents

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
Current accounts	56.50	46.05
TOTAL	56.50	46.05

Note 12 : Bank balances other than cash and cash equivalents

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Fixed deposits - Original maturity more than 3 months and less than 12 months (Refer Note 12.1)	89.81	88.61
2 Unclaimed dividend accounts	3.43	4.82
TOTAL	93.24	93.43

Note 12.1: Fixed deposits are restricted and the same is held towards security of bank guarantees.

Note 13 : Current financial assets - loans

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good, unless otherwise stated		
Advances to employees	1.49	4.04
Loans and advances	275.69	-
TOTAL	277.18	4.04

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 13.1: 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 directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any funds 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, 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.

Note 14 : Other current financial assets

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Security Deposits	28.20	20.47
2 Merchandise exports incentive scheme - scripts in hand	27.96	117.57
3 Interest accrued on financial assets	8.02	7.00
4 Claims receivable	-	51.08
TOTAL	64.18	196.12

Note 15 : Other current assets

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Advances to suppliers	214.68	131.61
2 Balance with government authorities		
i) Unsecured and considered good	2,093.53	2,288.48
ii) Credit impaired	181.03	181.03
Less : Loss allowance	(181.03)	(181.03)
Total Balance with government authorities (net)	2,093.53	2,288.48
3 Prepaid expenses	468.11	499.62
4 Advance to related party (Refer note 51)	3.27	3.27
TOTAL	2,779.59	2,922.99

Note 16 : Share Capital

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Authorised :		
2,50,00,000 (Previous year: 2,50,00,000) Equity shares of the par value of ₹. 10 each	2,500.00	2,500.00
TOTAL	2,500.00	2,500.00
2 Issued, Subscribed and Paid-up:		
196,11,371 (Previous year: 1,96,09,205) Equity shares fully paid up	1,961.14	1,960.92
TOTAL	1,961.14	1,960.92

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

(₹. In Lakh)

		As at March 31, 2025	As at March 31, 2024
3	Reconciliation of number of shares outstanding at the beginning and end of the year :	No. of shares	No. of shares
	Equity shares :		
	Outstanding at the beginning of the year	1,96,09,205	1,96,05,660
	Issued during the year	2,165	3,545
	Outstanding at the end of the year	1,96,11,370	1,96,09,205

4 Rights, preferences and restrictions attached to equity shares

Equity Shares: The Company has one class of Equity shares having a par value of ₹. 10 per share. Each Shareholder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

5 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity shares	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of share holding	No. of shares	% of share holding
1 Godrej Agrovet Limited - Holding company	1,26,99,054	64.75%	1,26,99,054	64.76%

6 Shares held by promoters at the end of the year in the company is set out below:

SI No.	Equity shares Promoter name	As at March 31, 2025			As at March 31, 2024		
		No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
1	Godrej Agrovet Limited - Holding company	1,26,99,054	64.75%	-0.01%	1,26,99,054	64.76%	-0.01%
2	Ashok Hiremath	3,90,802	1.99%	0.00%	3,90,802	1.99%	0.00%

7 2165 equity shares were issued as a result of the exercise of vested options arising from the:

- ESOP 2012(Amended): 2165 shares (Exercise price:- ₹. 10/share)

Note 17 : Other equity

(₹. In Lakh)

		As at March 31, 2025	As at March 31, 2024
1.	Retained earnings	14,046.19	27,510.13
2.	General reserve	1,249.28	1,249.28
3.	Capital redemption reserve	0.30	0.30
4.	Employee stock options outstanding	11.30	38.07
5.	Securities premium	6,139.18	6,108.95
TOTAL EQUITY		21,446.25	34,906.73

General reserve

General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Capital redemption reserve

Capital redemption reserve was created for buy back of shares. The company may issue fully paid-up bonus shares out of the capital redemption reserve.

Employee stock options outstanding

The employee stock options outstanding is used to recognise the grant date fair value of options issued to employees under the Company's stock option plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Note 18 : Non-current financial liabilities-Borrowings

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Unsecured from Banks		
Term Loan from Bank (Refer Note 18.1)	19,200.00	10,000.00
Unsecured Others		
Non convertible debentures (Refer Note 18.2)	4,900.00	4,900.00
Intercompany deposits (Refer Note 18.3)	3,900.00	5,000.00
TOTAL	28,000.00	19,900.00

Note 18.1 : Term Loan from Bank amounting to ₹.9,000 lakhs is repayable in quarterly installments commencing from January 01, 2026 . Current interest rate of the loan is 7.85% (Previous year 7.85%)

Term loan amounting ₹. 10,200 lakh from Bank and Financial institutions during the previous year carries interest rate at 8.15% to 9.50% and is repayable over a period of three years till FY 2027-28. During the current year, ₹. 1,000 lakh (previous year ₹. 942.92 Lakh) has been disclosed under current maturity of Long term Borrowing. During the current year interest of ₹. 11.42 lakh (Previous year ₹. Nil) has been disclosed under current maturities of long-term borrowings.

Note 18.2; Non-convertible debentures (NCD) is repayable on March 25, 2027 . Interest rate of NCD is 8.90%. During the current year interest of ₹. 5.97 lakh (Previous year ₹. 250.78 lakh) has been disclosed under current maturities of long-term borrowings.

Note 18.3: Inter corporate deposits (ICD) from Godrej Agrovet Limited is repayable after Two years in February, 2027. Interest rate of ICD is 8.5%. Inter corporate deposits (ICD) from Godrej Foods Limited is repayable after Two years in March 2027. Interest rate of ICD is 8.5%.

The Company does not have any continuing default as on the Balance Sheet date in repayment of loans and interest.

Note 19 : Lease liabilities

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Lease liabilities	-	1.65
TOTAL	-	1.65

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 20 : Other non-current financial liabilities

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Employee benefit payable	29.00	205.00
TOTAL	29.00	205.00

Note 21 : Non-current liabilities - provisions

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits :		
- Provision for compensated absences	36.67	44.16
TOTAL	36.67	44.16

Note 22 : Deferred tax liabilities (net)

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Deferred tax liabilities (net) (Refer note 42)	-	671.56
TOTAL	-	671.56

Note 23 : Current Financial Liabilities - Borrowings

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Unsecured		
(a) Cash credit/Overdraft from banks (Refer Note 23.1)	0.39	1.32
(b) Working Capital loan		
Rupee (Refer Note 23.3)	10,686.16	11,294.45
(c) Commercial Paper (Refer Note 23.5)	10,000.00	17,000.00
(d) Buyers credit (Refer Note 23.2)	4,750.04	-
(e) Current maturities of long-term debt - Term Loan from Bank and interest on NCD (Refer Note 18.1)	1,017.61	1,193.70
(f) Inter Corporate Deposits from related parties (Refer Note 23.4)	1,000.21	-
TOTAL	27,454.41	29,489.47

Note 23.1 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.25% (Previous year - MCLR + 0.25%).

Note 23.2 : Buyers Credit from banks are repayable on due dates and carries interest at 7.07% to 7.87% (Previous Year: No Buyers Credit transaction)

Note 23.3 : Working capital loan (Rupee) from banks carries interest rate at 7.80% to 9.50% (Previous year 7.70% to 9.00%). These loans are repayable on different dates within six months from the date of Financial Statements.

Note 23.4 : Inter corporate deposits (ICD) from Creamline dairy products Limited is repayable within six months from the date of Financial Statements. Interest rate of ICD is 8.5%.

Note 23.5 : Commercial Paper carries interest rate of 7.80% to 8.20% (Previous year - 8.12% to 8.24%) and are repayable on different dates within 6 months from the date of the Financial Statements.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 24 : Lease liabilities

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Lease liabilities	1.65	9.77
TOTAL	1.65	9.77

Note 25 : Current - trade payables

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Trade payables		
a. Outstanding dues of Micro and Small Enterprises (refer note 25.1)	413.63	439.10
b. Outstanding dues of creditors other than Micro and Small Enterprises	7,745.39	8,489.54
TOTAL	8,159.02	8,928.64

Note 25.1: Additional disclosure related to Micro Enterprises and Small Enterprises

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
A Principal amount remaining unpaid	413.63	439.10
B Interest due thereon	-	-
C Interest paid by the company in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
D Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E Interest accrued and remaining unpaid	-	-
F Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 25.2: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company. Accordingly, ₹. Nil is overdue as on March 31, 2024 (Previous year ₹. Nil) to Micro, Small and Medium Enterprises on account of principal or interest.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 25.3: Trade Payables Ageing Schedule

Trade Payable Ageing Schedule for current year

(₹. in Lakh)

Undisputed Trade Payable	Outstanding for following periods from due date of payment					Total
	Accrued expenses	Not due	Less than 1 year	1-2 years	> 2 Years	
(i) MSME	-	413.63	-	-	-	413.63
(ii) Others	1,151.88	6,192.25	395.17	4.22	1.87	7,745.39
TOTAL	1,151.88	6,605.88	395.17	4.22	1.87	8,159.02

Trade Payables Ageing Schedule for previous year

(₹. in Lakh)

Undisputed Trade Payable	Outstanding for following periods from due date of payment					Total
	Accrued expenses	Not due	Less than 1 year	1-2 years	> 2 Years	
(i) MSME	-	290.53	148.57	-	-	439.10
(ii) Others	2,536.78	5,632.78	318.01	0.15	1.81	8,489.53
TOTAL	2,536.78	5,923.32	466.57	0.15	1.81	8,928.64

Note 25.4: There are no Disputed Trade Payable during the current year or earlier year.

Note 26 : Other financial liabilities

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Non trade payables	192.96	621.10
2 Derivative liability		
- Foreign exchange forward contracts not designated as hedge	40.69	12.55
3 Unclaimed dividend	3.43	4.82
4 Others (includes accrual for bonus, incentives, etc.)	447.33	394.01
TOTAL	684.41	1,032.48

There are no amount due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 27 : Other current liabilities

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Advances from customers	8.40	3.34
2 Employee payable	50.76	40.34
3 Statutory liabilities	112.25	84.52
TOTAL	171.41	128.20

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 28 : Current liabilities - provisions

		(₹. In Lakh)	
		As at March 31, 2025	As at March 31, 2024
1	Provision for employee benefits		
	- Provision for compensated absences	3.11	3.91
	- Provision for gratuity (Refer note 39)	30.23	112.34
2	Provision for sales return (Refer note 28.1)	64.46	19.70
TOTAL		97.80	135.95

Note 28.1 - Movement of Provision for Sales return

		(₹. In Lakh)	
		As at March 31, 2025	As at March 31, 2024
	Opening balance	19.70	29.49
	Less:- Utilised during the year	-	-
	Less:- Reversed during the year	44.76	(9.79)
	Add:- Provision for the year	-	-
Closing balance		64.46	19.70

Note 28.2 : The Company makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 29 : Revenue from operations (Refer Note 29.1)

(₹. In Lakh)		
	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1 Sale of products		
- Export sales	25,855.15	32,758.93
- Domestic sales	11,959.51	13,011.19
TOTAL	37,814.66	45,770.12
2 Other operating revenue		
- Sale of Scrap & Bi-products	133.96	-
- Export incentives	134.76	-
- Others	46.97	47.95
	315.69	47.95
TOTAL	38,130.35	45,818.07

Note 29.1

(₹. In Lakh)		
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1 Sales by performance obligations		
Upon delivery	9,139.07	14,638.41
Upon shipment	28,675.59	31,131.71
	37,814.66	45,770.12
2 Reconciliation of revenue from contract with customers		
Revenue from contract with customer as per the contract price	38,621.76	45,878.49
Adjustments made to contract price on account of :-		
a) Discounts	(807.10)	(48.55)
b) Commission	-	(59.82)
	37,814.66	45,770.12
3 Contractual Liabilities	8.40	3.34

The amount of ₹. 3.34 lakh included in contract liabilities at 31 March 2024, has been recognised as revenue during the year ended 31 March 2025.

No information is provided about remaining performance obligation at 31 March 2025 that have an original expected duration of one year or less as allowed by IND AS - 115

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 30 : Other income

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1 Export incentives	-	46.11
2 Interest income		
(a) Instruments measured at amortised cost		
(i) Interest Income on fixed deposits	9.49	2.28
(ii) Interest income on others	39.97	6.81
(b) Interest received on income tax refund	23.80	-
3 Profit on sale of Property, Plant and Equipment (net)	201.81	-
4 Insurance claims	62.20	-
5 Foreign exchange difference (net)	159.02	497.12
6 Miscellaneous income	59.52	6.04
TOTAL	555.81	558.36

Note 31 : Cost of materials consumed

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1 Stocks at the beginning of the year	2,919.31	12,805.28
2 Add : Purchases	25,998.31	21,996.34
	28,917.62	34,801.62
3 Less: Stocks at the end of the year	4,031.63	2,919.31
TOTAL	24,885.99	31,882.31

Note 32 : Changes in inventories of finished goods and work-in-progress

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1 Stocks at the beginning of the year		
(a) Finished goods	11,211.48	10,123.91
(b) Work-in-progress	5,021.96	6,155.23
Total Stock at the beginning of the year	16,233.44	16,279.14
2 Less : Stocks at the end of the year		
(a) Finished goods	4,524.57	11,211.48
(b) Work-in-progress	6,901.24	5,021.96
Total Stock at the end of the year	11,425.81	16,233.44
Changes in the stock of finished goods and work-in-progress	4,807.63	45.70

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 33 : Employee benefit expense

		(₹. In Lakh)	
		For the Year ended March 31, 2025	For the Year ended March 31, 2024
1	Salaries, wages, bonus and allowances	5,367.52	5,476.58
2	Contribution to provident, gratuity and other funds	306.10	290.99
3	Expense on employee stock based payments (Refer Note 45)	3.45	30.11
4	Staff welfare expense	433.38	376.72
	TOTAL	6,110.45	6,174.40

Note 34 : Finance Costs

		(₹. In Lakh)	
		For the Year ended March 31, 2025	For the Year ended March 31, 2024
1	Interest expense		
	Paid towards loans and cash credit	3,628.61	2,487.47
2	Other borrowing costs	42.09	36.95
	TOTAL	3,670.70	2,524.42

Note 35 : Depreciation and amortisation expense

		(₹. In Lakh)	
		For the Year ended March 31, 2025	For the Year ended March 31, 2024
1	Depreciation on Property, Plant & Equipment	4,336.75	3,584.39
2	Amortisation of intangible assets	74.46	70.75
3	Amortisation of right of use asset	46.08	44.38
	Less: capitalised to Intangible assets under development	(79.89)	(68.22)
	TOTAL	4,377.40	3,631.30

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 36 : Other expenses

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
1 Power and fuel	3,407.79	3,586.59
2 Rent	105.66	115.18
3 Rates and taxes	145.70	311.60
4 Effluent treatment plant charges	812.21	617.02
5 Stores and spares consumed	577.68	403.77
6 Repairs and maintenance		
(a) Machinery	684.50	470.65
(b) Buildings	1.72	14.39
(c) Other assets	178.49	74.86
7 Insurance	367.75	378.39
8 Auditor's remuneration (Refer Note 36 (a) below)	22.38	23.87
9 Freight	514.69	262.87
10 Professional and legal fees	332.15	310.88
11 Directors sitting fees	32.50	39.00
12 Allowances for doubtful debts	4.75	5.83
Less: Utilised from loss allowance		
13 Security charges	226.66	225.62
14 Loss on sale of Property, Plant and Equipment (Net)	-	11.14
15 Research expenses	213.64	270.04
16 Travelling expenses	81.33	159.14
17 Corporate social responsibility (Refer Note No. 50)	63.75	169.02
18 Miscellaneous expenses	972.01	856.07
19 Commission on sales	200.45	-
TOTAL	8,945.81	8,305.93

Note 36 (a) : Auditor's remuneration (excluding taxes)

(₹. In Lakh)

	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Audit Fees (including limited reviews)	19.08	20.75
(b) Audit under other statutes	-	-
(c) Taxation matters	-	-
(d) Other matters (Certification)	1.85	1.25
(e) Reimbursement of Expenses	1.45	1.87
TOTAL	22.38	23.87

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 37 : Earnings per share

Calculation of weighted average number of equity shares

Particulars	March 31, 2025	March 31, 2024
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of shares at the beginning of the year	1,96,09,205	1,96,05,660
Number of shares outstanding at the end of the year	1,96,11,371	1,96,09,205
Weighted average number of equity shares outstanding during the year	1,96,10,898	1,96,07,450
2 Calculation of weighted average number of equity shares - Diluted		
(a) Number of shares at the beginning of the year	1,96,09,205	1,96,05,660
Effect of potential equity shares	2,877	3,882
Revised number of potential shares at the beginning of the year	1,96,12,082	1,96,09,542
(b) Number of equity shares outstanding at the end of the year	1,96,11,371	1,96,09,205
Effect of potential equity shares	823	2,877
Revised number of potential equity shares outstanding at the end of the year	1,96,12,194	1,96,12,082
Weighted average number of potential equity shares outstanding during the year	1,96,11,721	1,96,10,327
3 Profit attributable to ordinary shareholders (Basic/diluted)		
Profit (loss) for the year, attributable to the owners of the Company	(13,480.82)	(4,698.71)
Income/(Expense) recognized in Reserves	-	-
Employee Compensation Expenses	-	-
Merger Expenses	-	-
Profit (loss) for the year, attributable to ordinary shareholders	(13,480.82)	(4,698.71)
4 Basic Earnings per share (₹.)	(68.74)	(23.96)
5 Diluted Earnings per share (₹.)	(68.74)	(23.96)
6 Nominal Value of Shares (₹.)	10	10

Note 37.1

The calculation of diluted earnings per share is based on profit attributed to equity shareholders and weighted average number of equity shares

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

outstanding after adjustments for the effects of all dilutive potential equity shares.

Note 38 : Financial Ratios

	March 31, 2025	March 31, 2024	Change %	Reasons for variation
(a) Current Ratio (refer note 38. 1)	0.93	1.00	-1.8%	
(b) Debt Equity ratio (refer note 38. 2)	2.37	1.34	190.8%	
(c) Debt Service Coverage Ratio (DSCR) (refer note 38. 3)	(1.15)	0.20	-192.2%	
(d) Return on Equity Ratio (refer note 38. 4)	-44.73%	-11.93%	-814.0%	
(e) Inventory turnover (refer note 38. 5)	2.14	1.30	28.7%	
(f) Trade Receivables turnover ratio (refer note 38. 6)	2.35	2.80	-14.5%	Refer Note. 38.11
(g) Trade payables turnover ratio (refer note 38. 7)	2.90	1.62	8.6%	
(h) Net capital turnover ratio (refer note 38. 8)	(24.52)	37.65	-165.6%	
(i) Net profit ratio (refer note 38. 9)	-35.4%	-10.3%	-970.2%	
(j) Return on Capital employed (refer note 38. 10)	-13.6%	-4.3%	-287.8%	

Note 38. 1 Current ratio : Current assets / Current liabilities

Note 38. 2 Debt Equity ratio : Total Debt / Shareholder's Equity

Note 38. 3 Debt Service Coverage Ratio : (Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets/Investment etc.) / (Interest & Lease Payments + Principal Repayments)

Note 38. 4 Return on Equity Ratio : Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity

Note 38. 5 Inventory turnover : Cost of goods sold / Average Inventory

Note 38. 6 Trade Receivables turnover ratio : Net Credit Sales / Average Trade Receivable

Note 38. 7 Trade payables turnover ratio : Net Credit Purchases / Average Trade Payables

Note 38. 8 Net capital turnover ratio : Net Sales / Working Capital

Note 38. 9 Net profit ratio : Net Profit / Net Sales

Note 38. 10 Return on Capital employed : Earning before interest and taxes / (Tangible Net Worth + Total Debt + Deferred Tax Liability)

Note 38. 11 The Debt-Equity, Debt service coverage ratio(DSCR), Return on Equity, Net profit ratio, Inventory turnover ratio, Net capital turnover ratio and Return on Capital employed for the current financial year are less than that of previous financial year. The company was in losses due to challenging market conditions in the agro-chemical industry. The company's debt has increased to meet its working capital requirements.

Trade payables are down due to lower purchases in current year as compared to previous years.

Note 39 : Employee benefits

The Company contributes to the following post-employment plans in India.

Defined Contribution Plan:

The Company pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Company recognised ₹. 219.54 lakh for the year ended March 31, 2025 (Previous Year ₹.220.14 lakh) towards provident fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

The Company's gratuity scheme is defined benefit plan. The Company's liability for the defined benefit scheme is actuarially determined based on the projected unit credit method. The Company's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes annual contributions to

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the Company to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

Particulars	₹. in Lakh	
	March 31, 2025	March 31, 2024
Defined benefit obligation	(354.89)	(357.33)
Fair value of plan assets	324.67	244.99
Net defined benefit (obligation)/assets	(30.22)	(112.34)

i. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) / liability and its components

	₹. in lakh					
	Defined Benefit Obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening balance	357.33	253.08	244.99	210.76	112.34	42.32
Included in profit or loss						
Current service cost	45.67	33.11	-	-	45.67	33.11
Past service cost	-	-	-	-	-	-
Interest cost (income)	25.76	18.96	17.66	15.79	8.10	3.17
Liability / Assets transferred in / Acquisitions	-	18.44	-	18.44	-	-
Included in OCI						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain) arising from:	(23.76)	69.09	-	-	(23.76)	69.09
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	12.54	10.74	-	-	12.54	10.74
Experience adjustment	(36.29)	58.35	-	-	(36.29)	58.35
Return on plan assets excluding interest income	-	-	(1.20)	(6.98)	1.20	6.98
	404.99	392.67	261.45	238.00	143.55	154.66
Others						
Contributions paid by the employer	-	-	113.32	42.32	(113.32)	(42.32)
Benefits paid	(50.10)	(35.34)	(50.10)	(35.34)	-	-
Closing balance	354.89	357.33	324.67	244.99	30.23	112.34

Represented by	₹. in lakh	
	March 31, 2025	March 31, 2024
Net defined benefit asset	-	-
Net defined benefit liability	30.23	112.34
	30.23	112.34

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

ii. Plan assets

Plan assets comprise the following

	(₹. in lakh)	
	March 31, 2024	March 31, 2023
Cash And Cash Equivalents	1.32	1.32
Insurer managed fund	323.35	243.67
	324.67	244.99

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	March 31, 2025	March 31, 2024
Discount rate	6.89%	7.21%
Future salary growth	5.00%	5.00%
Rate of employee turnover	For service 4 years and below 10.00% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 10.00% p.a. For service 5 years and above 2.00% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

As at 31st March 2025, the weighted average duration of the defined benefit obligation is 17 years (31st March 2024- 17 years)

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(36.90)	44.29	(36.09)	42.98
Future salary growth (1% movement)	44.70	(37.84)	43.51	(37.11)
Rate of employee turnover (1% movement)	7.00	(8.21)	7.74	(9.05)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2025 were as follows

	(₹ in Lakh)	
Expected future benefit payments	March 31, 2025	March 31, 2024
1 st Following year	23.92	15.85
2 nd Following year	9.54	14.93
3 rd Following year	19.22	13.43
4 th Following year	21.83	19.63
5 th Following year	10.80	21.90
Thereafter	110.41	131.00

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2025 based on actuarial valuation using the projected accrued benefit method is ₹. 2.29 lakh (Previous year : ₹. 23.02 lakh).

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 40: Financial instruments – Fair values and risk management

Note 40.1 : Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹. in lakh)

March 31, 2025	Carrying amount				Fair value			Total
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial assets								
I. Non Current Financial Assets								
1. Investments	0.53	-	-	0.53	-	0.53	-	0.53
2. Loans	-	-	136.29	136.29	-	-	-	-
II. Current Financial Assets								
1. Trade receivables	-	-	14,744.27	14,744.27	-	-	-	-
2. Cash and cash equivalents	-	-	56.50	56.50	-	-	-	-
3. Bank balance other than (2) above	-	-	93.24	93.24	-	-	-	-
4. Loans and advances	-	-	277.18	277.18	-	-	-	-
5. Others	27.96	-	36.22	64.18	-	27.96	-	27.96
	28.49	-	15,343.70	15,372.19	-	28.49	-	28.49
Financial liabilities								
I. Non Current Financial Liabilities								
1. Borrowings	-	-	28,000.00	28,000.00	-	-	-	-
2. Lease liabilities	-	-	-	-	-	-	-	-
II. Current Financial liabilities								
1. Borrowings	-	-	27,454.41	27,454.41	-	-	-	-
2. Trade payables	-	-	8,159.02	8,159.02	-	-	-	-
3. Other financial liabilities	40.69	-	643.72	684.41	-	40.69	-	40.69
	40.69	-	64,257.15	64,297.85	-	40.69	-	40.69

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

(₹. in lakh)

March 31, 2024	Carrying amount				Fair value			Total
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial Assets								
I. Non-current Financial Assets								
1. Investments	0.53	-	-	0.53	-	0.53	-	0.53
2. Loans	-	-	172.73	172.73	-	-	-	-
II. Current Financial Assets								
1. Trade receivables	-	-	16,900.40	16,900.40	-	-	-	-
2. Cash and cash equivalents	-	-	46.05	46.05	-	-	-	-
3. Bank balance other than (2) above	-	-	93.43	93.43	-	-	-	-
4. Loans and advances	-	-	4.04	4.04	-	-	-	-
5. Others	117.57	-	78.55	196.12	-	117.55	-	117.55
	118.10	-	17,295.20	17,413.30	-	118.08	-	118.08
Financial Liabilities								
I. Non-current Financial Liabilities								
1. Borrowings	-	-	19,900.00	19,900.00	-	-	-	-
2. Lease Liabilities	-	-	1.65	1.65	-	-	-	-
II. Current Financial Liabilities								
1. Borrowings	-	-	29,489.47	29,489.47	-	-	-	-
2. Trade payables	-	-	8,928.64	8,928.64	-	-	-	-
3. Other financial liabilities	12.55	-	1,019.93	1,032.48	-	12.55	-	12.55
	12.55	-	59,339.69	59,352.24	-	12.55	-	12.55

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Type	Valuation Technique	Significant observable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
Forward contract for foreign exchange contracts	The fair value of the forward contract for foreign exchange contracts is determined using forward exchange rates at the balance sheet date.	N.A	N.A
Other financial instruments	The fair value of the remaining financial instruments is determined using discounted cashflow analysis.	N.A	N.A

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. 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 board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

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 audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 40.2 : Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's export sales are backed by letters of credit and Trade Credit Insurance policy from Export Credit Guarantee Corporation of India (ECGC).

The company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

The Company monitors each loans and advances given and makes any specific provision wherever required.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹. in Lakh)

	Carrying amount	
	March 31, 2025	March 31, 2024
Exports	9,701.95	10,958.23
Domestic	5,042.32	5,942.18
Total of Trade Receivables (Net of Loss Allowance)	14,744.27	16,900.40

Impairment - The ageing of trade receivables that were not impaired is as per Note 10. 1.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

(₹. in Lakh)

For Trade Receivables	March 31, 2024	March 31, 2023
Balance as at the beginning of the year	7.81	1.98
Loss allowance recognised	4.75	5.83
Amounts written off	-	-
Balance as at the end of the year	12.56	7.81

Other financial assets

This comprises mainly of balances with banks, deposits with Government authorities and other receivables. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are banks and government organizations. The Company considers that its balances with banks have low credit risk based on the external credit ratings of the counterparties. The Company has created the loss allowance for other receivables on specific identification basis.

Cash and cash equivalents

The Company held cash and cash equivalents of ₹. 56.50 lakh at March 31, 2025 (previous year ₹. 46.05 lakh). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Note 40.3 : Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The company has sufficient credit lines with Banks / Financial Institutions / Other group companies and board approvals are in place to utilise the saction limits.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹. in lakh)

March 31, 2025	Contractual cash flows						
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Long term borrowings	28,000.00	28,000.00	-	-	21,600.00	6,400.00	-
Lease Liability	-	-	-	-	-	-	-
Current, non derivative financial liabilities							
Lease Liability	1.65	1.65	1.65	-	-	-	-
Cash credit from bank	0.39	0.39	0.39	-	-	-	-
Working capital loans	10,686.16	10,686.16	10,686.16	-	-	-	-
Commercial Paper	10,000.00	10,000.00	10,000.00	-	-	-	-
Buyers credit	4,750.04	4,750.04	4,750.04	-	-	-	-
ICD's from other / related parties	1,000.21	1,000.21	1,000.21	-	-	-	-
Current maturities of long-term debt	1,017.61	1,017.61	1,017.61	-	-	-	-
Trade payables	8,159.02	8,159.02	7,757.76	395.17	4.22	1.87	-
Other current financial liabilities	643.72	643.72	643.72	-	-	-	-
Derivative liability	40.69	40.69	40.69	-	-	-	-
Total	64,299.50	64,299.50	35,898.24	395.17	21,604.22	6,401.87	-

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

(₹. in lakh)

March 31, 2024	Contractual cash flows						
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Long term borrowings	19,900.00	19,900.00	-	-	-	19,900.00	-
Lease Liability	1.65	1.65	-	-	1.65	-	-
Current, non derivative financial liabilities							
Lease Liability	9.77	9.77	4.89	4.87	-	-	-
Cash credit from bank	1.32	1.32	1.32	-	-	-	-
Working capital loans	11,294.45	11,294.45	11,294.45	-	-	-	-
Commercial Paper	17,000.00	17,000.00	17,000.00	-	-	-	-
Buyer's credit					-	-	-
Current maturities of long-term debt	1,193.70	1,193.70	1,193.70	-	-	-	-
Trade payables	8,928.64	8,928.64	8,707.42	64.94	153.44	2.84	-
Other current financial liabilities	1,019.93	1,019.93	1,019.93	-	-	-	-
Derivative liability	12.55	12.55	-	12.55	-	-	-
Total	59,362.00	59,362.00	39,221.71	82.36	155.09	19,902.84	-

The gross outflows disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Note 40.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company uses derivatives to manage market risks. Generally, the Company hedge the financial instruments to manage volatility in profit or loss.

Currency risk

The company operates internationally and portion of the business is transacted in USD, EURO and CHF currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e INR)

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

(₹. in lakh)

Particulars	March 31, 2025			March 31, 2024		
	USD	EUR	CHF	USD	EUR	CHF
Financial Assets						
Trade receivables	8,676.54	-	-	10,958.23	-	-
Foreign exchange forward contracts	(3,916.76)	-	-	(3,081.47)	-	-
Net exposure to foreign currency risk (Assets)	4,759.78	-	-	7,876.76	-	-
Financial Liabilities						
Buyers credit / PCFC	(4,750.04)	-	-	-	-	-
Trade payables	(3,230.08)	(3.30)	-	(5,986.50)	-	-
Foreign exchange forward contracts	5,114.11	-	-	-	-	-
Net exposure to foreign currency risk (Liabilities)	(2,866.01)	(3.30)	-	(5,986.50)	-	-
Net exposure	1,893.77	(3.30)	-	1,890.26	-	-
Un-hedged foreign currency exposures						
Payable	(2,866.01)	(3.30)	-	(5,986.50)	-	-
Receivable	4,759.78	-	-	7,876.76	-	-

Forward exchanges forwards contract has been restated at closing RBI rate.

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against all other currencies at March 31, 2025 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect ₹. in lakh	Profit or loss /equity (net of tax)	
	Strengthening	Weakening
March 31, 2025		
USD (4% movement)	75.75	(75.75)
EUR (3% movement)	(0.10)	0.10
CHF (4% movement)	-	-
Total	75.65	(75.65)

Effect ₹. in lakh	Profit or loss /equity (net of tax)	
	Strengthening	Weakening
March 31, 2024		
USD (4% movement)	75.61	(75.61)
EUR (3% movement)	-	-
CHF (4% movement)	-	-
Total	75.61	(75.61)

Note: Sensitivity has been calculated using standard Deviation % of Foreign currency rate movement.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 40.5 : Interest rate risk

Interest rate risk can either be fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

		(₹. in lakh)	
Nominal amount	March 31, 2025	March 31, 2024	
Fixed-rate instruments			
Financial assets			
Deposits	112.99	150.69	
Bank Deposits	89.81	88.61	
Total	202.80	239.30	
Financial liabilities			
Working capital loan	10,686.55	11,295.76	
Buyer's Credit	4,750.04	-	
Commercial papers	10,000.00	17,000.00	
Inter Corporate Deposits	1,000.21	-	
Total	26,436.80	28,295.76	
Variable-rate instruments			
Financial liabilities			
Borrowings - Non-Current	28,000.00	19,900.00	
Borrowings - Current	1,017.61	1,193.71	
Total	29,017.61	21,093.71	

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit/(loss) before tax		Profit/(loss) before tax	
	March 31, 2025		March 31, 2024	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(290.18)	290.18	(210.94)	210.94
Cash flow sensitivity (net)	(290.18)	290.18	(210.94)	210.94

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 41 : Income Taxes

(a) Amounts recognised in profit and loss

(₹. in lakh)		
	March 31, 2025	March 31, 2024
Current income tax		
In respect of current year	-	-
Adjustments in respect of earlier years	46.24	(87.54)
Deferred income tax		
In respect of current year		
Origination and reversal of temporary differences	(631.00)	(1,488.92)
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	(46.24)	87.54
Deferred tax expense	(677.24)	(1,401.38)
Tax expense recognised in the Statement of Profit & Loss	(631.00)	(1,488.92)

(b) Amounts recognised in other comprehensive income

(₹. in Lakh)						
	March 31, 2025			March 31, 2024		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit (liability) / asset	22.56	(5.68)	16.88	(76.06)	19.14	(56.92)
	22.56	(5.68)	16.88	(76.06)	19.14	(56.92)

(c) Reconciliation of tax expense and accounting profit for the year is as under:

(₹. in lakh)		
	March 31, 2025	March 31, 2024
Profit before tax	(14,111.82)	(6,187.63)
Company's domestic tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate (Current year 25.168% and Previous Year 25.168%)	(3,551.66)	(1,557.30)
Tax effect of:		
Expense not allowed for tax purposes	42.88	68.38
Deferred tax asset on brought forward losses not recognized (Refer Note 42(iii))	2,877.78	-
TOTAL	(631.00)	(1,488.92)
Adjustments in respect of earlier years	-	-
Tax expense as per Statement of Profit & Loss	(631.00)	(1,488.92)
Current tax	-	-
Deferred tax	(631.00)	(1,488.92)

The Company's weighted average tax rates for the year ended March 31, 2025 and March 31, 2024 were 4.47% and 24.06%, respectively. Others includes amount of deferred tax asset on brought forward losses which is not recognized in terms of para 34 to 36 of IND AS 12 – Income Taxes.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 42 : Movement in deferred tax balances for the year ended March 31, 2025

Particulars	Net balance April 1, 2024	Recognised in profit or loss	Tax for earlier year	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2025
Deferred tax asset/(liabilities)								
Property, plant and equipment & Intangible assets	(3,547.22)	256.75	(16.60)	-	240.15	3,787.37	-	(3,787.37)
Lease	0.87	0.74	-	-	0.74	-	0.13	0.13
Provision for gratuity	28.45	28.45	-	-	28.45	-	-	-
Provision for Performance Linked Remuneration	51.59	17.62	-	-	17.62	-	33.98	33.98
Provision for Bonus	23.91	1.26	-	-	1.26	-	22.65	22.65
Provisions for leave encashment	12.10	11.31	-	-	11.31	-	0.78	0.78
Provisions for doubtful debts & other receivables	29.53	(5.47)	(41.49)	-	(46.96)	-	76.49	76.49
Others-Sales return provision	4.96	2.45	-	-	2.45	-	2.50	2.50
Provisions for Inventory	-	-	-	-	-	-	-	-
Carried forward losses	2,674.41	(944.11)	11.85	-	(932.25)	-	3,606.67	3,606.67
OCI Item	49.85	-	-	5.68	5.68	-	44.17	44.17
Deferred Tax assets / (Liabilities)	(671.56)	(631.00)	(46.24)	5.68	(671.56)	3,787.37	3,787.37	(0.00)

Movement in deferred tax balances for the year ended March 31, 2024

Particulars	Net balance April 1, 2023	Recognised in profit or loss	Recognised in other equity	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2024
Deferred tax asset/(liabilities)								
Property, plant and equipment & Intangible assets	(3,179.03)	368.19	-	-	368.19	3,547.22	-	(3,547.22)
Lease	1.40	0.53	-	-	0.53	-	0.87	0.87
Provision for gratuity	10.65	(17.80)	-	-	(17.80)	-	28.45	28.45
Provision for Performance Linked Remuneration	33.98	(17.61)	-	-	(17.61)	-	51.59	51.59
Provision for Bonus	-	(23.91)	-	-	(23.91)	-	23.91	23.91
Provisions for leave encashment	12.84	0.74	-	-	0.74	-	12.10	12.10
Provisions for doubtful debts & other receivables	28.06	(1.47)	-	-	(1.47)	-	29.53	29.53
Others- Sales return provision	7.42	2.46	-	-	2.46	-	4.96	4.96
Provisions for Inventory	80.09	0.00	80.09	-	80.09	-	-	-
Carried forward losses	881.80	(1,800.06)	7.45	-	(1,792.61)	-	2,674.41	2,674.41
OCI Item	30.71	-	-	(19.14)	(19.14)	-	49.85	49.85
Deferred Tax assets / (Liabilities)	(2,092.09)	(1,488.92)	87.54	(19.14)	(1,420.52)	3,547.22	2,875.66	(671.56)

i. The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

ii. Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

iii. Unrecognised deferred tax assets: Deferred tax assets amounting to INR 2,877.78 Lakh (Previous Year: Nil) have not been recognised in respect of tax losses amounting to INR 11,426.95 Lakh (Previous Year: Nil) because in terms of para 34 to 36 of IND AS 12 – Income Taxes it is not probable that future taxable profit will be available against which the company can use the benefits therefrom. Tax losses on which deferred tax assets is not recognized comprises of Unabsorbed depreciation of INR 5,165.54 Lakh (Previous Year: Nil) which can be carried forward indefinitely and business loss of INR 6,261.41 (Previous Year: Nil) which expire in FY 2033-34.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 43 : Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

a) The Company's adjusted net debt to equity ratio at March 31, 2025 was as follows:-

	(₹. in Lakh)	
	March 31, 2024	March 31, 2023
Total borrowings	55,454.41	49,389.47
Less : Cash and cash equivalents	56.50	46.05
Adjusted net debt	55,397.91	49,343.42
Total equity	23,407.39	36,867.65
Adjusted net debt to total equity ratio	2.37	1.34

b) Dividends

	(₹. in Lakh)	
	March 31, 2025	March 31, 2024
(i) Equity shares		
Final dividend for the year ended March 31, 2024 of ₹ Nil. /- (March 31, 2023 - ₹. 1.50/-) per fully paid share	-	294.09
(ii) Dividend not recognised at the end of the reporting period		
The Board of Directors of the company have not proposed dividend for the year.	-	-

Note 44: Operating Segment

In accordance with Ind AS 108 "Operating Segments", segment information has been given in the consolidated financial statements of Astec LifeSciences Limited and therefore no separate disclosure on segment information is given in these financial statements.

Note 45 : Share based payments

(a) Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

The Company had set up the Employees Stock Option Plan 2012 which was amended by the Shareholders by way of a Special Resolution obtained by way of Postal Ballot, whose results have been declared on September 27, 2021.

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Option to be awarded under the ESOP Scheme are restricted to 1% of the issued equity share capital at the time of awarding the Stock Option, can be awarded to any one employee in any one year.

The Stock Options shall vest in the Eligible Employees pursuant to the ESOP Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Options are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

(b) Employee stock option scheme (ESOS, 2015)

The Company has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(c) Employee stock option plan (ESOP, 2012)

The Company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Company in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹.34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

	March 31, 2025		March 31, 2024	
	Average exercise price per share option (₹.)	Number of options	Average exercise price per share option (₹.)	Number of options
Opening balance	10.00	3,843	10.00	3,533
Granted during the year	10.00	831	10.00	1,856
Exercised during the year		2,165		1,546
Lapsed during the year		1,140		-
Closing balance		1,369		3,843
Vested and exercisable		-		-

Employee stock option scheme (ESOS,2015)

	March 31, 2025		March 31, 2024	
	Average exercise price per share option (₹.)	Number of options	Average exercise price per share option (₹.)	Number of options
Opening balance	387.35	-	387.35	2,000
Granted during the year				
Exercised during the year	387.35	-	387.35	2,000
Lapsed during the year				
Closing balance		-		-
Vested and exercisable		-		-

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Employee stock option plan (ESOP,2012)

	March 31, 2025		March 31, 2024	
	Average exercise price per share option (₹.)	Number of options	Average exercise price per share option (₹.)	Number of options
Opening balance	34.00	300	34.00	300
Granted during the year	-	-	-	-
Exercised during the year	34.00	-	34.00	-
Lapsed during the year	-	-	-	-
Closing balance		300		300
Vested and exercisable		300		300

No options expired during the periods covered in the above tables.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2025	March 31, 2024
			Share options	Share options
January 31, 2015	January 30, 2026	34.00	300	300
July 26, 2016	July 25, 2023	387.35	-	-
October 30,2021	August 31, 2023	10.00	-	-
October 30,2021	August 31, 2024	10.00	-	1,106
May 6, 2022	June 9, 2023	10.00	-	-
May 6, 2022	June 9, 2024	10.00	-	441
May 6, 2022	June 9, 2025	10.00	140	440
May 9, 2023	May 9, 2024	10.00	-	618
May 9, 2023	May 9, 2025	10.00	198	619
May 9, 2023	May 9, 2026	10.00	198	619
Jan 27, 2025	Feb 26, 2028	10.00	831	-
Total			1,667	4,143
Weighted average remaining contractual life of options outstanding at end of period			1.28	0.92

(i) Fair value of options granted

The fair value of grant date of options granted is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Grant date	Expiry date	Fair Value	March 31, 2025	March 31, 2024
			Share options	Share options
January 31, 2015	January 30, 2026	110.49	300	300
July 26, 2016	July 25, 2023	297.00	-	-
October 30,2021	August 31, 2023	1,239.65	-	-
October 30,2021	August 31, 2024	1,238.16	-	1,106
May 6, 2022	June 9, 2023	1,932.04	-	-
May 6, 2022	June 9, 2024	1,930.58	-	441
May 6, 2022	June 9, 2025	1,929.08	140	440
May 9, 2023	May 9, 2024	1,353.88	-	618
May 9, 2023	May 9, 2025	1,352.39	198	619
May 9, 2023	May 9, 2026	1,350.90	198	619
Jan 27, 2025	Feb 26, 2028	1,350.90	831	-
Total			1,667	4,143

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

The model inputs for options granted includes:

ESOP, 2012 as amended, granted on Jan 27, 2025

	27 th Jan, 2025
Exercise Price	₹. 10
Grant Date	27 th Jan, 2025
Expected life of share options	1 to 3 years
Share price at grant date	989.82
Expected price volatility of the company's shares	49% to 53%
Expected dividend yield	0.29%
Risk free interest rate	6.90% to 6.96%

ESOP, 2012 as amended, granted on May 9, 2023

	9 th May, 2023
Exercise Price	₹. 10
Grant Date	9 th May, 2023
Expected life of share options	1 to 3 years
Share price at grant date	1,355.45
Expected price volatility of the company's shares	49% to 53%
Expected dividend yield	0.29%
Risk free interest rate	6.90% to 6.96%

ESOP, 2012 as amended, granted on May 6, 2022

	6 th May, 2022
Exercise Price	₹. 10
Grant Date	6 th May, 2022
Expected life of share options	1 to 3 years
Share price at grant date	1,933.64
Expected price volatility of the company's shares	46% to 55%
Expected dividend yield	0.08%
Risk free interest rate	5.49% to 6.93%

ESOP, 2012 as amended, granted on October 31, 2021

	October 30, 2021
Exercise Price	₹. 10
Grant Date	October 30, 2021
Expected life of share options	1 to 3 years
Share price at grant date	1,242.71
Expected price volatility of the company's shares	44% to 58%
Expected dividend yield	0.12%
Risk free interest rate	4.11% to 5.12%

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

ESOS, 2015 granted on 26 July 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹. 387.35	₹. 387.35	₹. 387.35	₹. 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹. 387.35/-	₹. 387.35/-	₹. 387.35/-	₹. 387.35/-
Expected price volatility of the company's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:

ESOP, 2012- Option B granted on 16 May 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹. 34/-	₹. 34/-	₹. 34/-	₹. 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹. 138/-	₹. 138/-	₹. 138/-	₹. 138/-
Expected price volatility of the company's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:

ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹. 34/-	₹. 34/-	₹. 34/-	₹. 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹. 127.70/-	₹. 127.70/-	₹. 127.70/-	₹. 127.70/-
Expected price volatility of the company's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

c) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

	(₹. in Lakh)	
	March 31, 2025	March 31, 2024
Employee stock option plan (Note 33)	3.45	30.11
TOTAL	3.45	30.11

Note 46: Contingent Liability

	(₹. in lakh)	
Particulars	March 31, 2025	March 31, 2024
Claims against the Company not acknowledged as debts:		
(i) Excise matter		
Excise duty demands relating to clearance/storage of Raw Material/goods from DTA and used/ manufactured in 100% EOU unit, availment of cenvat credit, etc. The said amount includes up-to-date interest.	12,594.88	11,986.89
(ii) Customs matter		
The company has replied to the SCN no. 1624 / 2013 -14 dated 9 th July 2013 issued by the Commissioner of Custom - Raigarh alleging that goods imported in Unit B-16 were kept in unit B-17 and therefore are liable for confiscation. The personal hearing of the said SCN is pending. The said amount includes up-to-date interest.	38.94	36.89
(iii) Goods and Service tax (GST)		
a. GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest.	13.86	13.86
b. Issue pertaining to service tax credit of EOU unit -The said amount includes up-to-date interest.	179.63	167.51
c. GST Demands pertaining to GST Department Audit -The said amount includes up-to-date interest.	575.03	-
(iv) Income tax		
The company has preferred appeal against the order of various income tax authorities in which demand of ₹. 449.05 lakh has been determined for various assessment years. The said demand also includes interest payable as determined by the competent authority.		
(i) Pending before DCIT/JCIT/AO	78.26	78.26
(ii) Pending before CIT (Appeal)	370.79	370.79
(iii) Pending before High Court	-	-
(v) Sales tax matters		
(a) Pending before JSCT(Appeal)	23.12	659.93
(b) Pending C & H Forms	66.19	66.19
(vi) Civil matters		
Nath Bio-Genes (India) Ltd has filed a suit against the Company alleging that some product supplied by the company was responsible for the poor germination of its seeds.	-	6,500.00
(vii) Guarantees outstanding	857.12	765.29
(viii) Letters of Credit given by the company (different letter of credits issued to various suppliers for supply of materials)	846.38	598.91

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 46.1 : Contingent liabilities represents estimates made mainly for probable claims arising out of litigation/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Income tax, etc).The probability and timing of outflow with regard to these matters depend on the final outcome of litigations/ disputes. Hence, the Company is not able to reasonably ascertain the timing of the outflow.

Note 46.2 : The above amount includes interest of ₹. 9,945.76 Lakh

Note 47

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the financial statements. The impact of the same is not ascertainable.

Note 48 : Commitments

	(₹. in Lakh)	
	March 31, 2025	March 31, 2024
Estimated value of contracts remaining to be executed on capital account (net of advances), to the extent not provided for:	458.03	118.32

Note 49 : No Quarterly statements submitted with Banks for Borrowings

Company has no borrowings from banks on the basis of security of current assets and the Quarterly returns/ statements of current assets are not filed by the company.

Note 50 : Corporate Social Responsibility (CSR) expenditure

Particulars	March 31, 2025	March 31, 2024
1 Amount required to be spent by the company during the year	63.75	169.02
2 Amount approved by the Board to be spent during the year	63.75	169.02
3 Amount of expenditure incurred on:		
(i). Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	63.75	161.01
4 Shortfall at the end of the year	-	8.01
5 Total of previous years shortfall	-	8.01
5 Reason for shortfall	The amount was carried forward for ongoing projects	The amount was carried forward for ongoing projects
6 Nature of CSR activities Details	Disaster Relief, Education, Skilling, Employment, Entrepreneurship, Health, Wellness and Water, Sanitation and Hygiene, Heritage	
7 Details of Related party transactions	-	-

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Note 51 : Related Party Disclosures

In compliance with Ind AS 24 - "Related Party Disclosures" as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

Relationships:

(i) Ultimate Holding Company:

Godrej Industries Limited (GIL)

(ii) Holding Companies:

Godrej Agrovet Limited (GAVL)

(iii) Subsidiary Companies:

- 1 Behram Chemicals Private Limited
- 2 Comercializadora Agricola Agroastrachem Cia Ltda

(iv) Fellow Subsidiaries:

- 1 Creamline Dairy Products Limited
- 2 Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)
- 3 Godrej One Premises Management Private Limited

(v) Associates / Joint Ventures of Godrej Industries Limited (GIL) :

Godrej Consumer Products Limited

(vi) Other related parties

Godrej & Boyce Manufacturing Company Limited (till 30th December, 2024)

(vii) Post-employment benefit plan (entities) for the benefit of employees of the company

Astec LifeSciences Limited Employees Group Gratuity Trust

(viii) Key Management Personnel

- 1 Mr. Nadir B. Godrej, Chairman and Non-Executive Director
- 2 Mr. Ashok V. Hiremath, Non-Executive Director
- 3 Mr. B.S. Yadav, Non-Executive Director
- 4 Mr. Burjis Godrej, Non-Executive Director (appointed as Managing Director w.e.f 1st April, 2025)
- 5 Mr. R.R. Govindan, Independent Director
- 6 Dr. Bhramanand Vyas, (Independent Director till 4th October, 2024)
- 7 Mr. Vijay Kashinath Khot, (Independent Director till 2nd May, 2024)
- 8 Mr. Nandkumar Vasant Dhekne, Independent Director
- 9 Ms. Anjali Rajesh Gupte, Independent Director
- 10 Mr. Ganpati Yadav (Independent Director w.e.f 17th September, 2024)
- 11 Mr. Anurag Roy, (Whole-Time Director and Chief Executive Officer till 25th October, 2024)
- 12 Mr. Madhur Gundecha (Chief Financial Officer till 2nd May, 2023)
- 13 Mr. K Suryanarayan (Chief Financial Officer till 3rd May, 2024)
- 14 Mrs. Mugdha Khare(Chief Financial Officer w.e.f 2nd August, 2024)
- 15 Ms. Tejashree Pradhan, Company Secretary

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

Related party disclosures as required by IND AS - 24, "Related Party Disclosures", are given below "

2. The following transactions were carried out with the related parties in the ordinary course of business :

				(₹. in lakh)	
Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2025	March 31, 2024	
1	Sale of materials / finished goods				
	Godrej Agrovet Limited	Holding company	2,346.61	3,579.73	
2	Sale of Property, plant & equipment				
	Godrej Agrovet Limited	Holding company	-	1.22	
3	Purchase of materials / finished goods				
	Godrej Consumer Products Limited	Other related party	-	17.94	
	Godrej Agrovet Limited	Holding company	2,060.76	-	
4	Purchase of Property, plant & equipment				
	Godrej & Boyce Manufacturing Company Limited	Other related party	3.18	158.27	
5	Expenses Charged by / Reimbursement made to other companies/ related parties				
	Godrej Agrovet Limited	Holding company	475.30	159.72	
	Godrej Industries Limited	Holding company	6.42	0.43	
	Behram Chemicals Private Limited	Subsidiary company	-	11.24	
	Godrej Consumer Products Limited	Other related party	8.03	-	
	Godrej One Premises Management Private Limited	Fellow subsidiary	0.01	0.02	
	Creamline Dairy Products Limited	Fellow subsidiary	0.30	2.48	
6	Expenses Charged to / Reimbursement made by other companies				
	Godrej Agrovet Limited	Holding company	702.65	7.12	
	Behram Chemicals Private Limited	Subsidiary company	0.01	0.52	
	Godrej Industries Limited	Holding company	0.64	-	
	Godrej Consumer Products Limited	Other related party	60.07	-	
7	Plant Maintenance charges				
	Behram Chemicals Private Limited	Subsidiary company	10.80	10.80	
8	Dividend Paid				
	Godrej Agrovet Limited	Holding company	-	190.49	
9	Intercorporate deposits taken				
	Godrej Agrovet Limited	Holding company	5,350.00	5,000.00	
	Cream Line Dairy Products Limited	fellow subsidiary	1,000.00	-	

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

				(₹. in lakh)	
Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2025	March 31, 2024	
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	fellow subsidiary	1,000.00	-	
10	Intercompany deposits repaid				
	Godrej Agrovet Limited	Holding company	7,450.00	-	
11	Outstanding Intercompany deposits				
	Godrej Agrovet Limited	Holding company	2,900.00	5,000.00	
	Cream Line Dairy Products Limited	Other related party	1,000.23	-	
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	fellow subsidiary	1,000.23	-	
12	Interest expense on intercompany deposits taken				
	Godrej Agrovet Limited	Holding company	502.12	39.01	
	Creamline Dairy Products Limited	Fellow subsidiary	4.42	-	
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	Fellow subsidiary	2.68	-	
13	Capital advance given				
	Godrej & Boyce Manufacturing Company Limited	Other related party	-	229.36	
14	Contribution to post employment benefit plans				
	Astec LifeSciences Limited Employees Group Gratuity Trust	Other related party	113.31	42.32	
15	Advances to Related Party				
	Comercializadora Agricola Agroastrachem Cia Ltda	Subsidiary company	3.27	3.27	
16	Outstanding Receivables				
	Godrej Agrovet Limited	Holding company	114.38	2,222.58	
	Godrej Industries	Holding company	-	-	
	Godrej Consumer Products Limited	Other related party	9.83	-	
17	Outstanding Payables				
	Godrej Agrovet Limited	Holding company	2,166.45	132.52	
	Behram Chemicals Private Limited	Subsidiary company	1.76	5.29	
	Godrej & Boyce Manufacturing Company Limited	Other related party	-	5.76	
	Godrej Consumer Products Limited	Other related party	-	9.96	
	Godrej Industries Limited	Holding company	0.39	-	
	Creamline Dairy Products Limited	Fellow subsidiary	-	1.81	
	Godrej One Premises Management Private Limited	Fellow subsidiary	-	0.02	

Notes forming part of the Standalone Financial Statements for the Year ended March 31, 2025

				(₹. in lakh)	
Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2025	March 31, 2024	
18	Remuneration to Key Management Personnel				
	Short Term Employee Benefit		240.56	290.33	
	Post employment gratuity benefits		3.85	5.16	
	Share based payment		24.80	20.81	
	Dividend Paid		-	5.86	
	Director's Sitting Fees		33.50	32.63	

* Terms and conditions of transactions with related parties: All related party transactions entered during the year were in ordinary course of business, on arm's length basis

Note 52:**Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act, 2013**

The remuneration paid to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The excess remuneration paid to a director is in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V to the Act.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of

Astec LifeSciences Limited

(CIN:L99999MH1994PLC076236)

BURJIS GODREJ

Managing Director

DIN: 08183082

Mumbai

23 April 2025

B. S. YADAV

Director

DIN: 00294803

Mumbai

May 02, 2024

RAHUL CHOUDHARY

Partner

Membership Number: 408408

Mumbai

23 April 2025

MUGDHA KHARE

Chief Financial Officer

ICAI Member No. 133002

Mumbai

23 April 2025

TEJASHREE PRADHAN

Company Secretary

ICSI Member. No. FCS7167

Mumbai

23 April 2025



CONSOLIDATED FINANCIALS

Independent Auditor's Report

To the Members of Astec LifeSciences Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Astec LifeSciences Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 consolidated state of affairs of the Group as at 31 March 2025, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of report of the other auditor referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

See Note 27 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>Revenue from sale of goods is recognised when the control of the goods has passed, which is usually on delivery of the goods. We have considered that there is a risk of fraud on account of revenue being overstated on account of it being recognised in the wrong period or before the control has passed.</p> <p>We have identified the existence of revenue recognition from sale of products as a key audit matter. The Company focuses on revenue as key performance measure, which could create an incentive for revenue to be recognized before control has been transferred.</p>	<p>In view of the importance of the matter we applied the following audit procedures in this area, among others to obtain sufficient audit evidence:</p> <ol style="list-style-type: none"> We have assessed the appropriateness of the Group's accounting policies in respect of revenue recognition by comparing with applicable accounting standards; We have evaluated the process followed by the Group for revenue recognition including understanding and testing of key controls including general IT controls relating to recognition of revenue in correct period; Tested design, implementation and operating effectiveness of the Group's internal controls including general IT controls and key IT application controls over recognition of revenue; Performed substantive testing of revenue transactions recorded during the year on a sample basis by verifying the underlying documents which included sales invoices, dispatch documents and proof of delivery, depending on the terms of contracts with customer; Performed testing for samples of revenue transactions recorded closer to the year-end by verifying underlying documents, to determine the accuracy of the period in which revenue was recognized; Tested any unusual non-standard journal entries that impacted revenue recognized during the year; and Evaluating adequacy of disclosures given in notes to the financial statements.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements/financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of

the audit of the financial statements/financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of ₹.148.80 lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of ₹.17.86 lakhs and net cash flows (before consolidation adjustments) amounting to ₹.0.05 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

b. The financial information of one subsidiary, whose financial information reflect total assets (before consolidation adjustments) of ₹.0.18 lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of ₹.Nil and net cash flows (before consolidation adjustments) amounting to ₹.Nil for the period ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditor. This unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to financial information certified by the Management.

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 Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2.A. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 1 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate consolidated financial statements of the subsidiary, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 44 to the consolidated financial statements.
- b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
- c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and there are no amounts which are required to be transferred to the Investor Education and Protection Fund in case of its subsidiary company incorporated in India during the year ended 31 March 2025.
- d. (i) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary company that, to the best of their knowledge and belief, as disclosed in the Note 13 to the consolidated financial statements, 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 Holding Company or any of such subsidiary companies to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (ii) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary company that, to the best of their knowledge and belief, as disclosed in the Note 13 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor notice that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The Holding Company and its subsidiary company incorporated in India have neither declared nor paid any dividend during the year.
- f. Based on our examination which included test checks, the Holding Company has used an accounting software for maintaining its books of account which, along with access management tools, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail in respect of the previous year has been preserved by the Holding Company as per the statutory requirements for record retention except for the logs generated within access management tool.
- C. With respect to the matter to be included in the Auditor's report under section 197(16): In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditor of such subsidiary company, incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, to its directors is in accordance with the provisions of Section 197 of the Act. The excess remuneration paid to any director by the Holding Company is in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V to the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Rahul Choudhary

Partner

Place: Mumbai

Date: 23 April 2025

Membership No.: 408408

ICAI UDIN:25408408BMKUFH5262

**Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Astec LifeSciences Limited for the year ended 31 March 2025
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248WW-100022

Rahul Choudhary

Partner

Membership No.: 408408

ICAI UDIN:25408408BMKUFH5262

Place: Mumbai

Date: 23 April 2025

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Astec LifeSciences Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (j) of Sub-section 3 of Section 143 of the Act

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

Opinion

In conjunction with our audit of the consolidated financial statements of Astec LifeSciences Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such company incorporated in India under the Act which is its subsidiary company, as of that date.

In our opinion and based on the consideration of report of the other auditor on internal financial controls with reference to financial statements of subsidiary company, as were audited by the other auditor the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. 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 the respective 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 internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor of the relevant subsidiary company in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements 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 controls with reference to financial statements include 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 with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Rahul Choudhary

Partner

Membership No.: 408408

ICAI UDIN:25408408BMKUFH5262

Place: Mumbai

Date: 23 April 2025

Consolidated Balance Sheet as at March 31, 2025

Particulars	Note No.	(₹. In Lakh)	
		As at March 31, 2025	As at March 31, 2024
ASSETS			
(I) Non-current assets			
(a) Property, plant and equipment	2 (a)	46,612.64	35,346.19
(b) Capital work-in-progress	2 (b)	12.51	14,846.55
(c) Right of use assets	3	3,044.88	2,965.56
(d) Intangible assets	4 (a)	220.10	284.72
(e) Intangible assets under development	4 (b)	2,124.75	1,656.85
(f) Financial assets			
(i) Investments	5	0.53	0.53
(ii) Other non-current financial assets	6	136.29	172.73
(g) Other non-current tax assets (net)	7	824.46	1,373.77
(h) Other non-current assets	8	1,052.44	996.79
Total Non current assets		54,028.60	57,643.69
(II) Current Assets			
(a) Inventories	9	15,981.07	19,584.66
(b) Financial assets			
(i) Trade receivables	10	14,744.27	16,900.40
(ii) Cash and cash equivalents	11	57.54	47.15
(iii) Bank balances, other than (ii) above	12	213.00	196.09
(iv) Loans	13	277.18	4.04
(v) Others	14	64.18	196.12
(c) Other current assets	15	2,776.54	2,920.68
Total current assets		34,113.78	39,849.14
Total Assets		88,142.38	97,492.83
EQUITY AND LIABILITIES			
(I) Equity			
(a) Equity share capital	16	1,961.14	1,960.92
(b) Other equity	17	21,513.38	34,967.79
Equity attributable to equity holders of the parent		23,474.52	36,928.71
Non-controlling interests		27.13	23.06
Total equity		23,501.65	36,951.77
(II) Liabilities			
(1) Non current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	28,000.00	19,900.00
(ii) Other non-current liabilities	19	29.00	205.00
(b) Provisions	20	36.67	44.16
(c) Deferred tax liabilities (net)	21	3.80	676.02
Total non current liabilities		28,069.47	20,825.18
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	27,454.41	29,489.47
(ii) Trade payables	23		
Total outstanding dues of Micro Enterprises and Small Enterprises		413.63	439.10
Total outstanding dues of other than Micro Enterprises and Small Enterprises		7,747.64	8,488.67
(iii) Other financial liabilities	24	686.19	1,034.38
(b) Other current liabilities	25	171.59	128.31
(c) Provisions	26	97.80	135.95
Total current liabilities		36,571.26	39,715.88
Total liabilities		64,640.73	60,541.06
Total Equity and Liabilities		88,142.38	97,492.83

The Notes 1 to 51 form an integral part of the Consolidated Financial Statements

As per our report of even date attached
For B S R & Co. LLP
Chartered Accountants
Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
(CIN:L99999MH1994PLC076236)

BURJIS GODREJ
Managing Director
DIN: 08183082
Mumbai
23 April 2025

B. S. YADAV
Director
DIN: 00294803
Mumbai
23 April 2025

RAHUL CHOUDHARY
Partner
Membership Number: 408408
Mumbai
23 April 2025

MUGDHA KHARE
Chief Financial Officer
ICAI Member No. 133002
Mumbai
23 April 2025

TEJASHREE PRADHAN
Company Secretary
ICSI Member No. FCS7167
Mumbai
23 April 2025

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(₹. In Lakh)

Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Revenue from operations			
Sale of Products	27	37,814.66	45,770.12
Other operating revenue	27	315.69	47.95
Total Revenue from Operations		38,130.35	45,818.07
II. Other income	28	562.87	564.39
III. Total Income		38,693.22	46,382.46
IV. Expenses			
Cost of materials consumed	29	24,885.98	31,882.32
Changes in inventories of finished goods work-in-progress and stock-in-trade	30	4,807.63	45.70
Employee benefits expense	31	6,110.45	6,174.40
Finance costs	32	3,669.67	2,522.58
Depreciation and amortisation expense	33	4,371.45	3,625.34
Other expenses	34	8,946.96	8,306.91
Total expenses		52,792.14	52,557.25
V. Loss before tax		(14,098.92)	(6,174.79)
VI. Tax expense:			
1. Current tax		3.91	3.66
2. Deferred tax income		(631.66)	(1,489.35)
		(627.75)	(1,485.69)
VII. Loss for the year		(13,471.17)	(4,689.10)
VIII. Other comprehensive income/(loss)			
(A) (i) Items that will not be reclassified to profit or loss			
Remeasurement of defined benefit liability		22.56	(76.06)
(ii) Income tax related to items that will not be reclassified to profit or loss		(5.68)	19.14
		16.88	(56.92)
(B) (i) Items that will be reclassified to profit or loss			
Foreign operations – foreign currency translation differences		0.50	(1.66)
		0.50	(1.66)
Other comprehensive income/(loss) for the year		17.38	(58.58)
IX. Total comprehensive loss for the year		(13,453.79)	(4,747.68)
Profit attributable to:			
Equity holders of the Company		(13,475.24)	(4,692.95)
Non-controlling interest		4.07	3.85
		(13,471.17)	(4,689.10)
Other Comprehensive Income/(Loss) is attributable to:			
Equity holders of the Company		17.38	(58.58)
Non-controlling interest		-	-
		17.38	(58.58)
Total Comprehensive loss attributable to:			
Equity holders of the Company		(13,457.86)	(4,751.53)
Non-controlling interest		4.07	3.85
		(13,453.79)	(4,747.68)
X. Earnings per equity share (Nominal value of ₹. 10 each, fully paid-up)			
Basic (in ₹.)	35	(68.71)	(23.93)
Diluted (in ₹.)		(68.71)	(23.93)

The Notes 1 to 51 form an integral part of the Consolidated Financial Statements

As per our report of even date attached
For B S R & Co. LLP
 Chartered Accountants
 Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
 (CIN:L99999MH1994PLC076236)

BURJIS GODREJ
 Managing Director
 DIN: 08183082
 Mumbai
 23 April 2025

B. S. YADAV
 Director
 DIN: 00294803
 Mumbai
 23 April 2025

RAHUL CHOUDHARY
 Partner
 Membership Number: 408408
 Mumbai
 23 April 2025

MUGDHA KHARE
 Chief Financial Officer
 ICAI Member No. 133002
 Mumbai
 23 April 2025

TEJASHREE PRADHAN
 Company Secretary
 ICSI Member. No. FCS7167
 Mumbai
 23 April 2025

Consolidated statement of cash flows for the year ended March 31, 2025

(₹. In Lakh)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from operating activities		
Loss before tax	(14,098.92)	(6,174.79)
Adjustments for		
Depreciation and amortisation expense	4,371.45	3,625.34
Interest income	(80.32)	(15.12)
Finance cost	3,669.67	2,522.58
Unrealised foreign exchange loss/(gain) (net)	323.17	(9.76)
Allowance for trade receivables	4.75	5.83
(Profit)/Loss on sale of property, plant and equipment	(201.81)	11.14
Provision for Inventory	2,016.81	9.08
Employee stock options expense	3.45	30.11
Provision for receivable from government authorities	-	164.85
Total non-cash & non-operating adjustments	10,107.17	6,344.05
Operating (loss)/ profit before working capital changes	(3,991.75)	169.26
Change in operating assets and liabilities		
Decrease/(Increase) in trade receivables	1,888.36	(1,351.21)
Decrease/(Increase) in loans	(273.14)	(2.01)
Decrease/(Increase) in other financial assets	169.40	18.97
Decrease/(Increase) in other current assets	143.86	1,547.55
Decrease/(Increase) in inventories	1,586.78	9,891.03
Decrease/(Increase) in other non-current assets	17.00	(4.83)
(Decrease)/Increase in trade payables	(775.32)	(8,880.41)
(Decrease)/Increase in other financial liabilities	51.58	12.54
(Decrease)/Increase in other current liabilities	43.28	(233.58)
(Decrease)/Increase in provisions	(23.08)	(18.77)
(Decrease)/Increase in other non-current financial liabilities	(176.00)	70.08
	2,652.72	1,049.36
Cash generated from operations	(1,339.03)	1,218.62
Direct Taxes paid (net of refunds received)	499.17	(196.52)
Net cash generated from/(used in) operating activities	(839.86)	1,022.10
Cash flow from investing activities		
Acquisition of property, plant and equipment, intangible assets and capital work-in-progress	(2,182.19)	(13,549.81)
Proceeds from sale of property, plant and equipment	596.77	35.96
Deposits redeemed / (placed)	(16.91)	(27.65)
Interest received	79.30	23.36
Net cash used in investing activities	(1,523.03)	(13,518.14)

Consolidated statement of cash flows for the year ended March 31, 2025

(₹. In Lakh)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from financing activities		
Proceeds from Long term Borrowings	15,100.00	14,900.00
Repayment of Long term Borrowings	(6,076.09)	(4,396.48)
Proceeds/(Repayment) of short term borrowings (net)	(2,695.46)	(401.17)
Proceeds from issue of shares	0.23	7.90
Intercompany deposits taken Long term	1,000.00	5,000.00
Intercompany deposits repaid Long term	(2,100.00)	-
Intercompany deposits taken/(repaid) short term	1,000.00	-
Finance cost paid	(3,855.40)	(2,320.31)
Dividend paid to company's shareholders	-	(294.09)
Net cash generated from financing activities	2,373.28	12,495.85
Net increase / (Decrease) in cash and cash equivalents	10.39	(0.19)
Cash and cash equivalents at the beginning of the year (Opening balance)	47.15	47.34
Cash and cash equivalents at the end of the year (closing balance) (refer note no.11)	57.54	47.15

Note 1 :

The above statement of cash flow has been prepared under the indirect method as set out in Indian Accounting Standard 7 Statement of Cash Flow notified u/s 133 of Companies Act, 2013 ("Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 and the relevant provisions of the Act.

Note 2 : Movement in Borrowings

Particulars	1 st April 2024	Cash Flows	Non-cash changes	As at March 31, 2025
Long term borrowings (Refer Note 2.1)	21,093.70	7,923.91	-	29,017.61
Short term borrowings	28,295.77	(1,695.46)	(163.51)	26,436.80
Total borrowings	49,389.47	6,228.45	(163.51)	55,454.41

Particulars	As at March 31, 2023	Cash Flows	Non-cash changes	As at March 31, 2024
Long term borrowings (Refer Note 2.1)	5,590.18	15,503.52	-	21,093.70
Short term borrowings	28,527.83	(401.17)	169.11	28,295.77
Total borrowings	34,118.01	15,102.35	169.11	49,389.47

Note 2.1: The Term Loan from Bank for ₹. 1,000 lakh and interest on non convertible debentures ₹. 17.61 lakh (previous year ₹. 1,193.70 Lakh) has been disclosed as current maturity of Long term Borrowing Under Current Liabilities.

The Notes 1 to 51 form an integral part of the Consolidated Financial Statements

As per our report of even date attached
For B S R & Co. LLP
 Chartered Accountants
 Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
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 Company Secretary
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 23 April 2025

Consolidated Statement of changes in equity for the Year Ended March 31, 2025

(a) Equity share capital

	As at		As at	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Balance at the beginning of the reporting Year	1,960.92	1,960.57	0.22	0.35
Changes in equity share capital during the year (refer note no. 16)	0.22	0.22	0.22	0.35
Balance at the end of the reporting Year	1,961.14	1,960.92	1,961.14	1,960.92

Balance at the beginning of the reporting Year
Changes in equity share capital during the year (refer note no. 16)

Balance at the end of the reporting Year

(b) Other equity

	Capital redemption reserve	Securities Premium	General reserve	Employee Stock option outstanding	Retained earnings	Foreign currency translation reserve	Total	Non - controlling interest	Total
Balance as at April 1, 2024	0.30	6,108.95	1,249.28	38.07	27,570.63	0.56	34,967.78	23.06	34,990.84
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-
Restated Balance as at April 1, 2024	0.30	6,108.95	1,249.28	38.07	27,570.63	0.56	34,967.78	23.06	34,990.84
Total comprehensive income for the year	-	-	-	-	(13,475.24)	-	(13,475.24)	4.07	(13,471.17)
Loss for the year (net of income tax)	-	-	-	-	16.88	0.50	17.38	-	17.38
Other comprehensive income for the year	-	-	-	-	(13,458.36)	0.50	(13,457.86)	4.07	(13,453.79)
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-
Transactions with the owners of the Company	-	-	-	-	-	-	-	-	-
Contributions and distributions	-	-	-	-	-	-	-	-	-
Interim Dividend	-	-	-	-	-	-	-	-	-
Tax on distributed profits	-	-	-	-	-	-	-	-	-
Contributions and distributions	-	-	-	-	-	-	-	-	-
Sale of Subsidiary	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-	-	-	-
ESOP share exercised during the year	-	30.23	-	(30.22)	-	-	0.01	-	0.01
Employee compensation expense recognised during the year	-	-	-	3.45	-	-	3.45	-	3.45
Balance at March 31, 2025	0.30	6,139.18	1,249.28	11.30	14,112.27	1.06	21,513.38	27.13	21,540.51
Balance as at April 1, 2023	0.30	6,073.56	1,249.28	35.81	32,614.59	2.22	39,975.75	19.21	39,994.96
Total comprehensive income for the year	-	-	-	-	(4,692.95)	-	(4,692.95)	3.85	(4,689.10)
Loss for the year (net of income tax)	-	-	-	-	(56.92)	(1.66)	(58.58)	-	(58.58)
Other comprehensive income for the year	-	-	-	-	(4,749.87)	(1.66)	(4,751.53)	3.85	(4,747.68)
Total comprehensive income for the year	-	-	-	-	-	-	-	-	-
Transactions with the owners of the Company	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	(294.09)	-	(294.09)	-	(294.09)
ESOP share exercised during the year	-	35.39	-	(27.85)	-	-	7.55	-	7.55
Employee compensation expense recognised during the year	-	-	-	30.11	-	-	30.11	-	30.11
Balance at March 31, 2024	0.30	6,108.95	1,249.28	38.07	27,570.63	0.56	34,967.79	23.06	34,990.85

The Notes 1 to 51 form an integral part of the Consolidated Financial Statements

As per our report of even date attached

For BSR & Co. LLP

Chartered Accountants

Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of
Astec LifeSciences Limited
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BURJIS GODREJ
Managing Director
DIN: 08183082
Mumbai
23 April 2025

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Mumbai
23 April 2025

RAHUL CHOUDHARY
Partner
Membership Number: 408408
Mumbai
23 April 2025

Notes forming part of the Consolidated Financial Statements

for the Year ended March 31, 2025

Note 1 : Material accounting policies

A. General Information

Astec LifeSciences Limited ("the Company") is a public limited Group, which is domiciled and incorporated in the Republic of India with its registered office situated at Godrej One, 3rd Floor, Pirojsha Nagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079. The Company & its subsidiaries together considered as a group manufactures & distributes a wide range of Agrochemical active ingredients and pharmaceutical intermediates.

B. Basis of preparation and measurement

(1) Basis of preparation

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the years presented in the standalone financial statements.

The consolidated financial statements of the Company for the year ended March 31, 2025 were authorized for issue in accordance with a resolution of the Board of Directors on April 23, 2025.

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from 1 April 2024. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements. The amendments require the disclosure of 'material' rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time taken between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of classification of assets and liabilities into current and non-current.

(2) Basis of measurement

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that is measured at fair value (refer- Accounting policy regarding financials instruments sr.no.8);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- share-based payments - measured at fair value

(3) Basis of Consolidation

(i) Subsidiaries :

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed wherever necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(ii) Equity method :

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the group's share of other comprehensive income of the investee in other comprehensive income.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the unless it has incurred obligations or made payments on behalf of the other entity group does not recognise further losses, Unrealised gains on transactions between the group and its subsidiaries are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

(4) Functional and presentation currency

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

C. Key estimates and assumptions

While preparing consolidated financial statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the balance sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgement, estimates and assumptions are required in particular for:

(1) Determination of the estimated useful lives

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

(2) Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

(3) Recognition of deferred tax assets and liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

(4) Recognition and measurement of other provisions

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

(5) Discounting of long-term financial assets / liabilities

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to subsequently be measured at amortised cost, interest is accrued using the effective interest method.

(6) Fair valuation of employee share options

The fair valuation of the employee share options is based on the Black-Scholes model used for valuation of options. Key assumptions made with respect to expected volatility includes share price, expected dividends and discount rate, under this option pricing model.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(7) Determining whether an arrangement contains a lease

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

(8) Fair value of financial instruments

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

(9) Liability for Sales Return

Accruals for estimated product returns, which are based on historical experience of actual sales returns and adjustment on account of current market scenario is considered by Group to be reliable estimate of future sales returns.

(10) Provisions and contingent liabilities

A provision is recognised when the Group has a present obligation because of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent assets are neither recognised nor disclosed in the consolidated financial statements.

D. Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

E. Material accounting policies

(1) Revenue and Other Income :

i. Sale of goods

Revenue from operations comprises of sales of goods after the deduction of discounts, goods and service tax and estimated returns. Discounts given by the Group includes trade discounts, volume rebates and other incentive given to the customers. Accumulated experience is used to estimate the provision for discounts. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Revenue is measured based on the consideration specified in a contract with a customer. Revenue from the sale of goods are recognized when control of the goods has transferred to our customer and when there are no longer any unfulfilled obligations to the customer, This is generally when the goods are delivered to the customer depending on individual customer terms, which can be at the time of dispatch or delivery. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Group no longer have control over the inventory.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Our customers have the contractual right to return goods only when authorized by the Group. As at March 2025, an estimate has been made of goods that will be returned and a liability has been recognized for this amount. An asset has also been recorded for the corresponding inventory that is estimated to return to the Group using a best estimate based on accumulated experience.

ii. Dividend income

Dividend income is recognised only when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of dividend can be measured reliably.

iii. Interest income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets. Interest income is included in other income in the Statement of Profit and Loss.

(2) Foreign currency :

(i) Transaction and balances

Transactions in foreign currencies are translated into the respective functional currencies of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income and expenses in the period in which they arise.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated using the exchange rates at the date when the fair value was measured.

Exchange differences are generally recognised in the Statement of Profit and Loss, except exchange differences arising from the translation of the following item which are recognized in OCI:

- Qualifying cash flow hedges to the extent that the hedges are effective.

(3) Employment Benefits

(i) Short-term obligations

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term benefits such as salaries, wages, short-term compensation absences, etc., are determined on an undiscounted basis and recognized in the period in which the employee renders the related service. The Company has a scheme of Performance Linked Variable Remuneration (PLVR) which is fully written off to the Standalone Statement of Profit & Loss. The Scheme rewards its employees based on the achievement of key performance indicators and profitability, as prescribed in the scheme.

(ii) Other long-term employee benefit obligations

Liability toward Long-term Compensated Absences is provided for on the basis of an actuarial valuation, using the Projected Unit Credit Method, as at the date of the Balance Sheet. Actuarial gains / losses comprising of experience adjustments and the effects of changes in actuarial assumptions are immediately recognised in the Statement of Profit and Loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, and
- (b) defined contribution plans such as provident fund.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Gratuity obligations

The following post – employment benefit plans are covered under the defined benefit plans:

Gratuity :

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

(iv) Share-based payments

Share-based compensation benefits are provided to employees via the Astec LifeSciences Limited Employee Stock Option Plan.

Employee options:

The fair value of options granted under the Astec LifeSciences Limited Employee Stock Option Plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(v) Bonus plans

The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(vi) Terminal benefits

All terminal benefits are recognized as an expense in the period in which they are incurred.

(4) Income-tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in the OCI.

(i) Current tax

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognised amounts; and

- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI and not in the statement of profit and loss.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

(5) Inventories

Inventories are carried in the balance sheet as follows:

- (a) Raw materials, Packing materials, Stock in Trade and Stores & Spares: At lower of cost, on weighted average basis and net realisable value
- (b) Work-in-progress / project in progress:- At lower of cost of materials, plus appropriate production overheads and net realizable value.
- (c) Finished Goods: At lower of cost of materials, plus appropriate production overheads and net realizable value, Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses necessary to make the sale. The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to the present location and condition. Slow and non-moving material, obsolescence, defective inventories are duly provided for and valued at net realizable value. Goods and materials in transit are valued at actual cost incurred upto the date of balance sheet. Materials and supplies held for use in the production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

(6) Property, plant and equipment (including Capital work in progress)

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.
- d) Items of property, plant and equipment (including capital-work-in progress) are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the Statement of Profit and Loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iii) Depreciation/ Amortizations

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 except for the following:

(a) Computer Hardware:

Depreciated over its estimated useful life of 4 years.

(b) Right of use Asset :

Amortized over the primary lease period.

(c) Leasehold improvements and equipments:

Amortised over the Primary lease period or 16 years whichever is less

Assets costing less than ₹. 5,000 are fully depreciated in the year of purchase/acquisition. Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

(7) Intangible assets

(i) Computer software

Recognition and measurement

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of the asset can be measured reliably.

Intangible assets viz. Computer software and product registration, which are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer software 6 years
- Product Registration 5 years

(ii) Research and development

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset under development when the Company can demonstrate: -

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- It is probable that future economic benefits will flow to the Company and the Company has control over the asset

Cost of Product Registration generally comprise of direct costs of manpower, other fixed cost and depreciation towards production of samples, creating product dossiers, fees paid to registration consultants, application fees to the government authorities. Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use. It is amortised over the period of expected future benefit.

(8) Borrowing costs

Other borrowing costs are expensed in the period in which they are incurred.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

(9) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and Chief Operating Officer of the Group. The Group has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

(10) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts.

Financial instruments also covers contracts to buy or sell a non-financial item that can be settled net in cash or another financial instrument, or by exchanging financial instruments, as if the contracts were financial instruments, with the exception of contracts that were entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the entity's expected purchase, sale or usage requirements.

Derivatives are currently recognized at fair value on the date on which the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(11) Hedge accounting

The Group designates certain hedging instruments in respect of foreign currency risk, interest rate risk and commodity price risk as cash flow hedges. At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in other comprehensive income and accumulated under equity. The gain or loss relating to the ineffective portion is recognised immediately in statement of profit or loss.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability.

Hedge accounting is discontinued prospectively when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in the statement profit or loss.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

i. Financial assets**Classification**

The Group classifies its financial assets in the following measurement categories:

- Where assets are measured at fair value, gains and losses are either recognized entirely in the Statement of Profit and Loss (i.e. fair value through profit or loss), or recognized in Other Comprehensive Income (i.e. fair value through other comprehensive income).
- A financial asset that meets the following two conditions is measured at amortized cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

Business model test: The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Initial recognition & measurement

At initial recognition, the Group measures a financial asset at fair value plus, in the case of a financial asset not recorded at fair value through the Statement of Profit and Loss, transaction costs that are attributable to the acquisition of the financial asset.

Equity investments

- All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.
- If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.
- Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, and bank balance.
- b) Trade receivables - The application of simplified approach does not require the Group to track changes in credit risk.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. Trade receivables are tested for impairment on a specific basis after considering the sanctioned credit limits, security like letters of credit, security deposit collected etc. and expectations about future cash flows.

ii. Financial liabilities

Classification

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through the Statement of Profit and Loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Derecognition

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

Offsetting of financial instruments

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

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of item being hedged and the type of hedge relationship designated.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(12) Provisions, contingent liabilities and contingent assets

Provisions are recognized when there is 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.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

The expenses relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. When there is a possible obligation of a present obligation in respect of which the likelihood of outflow of resources is remote, no provision disclosure is made.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

Commitments includes the amount of purchase order (net of advance) issued to parties for completion of assets.

Provisions, contingent assets, contingent liabilities and commitments are reviewed at each balance sheet date.

(13) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of hedged item on a present value basis from the inception of hedge. The gain or loss relating to the effective portion is recognized immediately in profit or loss.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

(14) Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (1) the contract involves the use of an identified asset (2) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(15) Impairment of non-financial assets

Goodwill and intangible assets that have infinite useful life are not subjected to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The carrying values of other assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

(16) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(17) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

(18) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(F) Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 2 (a) : Property, plant and equipment

Particulars	(₹. in lakh)									
	Plant and Machinery	Factory Buildings	Office Buildings	Electrical Installations	Furniture and Fixtures	Vehicles	Computers	Office and Other Equipment	Total	
Gross Block										
As at April 1, 2024	33,013.09	13,252.56	3,752.18	2,453.86	933.05	589.15	401.51	763.44	55,158.84	
Additions	11,348.76	3,594.23	29.75	725.82	25.40	142.66	52.66	79.69	15,998.97	
Disposals	70.14	-	225.62	5.84	2.64	131.68	2.45	0.43	438.80	
As at March 31, 2025	44,291.71	16,846.79	3,556.31	3,173.84	955.81	600.13	451.72	842.70	70,719.01	
Accumulated Depreciation										
As at April 1, 2024	15,460.64	2,641.85	98.26	703.50	238.55	217.02	208.94	243.89	19,812.65	
For the year	2,951.65	702.74	61.47	274.39	78.08	55.73	74.09	139.41	4,337.56	
Disposals	10.37	-	8.86	1.16	0.09	21.31	2.05	-	43.84	
As at March 31, 2025	18,401.92	3,344.59	150.87	976.73	316.54	251.44	280.98	383.30	24,106.37	
Net Block as at March 31, 2025	25,889.79	13,502.20	3,405.44	2,197.11	639.27	348.69	170.74	459.40	46,612.64	
Gross Block										
As at April 1, 2023	29,063.49	12,635.82	267.48	1,726.01	279.47	414.89	272.61	256.44	44,916.21	
Additions	3,949.60	616.74	3,484.70	727.85	653.58	233.03	130.39	507.00	10,302.89	
Disposals	-	-	-	-	-	58.77	1.49	-	60.26	
As at March 31, 2024	33,013.09	13,252.56	3,752.18	2,453.86	933.05	589.15	401.51	763.44	55,158.84	
Accumulated Depreciation										
As At April 1, 2023	13,096.47	2,032.80	37.66	476.09	161.87	184.84	140.29	110.59	16,240.62	
For the year	2,364.17	609.05	60.60	227.41	76.68	45.00	68.99	133.30	3,585.20	
Disposals	-	-	-	-	-	12.83	0.34	-	13.17	
As at March 31, 2024	15,460.64	2,641.85	98.26	703.50	238.55	217.02	208.94	243.89	19,812.65	
Net Block as at March 31, 2024	17,552.45	10,610.71	3,653.92	1,750.36	694.50	372.13	192.57	519.55	35,346.19	

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 2 (b). 1 : Capital work-in-progress

(₹. in lakh)

Particulars	Total
As at April 1, 2024	14,846.55
Additions for the year	1,064.46
Capitalised during the year	(15,898.50)
As at March 31, 2025	12.51
As at April 1, 2023	11,238.43
Additions for the year	13,655.75
Capitalised during the year	(10,047.63)
As at March 31, 2024	14,846.55

Note 2 (b). 2 : Capital work-in-progress Ageing Schedule as of March 31, 2025

Capital work-in-progress Ageing Schedule for current year	Amount in Capital work-in-progress for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	12.51				12.51
Temporary projects suspended	-	-	-	-	-

-There are no Projects where the costs have exceeded the original plan approved by the Board of Directors and there are no Projects where the project timelines are overdue as on March 31, 2025.

Note 2 (b). 3 : Capital work-in-progress Ageing Schedule as of March 31, 2024.

Capital work-in-progress Ageing Schedule for previous year	Amount in Capital work-in-progress for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	11,240.23	3,606.32	-	-	14,846.55
Temporary projects suspended	-	-	-	-	-

There are no Projects where the costs have exceeded the original plan approved by the Board of Directors and there are no Projects where the project timelines are overdue as on 31st March, 2024

Note 2 (b). 4 : During the year, the Company has capitalised borrowing cost of ₹. 401.55 lakh using a capitalisation rate of 7.85% (Previous Year ₹. 859.73 lakh at 7.85%)

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 3 - Right-of-use assets

		(₹. in Lakh)
Particulars		Land and Buildings
Gross Block		
As at April 1, 2023		3,115.76
Additions		-
Disposals		-
Balance as at March 31, 2024		3,115.76
Additions		118.63
Disposals		-
Balance as at March 31, 2025		3,234.39
As at April 1, 2023		
Depreciation		37.61
Impairment loss		-
Balance as at March 31, 2024		150.19
Depreciation		39.32
Impairment loss		-
Balance as at March 31, 2025		189.51
Carrying amounts		
As at April 1, 2023		3,003.18
Balance as at March 31, 2024		2,965.56
Balance as at March 31, 2025		3,044.88

Note 3.1 - Breakdown of lease expenses

		(₹. in lakh)	
Particulars		For the Year ended March 31, 2025	For the Year ended March 31, 2024
Short-term lease expense		106.39	115.62
Total lease expense		106.39	115.62

Note 3.2 - Cash outflow on leases

		(₹. in lakh)	
Particulars		For the Year ended March 31, 2025	For the Year ended March 31, 2024
Repayment of lease liabilities		-	-
Interest on lease liabilities		-	-
Short-term lease expense		106.39	115.62
Total cash outflow on leases		106.39	115.62

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 4 (a) : Intangible Assets

(₹. in lakh)			
Particulars	Computer Software	Product Registration	Total
Gross Block			
As at April 1, 2024	542.69	417.80	960.49
Additions	9.84	-	9.84
Disposals	-	-	-
As at March 31, 2025	552.53	417.80	970.33
Accumulated amortisation			
As at April 1, 2024	398.11	277.66	675.77
For the year	40.74	33.72	74.46
Disposals	-	-	-
As at March 31, 2025	438.85	311.38	750.23
Net Block as at March 31, 2025	113.68	106.42	220.10
Gross Block			
As at April 1, 2023	516.53	257.02	773.55
Additions	26.16	160.78	186.94
Disposals	-	-	-
As at March 31, 2024	542.69	417.80	960.49
Accumulated amortisation			
As at April 1, 2023	354.44	250.58	605.02
For the year	43.67	27.08	70.75
Disposals	-	-	-
As at March 31, 2024	398.11	277.66	675.77
Net Block as at March 31, 2024	144.58	140.13	284.72

Note 4 (b). 1 : Intangible Assets under development

(₹. in lakh)	
Particulars	Amount
As at April 1, 2024	1,656.85
Additions for the year	467.90
Capitalised during the year	-
As at March 31, 2025	2,124.75
As at April 1, 2023	1,421.86
Additions for the year	395.77
Capitalised during the year	(160.78)
As at March 31, 2024	1,656.85

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 4 (b). 2 : Intangible Assets under development Ageing Schedule as of March 31, 2025.

(₹. in lakh)

Intangible Assets under development Ageing Schedule for current year	Amount in Intangible Assets under development for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	467.89	404.64	450.21	802.01	2,124.75
Temporary projects suspended	-	-	-	-	-

There are no projects as on 31st March, 2025 where the project timelines are overdue.

Note 4 (b). 3 : Intangible Assets under development Ageing Schedule as of March 31, 2024.

(₹. in lakh)

Intangible Assets under development Ageing Schedule for previous year	Amount in Intangible Assets under development for a period of				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	385.09	469.75	494.09	307.92	1,656.85
Temporary projects suspended	-	-	-	-	-

There are no projects as on 31st March, 2024 where the project timelines are overdue.

Note 5 : Non-current financial assets- Investments

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
A. Investment in equity instruments at fair value through Statement of Profit & Loss (Fully paid, unquoted)		
Shamrao Vithal Co-operative Bank Ltd	0.53	0.53
2,100 (Previous Year 2,100) equity shares of ₹. 25/- each.		
Total A	0.53	0.53
TOTAL	0.53	0.53

Note 5.1 : Other disclosures

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Aggregate amount of unquoted investments	0.53	0.53

Note 6 : Other Non-current financial assets

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good (unless otherwise stated)		
Security deposits	136.29	172.73
TOTAL	136.29	172.73

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 7 : Other tax assets (net)

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Opening balance	1,373.77	1,093.37
Less: Current tax payable for the year	3.91	3.66
Add: Taxes paid/(refund received)	(499.16)	196.52
Add: Tax for earlier year	(46.24)	87.54
Closing balance	824.46	1,373.77

Note 8 : Other non-current assets

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Capital advances	102.47	29.82
2 Balance with Government Authorities		
i) Considered good	949.97	966.97
ii) Credit impaired	110.33	93.33
Less : Loss allowance	(110.33)	(93.33)
	949.97	966.97
TOTAL	1,052.44	996.79

Note 9 : Inventories

(Valued at lower of cost and net realisable value)

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Raw materials [stock lying with third party ₹. 226.89 lakh (31 st March 2024 - Nil)]	4,031.63	2,919.31
2 Work-in-progress	6,901.24	5,021.96
3 Finished goods*	4,524.57	11,211.48
4 Stores and Spares	523.63	431.91
TOTAL	15,981.07	19,584.66

Note 9.1 : * During the year ended March 31, 2025, an amount of ₹. 2016.81 Lakh (previous year ₹. 9.08 lakh) was charged to the statement of profit and loss on account of write-down of inventories.

Note 10 : Current trade receivables (Refer note 38.2)

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
- Unsecured and considered good	14,744.27	16,900.40
- Credit impaired	12.57	7.81
Less : Loss allowance	(12.57)	(7.81)
TOTAL	14,744.27	16,900.40

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 10.1: Trade Receivables Ageing Schedule

Trade Receivables Ageing Schedule as at March 31, 2025

(₹. in Lakh)

Undisputed Trade receivables	Outstanding for following periods from due date of payment					Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	More than 2 years	
– considered good	13,286.45	1,310.23	87.56	60.03	-	14,744.27
– Credit impaired	-	-	3.63	0.88	8.06	12.57
TOTAL	13,286.45	1,310.23	91.19	60.91	8.06	14,756.84

Trade Receivables Ageing Schedule as at March 31, 2024

(₹. in Lakh)

Undisputed Trade receivables	Outstanding for following periods from due date of payment					Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	More than 2 years	
– considered good	15,832.26	1,047.71	16.27	4.16	0.00	16,900.40
– Credit impaired	-	-	-	0.99	6.82	7.81
TOTAL	15,832.26	1,047.71	16.27	5.15	6.82	16,908.21

Note 10.2: There are no Disputed Trade Receivables during the current year or previous year.**Note 10.3:** Refer note no. 51 for outstanding receivables from Related Party. There are no loss allowances.**Note 11 : Cash and cash equivalents**

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Cash on hand	0.15	0.16
2 Balances with banks:		
Current Accounts	57.39	46.99
TOTAL	57.54	47.15

Note 12 : Bank balances other than cash and cash equivalents

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Fixed deposits - maturity more than 3 months and less than 12 months (Refer Note 12.1)	209.57	191.27
2 Unclaimed Dividend accounts	3.43	4.82
TOTAL	213.00	196.09

Note 12.1: Fixed deposits are restricted and the same is held towards security of bank guarantees.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 13 : Current financial assets - loans

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good, unless otherwise stated		
Advances to employees	1.49	4.04
Loans and advance	275.69	-
TOTAL	277.18	4.04

Note 13.1: 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 Holding Company or its subsidiary companies incorporated in India 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: directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Holding Company or its subsidiary companies, incorporated in India have not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall: directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries

Note 14 : Other current financial assets

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
1 Security Deposits	28.20	20.47
2 Merchandise exports incentive scheme - scripts in hand	27.96	117.57
3 Interest accrued on financial assets	8.02	7.00
4 Claims receivable	-	51.08
TOTAL	64.18	196.12

Note 15 : Other current assets

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
1 Advances to suppliers	214.68	131.61
2 Balance with government authorities		
i) Unsecured and considered good	2,093.53	2,288.46
ii) Credit impaired	181.03	181.03
Less : Loss allowance	(181.03)	(181.03)
Total Balance with government authorities (net)	2,093.53	2,288.46
3 Prepaid expenses	468.31	500.55
4 Others	0.02	0.06
TOTAL	2,776.54	2,920.68

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 16 : Share Capital

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Authorised :		
2,50,00,000 (Previous year: 2,50,00,000) Equity shares of the par value of ₹. 10 each	2,500.00	2,500.00
TOTAL	2,500.00	2,500.00
2 Issued, Subscribed and Paid-up:		
196,11,369 (Previous year: 1,96,09,205) Equity shares fully paid up	1,961.14	1,960.92
TOTAL	1,961.14	1,960.92

	As at March 31, 2025	As at March 31, 2024
3 Reconciliation of number of shares outstanding at the beginning and end of the year :	No. of shares	No. of shares
Equity shares :		
Outstanding at the beginning of the year	1,96,09,205	1,96,05,660
Issued during the year	2,164	3,545
Outstanding at the end of the year	1,96,11,369	1,96,09,205

4 Rights, preferences and restrictions attached to equity shares

Equity Shares: The Company has one class of Equity shares having a par value of ₹. 10 per share. Each Shareholder is eligible for one vote per share held. All Equity Shareholders are eligible to receive dividends in proportion to their shareholdings. The dividends proposed by the Board of Directors are subject to the approval of the Shareholders in the ensuing Annual General Meeting. In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

5 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity shares	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of share holding	No. of shares	% of share holding
1 Godrej Agrovet Limited - Holding company	1,26,99,054	64.75%	1,26,99,054	64.76%

6 Shares held by promoters at the end of the year in the company is set out below:

SI No.	Promoter name	As at March 31, 2025			As at March 31, 2024		
		No. of shares	% of total shares	% Change during the year	No. of shares	% of total shares	% Change during the year
1	Godrej Agrovet Limited - Holding company	1,26,99,054	64.75%	-0.01%	1,26,99,054	64.76%	0.00%
2	Ashok Hiremath	3,90,802	1.99%	0.00%	3,90,802	1.99%	0.00%

7 2165 equity shares were issued as a result of the exercise of vested options arising from the:

- ESOP 2012(Amended): 2165 shares (Exercise price:- ₹. 10/share)

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 17 : Other equity

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
1. Retained earnings	14,112.27	27,570.63
2. General reserve	1,249.28	1,249.28
3. Capital redemption reserve	0.30	0.30
4. Employee stock options outstanding	11.30	38.07
5. Securities premium	6,139.18	6,108.95
6. Foreign currency translation reserve	1.05	0.56
TOTAL EQUITY	21,513.38	34,967.79

General reserve

General reserve is a free reserve which is created by transferring fund from retained earnings to meet future obligations and purposes.

Capital redemption reserve

Capital redemption reserve was created for buy back of shares. The company may issue fully paid-up bonus shares out of the capital redemption reserve.

Employee stock options outstanding

The employee stock options outstanding is used to recognise the grant date fair value of options issued to employees under the Company's stock option plan.

Securities Premium

Securities Premium is used to record the premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign operations, if any, are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

Note 18 : Non Current Financial Liabilities-Borrowings

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Unsecured from Banks		
Term Loan from Bank (Refer Note 18.1)	19,200.00	10,000.00
Unsecured Others		
Non convertible debentures (Refer Note 18.2)	4,900.00	4,900.00
Intercompany deposits (Refer Note 18.3)	3,900.00	5,000.00
TOTAL	28,000.00	19,900.00

Note 18.1 : Term Loan from Bank amounting to ₹.9,000 lakhs is repayable in quarterly installments commencing from January 01, 2026 . Current interest rate of the loan is 7.85% (Previous year 7.85%)

Term loan amounting ₹. 10,200 lakh from Bank and Financial institutions during the previous year carries interest rate at 8.15% to 9.50% and is repayable over a period of three years till FY 2027-28. During the current year, ₹. 1,000 lakh (previous year ₹. 942.92 Lakh) has been disclosed under current maturity of Long term Borrowing. During the current year interest of ₹. 11.42 lakh (Previous year ₹. Nil) has been disclosed under current maturities of long-term borrowings.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 18.2 Non-convertible debentures (NCD) is repayable on March 25, 2027. Interest rate of NCD is 8.90%. During the current year interest of ₹. 5.97 lakh (Previous year ₹. 250.78 lakh) has been disclosed under current maturities of long-term borrowings.

Note 18.3 Inter corporate deposits (ICD) from Godrej Agrovet Limited is repayable after Two years in February, 2027. Interest rate of ICD is 8.5%. Inter corporate deposits (ICD) from Godrej Foods Limited is repayable after Two years in March 2027. Interest rate of ICD is 8.5%.

The Group does not have any continuing default as on the Balance Sheet date in repayment of loans and interest.

Note 19 : Other non-current liabilities

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Employee benefit payable	29.00	205.00
TOTAL	29.00	205.00

Note 20 : Non-current liabilities - provisions

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits :		
- Provision for compensated absences	36.67	44.16
TOTAL	36.67	44.16

Note 21 : Deferred tax liabilities (net)

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
Deferred tax liabilities (net) (Refer Note 39)	3.80	676.02
TOTAL	3.80	676.02

Note 22 : Current financial liabilities - borrowings

	(₹. In Lakh)	
	As at March 31, 2025	As at March 31, 2024
1 Unsecured		
(a) Cash/Overdraft credit from banks (Refer Note 22.1)	0.39	1.32
(b) Working Capital loan		
Rupee (Refer Note 22.3)	10,686.16	11,294.45
(c) Commercial Paper (Refer Note 22.5)	10,000.00	17,000.00
(d) Buyers credit (Refer Note 22.2)	4,750.04	-
(e) Inter Corporate Deposits from related parties (Refer Note 22.4)	1,000.21	-
(f) Current maturities of long-term debt - Term Loan from Bank and interest on NCD (Refer Note 18.1)	1,017.61	1,193.70
TOTAL	27,454.41	29,489.47

Note 22.1 : Cash Credit from banks are repayable on demand and carries interest at MCLR + 0.25% (Previous year - MCLR + 0.25%).

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 22.2 : Buyers Credit from banks are repayable on due dates and carries interest at 7.07% to 7.87% (Previous Year: No Buyers Credit transaction)

Note 22.3 : Working capital loan (Rupee) from banks carries interest rate at 7.80% to 9.50% (Previous year 7.70% to 9.00%). These loans are repayable on different dates within six months from the date of Financial Statements.

Note 22.4 : Inter corporate deposits (ICD) from Creamline dairy products Limited is repayable within six months from the date of Financial Statements. Interest rate of ICD is 8.5%.

Note 22.5 : Commercial Paper carries interest rate of 7.80% to 8.20% (Previous year - 8.12% to 8.24%) and are repayable on different dates within 6 months from the date of the Financial Statements.

Note 23 : Current - trade payables

		(₹. In Lakh)	
		As at March 31, 2025	As at March 31, 2024
1	Trade Payables		
a.	Due to micro and small enterprises (Refer Note 23.1)	413.63	439.10
b.	Others	7,747.64	8,488.67
TOTAL		8,161.27	8,927.77

Note 23.1: Additional disclosure related to Micro Enterprises and Small Enterprises

		(₹. In Lakh)	
		As at March 31, 2025	As at March 31, 2024
A	Principal amount remaining unpaid	413.63	439.10
B	Interest due thereon	-	-
C	Interest paid by the company in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
D	Interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
E	Interest accrued and remaining unpaid	-	-
F	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Note 23.2: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Group on the basis of the information available with the Group. Accordingly, ₹. Nil is overdue as on March 31, 2024 (Previous year ₹. Nil) to Micro and Small Enterprises on account of principal or interest.

Note 23.3: Trade Payables Ageing Schedule

Trade Payable Ageing Schedule for current year

		Outstanding for following periods from due date of payment					Total
Undisputed Trade Payable		Accrued expenses	Not due	Less than 1 year	1-2 years	> 2 Years	
(i)	MSME	-	413.63	-	-	-	413.63
(ii)	Others	1,151.88	6,194.50	395.17	4.22	1.87	7,747.64
TOTAL		1,151.88	6,608.13	395.17	4.22	1.87	8,161.27

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Trade Payables Ageing Schedule for previous year

(₹. in Lakh)

Undisputed Trade Payable	Outstanding for following periods from due date of payment					Total
	Accrued expenses	Not due	Less than 1 year	1-2 years	> 2 Years	
(i) MSME	-	290.53	148.57	-	-	439.10
(ii) Others	2,536.78	5,631.92	318.01	0.15	1.81	8,488.67
TOTAL	2,536.78	5,922.46	466.57	0.15	1.81	8,927.77

Note 23.4: There are no Disputed Trade Payables during the current year or earlier year.

Note 24 : Other financial liabilities

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Non trade payables	192.96	621.10
2 Derivative liability		
- Foreign exchange forward contracts designated as hedge	40.69	12.55
3 Unclaimed dividend	3.43	4.82
4 Others (includes accrual for bonus, incentives, etc.)	449.11	395.91
TOTAL	686.19	1,034.38

There are no amount due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at the year end.

Note 25 : Other current liabilities

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Advances from customers	8.40	3.34
2 Employee payable	50.76	40.34
3 Statutory liabilities	112.25	84.52
4 Others	0.18	0.11
TOTAL	171.59	128.31

Note 26 : Current liabilities - provisions

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
1 Provision for employee benefits		
- Provision for compensated absences	3.11	3.91
- Provision for gratuity	30.23	112.34
2 Provision for sales return (Refer note 26.1)	64.46	19.70
TOTAL	97.80	135.95

Note 26.1 - Movement of Provision for Sales return

(₹. In Lakh)

	As at March 31, 2025	As at March 31, 2024
Opening balance	19.70	29.48
Less:- Utilised during the year	-	-
Less:- Reversed during the year	44.76	(9.78)
Add:- Provision for the year	-	-
Closing balance	64.46	19.70

Note 26.2 : The Group makes a provision on estimated sales return based on historical experience. The Sales returns are generally expected within a year.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 27 : Revenue from operations (Refer Note 27.1)

(₹. in Lakh)		
	For the year ended March 31, 2025	For the year ended March 31, 2024
1 Sale of products		
- Export sales	25,855.15	32,758.93
- Domestic sales	11,959.51	13,011.19
TOTAL	37,814.66	45,770.12

Note 27.1

1 Sales by performance obligations

(₹. in Lakh)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Upon delivery	9,139.07	14,638.41
Upon shipment	28,675.59	31,131.71
	37,814.66	45,770.12

2 Reconciliation of revenue from contract with customers

(₹. in Lakh)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contract with customer as per the contract price	38,621.76	45,878.49
Adjustments made to contract price on account of :-		
a) Discounts	(807.10)	(48.55)
b) Commission	-	(59.82)
	37,814.66	45,770.12

3 Other operating revenue

(₹. in Lakh)		
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
- Sale of Scrap & Bi-products	133.96	-
- Export Incentives	134.76	-
- Others	46.97	47.95
	315.69	47.95

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 28 : Other Income

		(₹. in Lakh)	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
1	Export Incentives	-	46.11
2	Interest income		
	(a) Instruments measured at amortised cost		
	(i) Interest income on deposits	16.55	8.31
	(ii) Interest income on others	39.97	6.81
	(b) Interest received on income tax refund	23.80	-
3	Profit on sale of Property, Plant and Equipment (net)	201.81	-
3	Insurance claims	62.20	-
5	Sundry balances/Provision written back		
4	Foreign exchange difference (net)	159.02	497.12
6	Miscellaneous income	59.52	6.04
	TOTAL	562.87	564.39

Note 29 : Cost of materials consumed

		(₹. in Lakh)	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
1	Stocks at the beginning of the year	2,919.31	12,805.28
2	Add : Purchases	25,998.30	21,996.35
		28,917.61	34,801.63
3	Less: Stocks at the end of the year	4,031.63	2,919.31
	TOTAL	24,885.98	31,882.32

Note 30 : Changes in inventories of finished goods and work-in-progress

		(₹. in Lakh)	
Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	
1	Stocks at the beginning of the year		
	(a) Finished goods	11,211.48	10,123.91
	(b) Work-in-progress	5,021.96	6,155.23
	Total Stock at the beginning of the year	16,233.44	16,279.14
2	Less : Stocks at the end of the year		
	(a) Finished goods	4,524.57	11,211.48
	(b) Work-in-progress	6,901.24	5,021.96
	Total Stock at the end of the year	11,425.81	16,233.44
	Changes in the stock of finished goods and work-in-progress	4,807.63	45.70

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 31 : Employee benefit expense

(₹. in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1 Salaries, wages, bonus and allowances	5,367.52	5,476.58
2 Contribution to provident, gratuity and other funds	306.10	290.99
3 Expense on employee stock based payments (Refer note 43)	3.45	30.11
4 Staff welfare expense	433.38	376.72
TOTAL	6,110.45	6,174.40

Note 32 : Finance Costs

(₹. in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1 Interest expense		
Paid towards loans and cash credit	3,627.58	2,485.63
2 Other borrowing costs	42.09	36.95
TOTAL	3,669.67	2,522.58

Note 33 : Depreciation and amortisation expense

(₹. in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1 Depreciation on Property, Plant & Equipment	4,337.56	3,585.20
2 Amortisation of intangible assets	74.46	70.75
3 Amortisation of right of use asset (Refer Note 3)	39.32	37.61
Less: capitalised to Intangible assets under development	(79.89)	(68.22)
TOTAL	4,371.45	3,625.34

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 34 : Other expenses

(₹. in Lakh)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1 Power and fuel	3,407.79	3,586.59
2 Rent	106.39	115.62
3 Rates and taxes	145.76	311.64
4 Effluent treatment plant charges	812.21	617.02
5 Stores and spares consumed	577.68	403.77
6 Repairs and maintenance		
(a) Machinery	684.50	470.65
(b) Buildings	1.72	14.39
(c) Other assets	178.49	74.86
7 Insurance	367.75	378.39
8 Auditor's remuneration	22.67	24.16
9 Freight	514.69	262.87
10 Professional and legal fees	332.20	311.01
11 Directors sitting fees	32.50	39.00
12 Allowances for doubtful debts	4.75	5.83
13 Security charges	226.66	225.62
14 Loss on sale of Property, Plant and Equipment (Net)	-	11.14
15 Research expenses	213.64	270.04
16 Travelling expenses	81.33	159.14
17 Corporate social responsibility (Refer note 47)	63.75	169.02
18 Miscellaneous expenses	972.03	856.15
19 Commission on sales	200.45	-
TOTAL	8,946.96	8,306.91

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 35 : Earnings per share

Calculation of weighted average number of equity shares - Basic

Particulars	March 31, 2025	March 31, 2024
1 Calculation of weighted average number of equity shares - Basic		
(a) Number of shares at the beginning of the year	1,96,09,205	1,96,05,660
Number of shares outstanding at the end of the year	1,96,11,371	1,96,09,205
Weighted average number of equity shares outstanding during the year	1,96,10,898	1,96,07,450
2 Calculation of weighted average number of equity shares - Diluted		
(a) Number of equity shares at the beginning of the year	1,96,09,205	1,96,05,660
Effect of potential equity shares	2,877	3,882
Revised number of potential shares at the beginning of the year	1,96,12,082	1,96,09,542
(b) Number of equity shares outstanding at the end of the year	1,96,11,371	1,96,09,205
Effect of potential equity shares	823	2,877
Revised number of potential equity shares outstanding at the end of the year	1,96,12,194	1,96,12,082
Weighted average number of potential equity shares outstanding during the year	1,96,11,721	1,96,10,327
3 Profit attributable to ordinary shareholders (Basic/diluted)		
Profit/(loss) for the period/year, attributable to the owners of the Group	(13,475.24)	(4,692.96)
Income/(Expense) recognized in Reserves	-	-
Employee Compensation Expenses	-	-
Merger Expenses	-	-
Profit (loss) for the year, attributable to ordinary shareholders	(13,475.24)	(4,692.96)
4 Basic Earnings per share (₹.)	(68.71)	(23.93)
5 Diluted Earnings per share (₹.)	(68.71)	(23.93)
6 Nominal Value of Shares (₹.)	10	10

Note 35.1 The calculation of diluted earnings per share is based on profit attributed to equity shareholders and weighted average number of equity shares outstanding after adjustments for the effects of all dilutive potential equity shares.

Note 36 : Financial Ratios

	March 31, 2025	March 31, 2024	Change%	Reasons for variation
(a) Current Ratio (refer note 36. 1)	0.93	1.00	-6.7%	Refer Note. 36.11
(b) Debt Equity ratio (refer note 36. 2)	2.36	1.34	76.3%	
(c) Debt Service Coverage Ratio (DSCR) (refer note 36. 3)	(1.15)	0.20	(675.3%)	
(d) Return on Equity Ratio (refer note 36. 4)	(44.60%)	(11.9%)	274.8%	
(e) Inventory turnover (refer note 36. 5)	2.14	1.30	28.4%	
(f) Trade Receivables turnover ratio (refer note 36. 6)	3.14	2.80	12.0%	
(g) Trade payables turnover ratio (refer note 36. 7)	2.90	1.62	79.0%	
(h) Net capital turnover ratio (refer note 36. 8)	(26.48)	34.54	(176.7%)	
(i) Net profit ratio (refer note 36. 9)	(35.33%)	(10.20%)	246.4%	
(j) Return on Capital employed (refer note 36. 10)	(13.62%)	(4.30%)	216.7%	

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

- Note 36. 1 Current ratio : Current assets / Current liabilities
- Note 36. 2 Debt Equity ratio : Total Debt / Shareholder's Equity
- Note 36. 3 Debt Service Coverage Ratio : (Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets/Investment etc.) / (Interest & Lease Payments + Principal Repayments)
- Note 36. 4 Return on Equity Ratio : Net Profits after taxes – Preference Dividend (if any) / Average Shareholder's Equity
- Note 36. 5 Inventory turnover : Cost of goods sold / Average Inventory
- Note 36. 6 Trade Receivables turnover ratio : Net Credit Sales / Average Trade Receivable
- Note 36. 7 Trade payables turnover ratio : Net Credit Purchases / Average Trade Payables
- Note 36. 8 Net capital turnover ratio : Net Sales / Working Capital
- Note 36. 9 Net profit ratio : Net Profit / Net Sales
- Note 36. 10 Return on Capital employed : Earning before interest and taxes / (Tangible Net Worth + Total Debt + Deferred Tax Liability)
- Note 36. 11 Reasons for variation: The Debt-Equity, Debt service coverage ratio(DSCR), Return on Equity, Net profit ratio and Return on Capital employed for the current financial year are less than that of previous financial year. The company was in losses due to challenging market conditions in the agro-chemical industry. The company's debt has increased to meet its working capital requirements. Trade payables are down due to lower purchases in current year as compared to previous years.

Note 37 : Employee benefits

The Group contributes to the following post-employment plans in India.

Defined Contribution Plans:

The Group pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Company recognised ₹.219.54 lakh for the year ended March 31, 2025 (Previous Year ₹. 220.14 lakh) towards provident fund contribution in the Statement of Profit and Loss.

Defined Benefit Plan:

The Group's gratuity scheme is defined benefit plan. The Group's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The Group's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Group.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Group makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the Group to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

Particulars	(₹. in Lakh)	
	March 31, 2025	March 31, 2024
Defined benefit obligation	(354.90)	(357.33)
Fair value of plan assets	324.67	244.99
Net defined benefit (obligation)/assets	(30.23)	(112.34)

i. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) / liability and its components

	(₹ in Lakh)					
	Defined Benefit Obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Opening balance	357.33	253.08	244.99	210.76	112.34	42.32
Included in Profit or Loss						-
Current service cost	45.67	33.11	-		45.67	33.11
Past service cost	-	-			-	-
Interest cost (income)	25.76	18.96	17.66	15.79	8.10	3.17
						-
Liability / Assets transferred in / Acquisitions	-	18.44	-	18.44	-	-
						-
Included in OCI						-
Remeasurement loss (gain):	-	-	-	-		-
Actuarial loss (gain) arising from:	(23.76)	69.09	-	-	(23.76)	69.09
Demographic assumptions	-	-	-	-	-	-
Financial assumptions	12.54	10.74	-	-	12.54	10.74
Experience adjustment	(36.29)	58.35	-	-	(36.29)	58.35
Return on plan assets excluding interest income			(1.20)	(6.98)	1.20	6.98
	405.00	392.67	261.46	238.01	143.55	154.66
Other						
Contributions paid by the employer		-	113.31	42.32	(113.31)	(42.32)
Benefits paid	(50.10)	(35.34)	(50.10)	(35.34)	-	-
Closing balance	354.90	357.33	324.67	244.99	30.23	112.34

Represented by	(₹. In lakh)	
	March 31, 2025	March 31, 2024
Net defined benefit asset	-	-
Net defined benefit liability	30.23	112.34
TOTAL	30.23	112.34

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

ii. Plan assets

(₹. In lakh)

Plan assets comprise the following	March 31, 2025	March 31, 2024
Cash And Cash Equivalents	1.32	1.32
Insurer managed fund (100%)	323.36	243.67
TOTAL	324.67	244.99

iii. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	March 31, 2025	March 31, 2024
Discount rate	6.89%	7.21%
Future salary growth	5.00%	5.00%
Rate of employee turnover	For service 4 years and below 10.00% p.a. For service 5 years and above 2.00% p.a.	For service 4 years and below 10.00% p.a. For service 5 years and above 2.00% p.a.
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

As at 31st March 2025, the weighted average duration of the defined benefit obligation is 17 years (31st March 2024- 17 years)

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹. in Lakh)

	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(36.90)	44.29	(36.09)	42.98
Future salary growth (1% movement)	44.70	(37.84)	43.51	(37.11)
Rate of employee turnover (1% movement)	7.00	(8.21)	7.74	(9.05)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

v. Expected future cash flows

The expected future cash flows in respect of gratuity as at March 31, 2024 were as follows

(₹ in Lakh)

Expected future benefit payments	March 31, 2025	March 31, 2024
1 st Following year	23.92	15.85
2 nd Following year	9.54	14.93
3 rd Following year	19.22	13.43
4 th Following year	21.83	19.63
5 th Following year	10.80	21.90
Thereafter	110.41	131.00

Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended March 31, 2025 based on actuarial valuation using the projected accrued benefit method is ₹.2.29 lakh (Previous year : ₹. 23.02 lakh).

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of Profit & Loss.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 38 : Financial instruments – Fair values and risk management

Note 38.1: Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹. in Lakh)

Mar 31, 2025	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
I Non Current Financial Assets								
1 Investments	0.53	-	-	0.53	-	0.53	-	0.53
2 Loans	-	-	136.29	136.29	-	-	-	-
II Current Financial Assets								
1 Trade receivables	-	-	14,744.27	14,744.27	-	-	-	-
2 Cash and cash equivalents	-	-	57.54	57.54	-	-	-	-
3 Bank balance other than (2) above	-	-	213.00	213.00	-	-	-	-
4 Loans and advances	-	-	277.18	277.18	-	-	-	-
5. Others	27.96	-	36.22	64.18	-	27.96	-	27.96
	28.49	-	15,464.50	15,492.99	-	28.49	-	28.49
Financial liabilities								
I Non Current Financial Liabilities								
1 Borrowings	-	-	28,000.00	28,000.00	-	-	-	-
II Current Financial liabilities								
1 Borrowings	-	-	27,454.41	27,454.41	-	-	-	-
2 Trade payables	-	-	8,161.27	8,161.27	-	-	-	-
3 Other financial liabilities	40.69	-	645.50	686.19	-	40.69	-	40.69
	40.69	-	64,261.18	64,301.87	-	40.69	-	40.69

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(₹. in Lakh)

March 31, 2024	Carrying amount				Fair value				
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total	
I Non-current Financial Assets									
1	Investments	0.53	-	-	0.53	-	0.53	-	0.53
2	Loans	-	-	172.73	172.73	-	-	-	-
II Current Financial Assets									
1	Trade receivables	-	-	16,900.40	16,900.40	-	-	-	-
2	Cash and cash equivalents	-	-	47.15	47.15	-	-	-	-
3	Bank balance other than (2) above	-	-	196.09	196.09	-	-	-	-
4	Loans and advances	-	-	4.04	4.04	-	-	-	-
5	Others	117.57	-	78.55	196.12	-	117.55	-	117.55
		118.10	-	17,398.96	17,517.06	-	118.08	-	118.08
Financial liabilities									
Non-Current Financial liabilities									
1	Long term borrowings	-	-	19,900.00	19,900.00	-	-	-	-
I Current Financial liabilities									
1	Borrowings	-	-	29,489.47	29,489.47	-	-	-	-
2	Trade payables	-	-	8,927.77	8,927.77	-	-	-	-
3	Other financial liabilities	12.55	-	1,021.83	1,034.38	-	12.55	-	12.55
		12.55	-	59,339.07	59,351.62	-	12.55	-	12.55

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Type	Valuation Technique	Significant observable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
Forward contract for foreign exchange contracts	The fair value of the forward contract for foreign exchange contracts is determined using forward exchange rates at the balance sheet dates	N.A	N.A
Other financial instruments	The fair value of the remaining financial instruments is determined using discounted cashflow analysis.	N.A	N.A

C. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;
- Currency risk;

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, 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 Group's activities. The Group, 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 audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Note 38.2 : Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables and loans and advances.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's sales are backed by letters of credit and Trade Credit Insurance policy from Export Credit Guarantee Corporation of India (ECGC).

The Group individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Group makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

The Group monitors each loans and advances given and makes any specific provision wherever required.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables and loans and advances.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows.

(₹. in Lakh)

	Carrying amount	
	March 31, 2025	March 31, 2024
Exports	9,701.96	10,958.23
Domestic	5,042.31	5,942.17
Total of Trade Receivables (Net of Loss Allowance)	14,744.27	16,900.40

Impairment - The ageing of trade receivables that were not impaired is as per Note 10. 1.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

(₹. in Lakh)		
For Trade Receivables	March 31, 2024	March 31, 2023
Balance as at the beginning of the year	7.81	1.98
Loss allowance recognised	4.75	5.83
Amounts written off	-	-
Balance as at the end of the year	12.56	7.81

Other financial assets

This comprises mainly of balances with banks, deposits with Government authorities and other receivables. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are banks and government organizations. The Group considers that its balances with banks have low credit risk based on the external credit ratings of the counterparties. The Group has created the loss allowance for other receivables on specific identification basis.

Cash and cash equivalents

The Group held cash and cash equivalents of ₹.57.54 lakh at March 31, 2025 (previous year ₹. 47.15 lakh) . The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

Note 38.3 : Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Exposure to liquidity risk

The company has sufficient credit lines with Banks / Financial Institutions / Other group companies and board approvals are in place to utilise the saction limits.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹. in Lakh)							
Mar 31, 2025	Contractual cash flows						
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Borrowings	28,000.00	28,000.00	-	-	21,600.00	6,400.00	-
Current, non derivative financial liabilities							
Cash credit from bank	0.39	0.39	0.39	-	-	-	-
Working Capital Loans	10,686.16	10,686.16	10,686.16	-	-	-	-
Commercial Paper	10,000.00	10,000.00	10,000.00	-	-	-	-
Buyers credit	4,750.04	4,750.04	4,750.04	-	-	-	-
ICD's from other / related parties	1,000.21	1,000.21	1,000.21	-	-	-	-
Current maturities of long-term debt	1,017.61	1,017.61	1,017.61	-	-	-	-
Trade payables	8,161.27	8,161.27	7,760.01	395.17	4.22	1.87	-
Other current financial liabilities	645.50	645.50	645.50	-	-	-	-
Derivative liability	40.69	40.69	40.69	-	-	-	-
Total	64,301.87	64,301.87	35,900.61	395.17	21,604.22	6,401.87	-

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(₹. in Lakh)

March 31, 2024	Contractual cash flows						
	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Non current, non derivative financial liabilities							
Borrowings	19,900.00	19,900.00	-	-	-	19,900.00	-
Current, non derivative financial liabilities							
Cash credit from bank	1.32	1.32	1.32	-	-	-	-
Working Capital Loans	11,294.45	11,294.45	11,294.45	-	-	-	-
Commercial Paper	17,000.00	17,000.00	17,000.00	-	-	-	-
Buyers credit	-	-	-	-	-	-	-
Current maturities of long-term debt	1,193.70	1,193.70	1,193.70	-	-	-	-
Trade payables	8,927.77	8,927.77	8,706.55	64.94	153.44	2.84	-
Other current financial liabilities	1,021.83	1,021.83	1,021.83	-	-	-	-
Derivative liability	12.55	12.55	12.55	-	-	-	-
Total	59,351.61	59,351.61	39,230.40	64.94	153.44	19,902.84	-

The gross inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

Note 38.4 : Currency Risk

Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group uses derivatives to manage market risks. Generally, the Group hedge the financial instruments to manage volatility in profit or loss.

Currency risk

The Group operates internationally and portion of the business is transacted in USD, CHF & EURO currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Exposure to currency risk (Exposure in different currencies converted to functional currency i.e INR)

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(₹. in Lakh)

	March 31, 2025,			March 31, 2024		
	USD	EUR	CHF	USD	EUR	CHF
Financial Assets						
Trade receivables	8,676.54	-	-	10,958.23	-	-
Foreign exchange forward contracts	(3,916.76)	-	-	(3,081.47)	-	-
Net exposure to foreign currency risk (Assets)	4,759.77	-	-	7,876.76	-	-
Financial Liabilities						
Buyers credit / PCFC	(4,750.04)	-	-	-	-	-
Trade payables	(3,230.08)	(3.30)	-	(5,986.50)	-	-
Foreign exchange forward contracts	5,114.11	-	-	-	-	-
Net exposure to foreign currency risk (Liabilities)	(2,866.01)	(3.30)	-	(5,986.50)	-	-
Net exposure	1,893.76	(3.30)	-	1,890.26	-	-
Un-hedged foreign currency exposures						
Payable	(2,866.01)	(3.30)	-	(5,986.50)	-	-
Receivable	4,759.77	-	-	7,876.76	-	-

Forward exchanges forwards contract has been restated at closing RBI rate.

Sensitivity analysis

A reasonably possible strengthening / (weakening) of the Indian Rupee against all other currencies at 31 March, 2025 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect ₹. in lakh	Profit or loss /equity (net of tax)	
	Strengthening	Weakening
March 31, 2025		
USD (4% movement)	75.75	(75.75)
EUR (3% movement)	(0.10)	0.10
CHF (4% movement)	-	-
	75.65	(75.65)

Effect ₹. in lakh	Profit or loss /equity (net of tax)	
	Strengthening	Weakening
March 31, 2024		
USD (4% movement)	75.61	(75.61)
EUR (3% movement)	-	-
CHF (4% movement)	-	-
	75.61	(75.61)

Note: Sensitivity has been calculated using standard Deviation % of Foreign currency rate movement.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 38.5 : Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

(₹. in Lakh)

Nominal amount	March 31, 2025	March 31, 2024
Fixed-rate instruments		
Financial assets		
Deposits	112.99	150.69
Bank Deposits	209.57	191.27
Total	322.56	341.96
Financial liabilities		
Commercial papers	10,000.00	17,000.00
Buyer's Credit	4,750.04	-
Working capital loan	10,686.55	11,295.76
Inter Corporate Deposits	1,000.21	-
Total	26,436.80	28,295.76
Variable-rate instruments		
Financial liabilities		
Borrowings - Non-Current	28,000.00	19,900.00
Borrowings - Current	1,017.61	1,193.71
Total	29,017.61	21,093.71

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased / (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit/(loss) before tax		Profit/(loss) before tax	
	March 31, 2025		March 31, 2024	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(290.18)	290.18	(210.94)	210.94
Cash flow sensitivity (net)	(290.18)	290.18	(210.94)	210.94

The risk estimates provided assume a change of 100 basis points interest rate for the interest rate benchmark as applicable to the borrowings summarized above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The year end balances are not necessarily representative of the average debt outstanding during the year.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 39 : Income Taxes

(a) Amounts recognised in profit and loss

(₹. in Lakh)

	March 31, 2025	March 31, 2024
Current income tax		
In respect of current year	3.91	3.66
Adjustments in respect of earlier years	46.24	(87.54)
Deferred income tax liability / (asset), net		
In respect of current year		
Origination and reversal of temporary differences	(631.66)	(1,489.35)
Adjustments in respect of earlier years		
Origination and reversal of temporary differences	(46.24)	87.54
Deferred tax expense	(677.90)	(1,401.81)
Tax expense recognised in the Statement of Profit & Loss	(627.75)	(1,485.69)

(b) Amounts recognised in other comprehensive income

(₹. in Lakh)

	March 31, 2025			March 31, 2024		
	Before tax	Tax (expense) / benefit	Net of tax	Before tax	Tax (expense) / benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of defined benefit liability (asset)	22.56	(5.68)	16.88	(76.06)	19.14	(56.92)
Items that will be reclassified to profit or loss						
Foreign operations – foreign currency translation differences	0.50	-	0.50	(1.66)	-	(1.66)
Exchange difference arising on currency translation cash flow hedge reserve	-	-	-	-	-	-
	23.06	(5.68)	17.38	(77.72)	19.14	(58.58)

(c) Reconciliation of tax expense and accounting profit for the year is as under:

(₹. in Lakh)

	March 31, 2025	March 31, 2024
Profit before tax	(14,098.92)	(6,174.79)
Company's domestic tax rate	25.17%	25.17%
Tax using the Company's domestic tax rate (Current year 25.168% and Previous year 25.168%)	(3,548.41)	(1,554.07)
Tax effect of:		
Expense not allowed for tax purposes	42.88	68.38
Change in tax rate	-	-
Deferred tax asset on brought forward losses not recognized (Refer Note 40(iii))	2,877.78	-
TOTAL	(627.75)	(1,485.69)
Adjustments in respect of earlier years	-	-
Tax expense as per Statement of Profit & Loss	(627.75)	(1,485.69)
Current tax	3.91	3.66
Deferred tax	(631.66)	(1,489.35)

The Company's weighted average tax rates for the year ended March 31, 2025 and March 31, 2024 were 4.45% and 24.06%, respectively.

Others includes amount of deferred tax asset on brought forward losses which is not recognized in terms of para 34 to 36 of IND AS 12 – Income Taxes.

Note 40 : Movement in deferred tax balances for the year ended March 31, 2025

	Net balance April 1, 2024	Recognised in profit or loss	Tax for earlier year	Recognised in OCI	Net	Deferred tax liability	Deferred tax asset	Net Deferred Tax March 31, 2025
Deferred tax asset / (liabilities)								
Property, plant and equipment & Intangible assets	(3,550.80)	256.84	(16.60)	-	240.24	3,791.04	-	(3,791.04)
Provision for gratuity	28.45	28.45	-	-	28.45	-	-	-
Provision for Performance Linked Variable Remuneration	51.59	17.61	-	-	17.61	-	33.98	33.98
Provision for Bonus	23.91	1.26	-	-	1.26	-	22.65	22.65
Provisions for leave encashment	12.09	11.31	-	-	11.31	-	0.78	0.78
Provisions for doubtful debts & other receivables	29.53	(5.47)	(41.49)	-	(46.96)	-	76.49	76.49
Others-Sales return provision	4.96	2.46	-	-	2.46	-	2.50	2.50
Carried forward losses	2,674.40	(944.12)	11.85	-	(932.26)	-	3,606.67	3,606.67
Provision for Inventory	-	-	-	-	-	-	-	-
OCI Item	49.85	-	-	5.68	5.68	-	44.17	44.17
Deferred Tax assets / (Liabilities)	(676.02)	(631.66)	(46.24)	5.68	(672.22)	3,791.04	3,787.24	(3.80)

Movement in deferred tax balances for the year ended March 31, 2024

	Net balance April 1, 2023	Recognised in profit or loss	Tax for earlier year	Recognised in OCI	Net	Deferred tax liability(net)	Deferred tax asset	Net Deferred Tax March 31, 2024
Deferred tax asset / (liabilities)								
Property, plant and equipment & Intangible assets	(3,182.50)	368.30	-	-	368.30	3,550.80	-	(3,550.80)
Provision for gratuity	10.65	(17.80)	-	-	(17.80)	-	28.45	28.45
Provision for Performance Linked Variable Remuneration	33.98	(17.61)	-	-	(17.61)	-	51.59	51.59
Provision for Bonus	-	(23.91)	-	-	(23.91)	-	23.91	23.91
Provisions for leave encashment	12.84	0.75	-	-	0.75	-	12.09	12.09
Provisions for doubtful debts & other receivables	28.06	(1.47)	-	-	(1.47)	-	29.53	29.53
Others-Sales return provision	7.42	2.46	-	-	2.46	-	4.96	4.96
Carried forward losses	80.09	(2,601.76)	7.45	-	(2,594.31)	-	2,674.40	2,674.40
Provision for Inventory	881.79	801.70	80.09	-	881.79	-	-	-
OCI Item	30.71	0.00	-	(19.14)	(19.14)	-	49.85	49.85
Deferred Tax assets / (Liabilities)	(2,096.96)	(1,489.34)	87.54	(19.14)	(1,420.94)	3,550.80	2,874.78	(676.02)

- i. The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.
- ii. Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.
- iii. Unrecognised deferred tax assets: Deferred tax assets amounting to INR 2,877.78 Lakh (Previous Year: Nil) have not been recognised in respect of tax losses amounting to INR 11,426.95 Lakh (Previous Year: Nil) because in terms of para 34 to 36 of IND AS 12 – Income Taxes it is not probable that future taxable profit will be available against which the Group can use the benefits therefrom. Tax losses on which deferred tax assets is not Recognized comprises of Unabsorbed depreciation of INR 5,165.54 Lakh (Previous Year: Nil) which can be carried forward indefinitely and business loss of INR 6,261.41 (Previous Year: Nil) which expire in FY 2033-34.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 41 : Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Group's Capital Management is to maximise shareholder value. The Group manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

a) The Group's adjusted net debt to equity ratio at March 31, 2024 was as follows:-

	(₹. in lakh)	
	March 31, 2025	March 31, 2024
Total borrowings	55,454.41	49,389.47
Less : Cash and cash equivalents	57.54	47.15
Adjusted net debt	55,396.86	49,342.32
Total equity	23,501.65	36,951.77
Adjusted net debt to total equity ratio	2.36	1.34

b) Dividends

	(₹. in lakh)	
	March 31, 2025	March 31, 2024
(i) Equity shares		
Final dividend for the year ended March 31, 2024 of ₹.Nil /- (March 31, 2023 - ₹. 1.50/) per fully paid share	-	294.09
(ii) Dividend not recognised at the end of the reporting period		
The Board of Directors of the company have not proposed dividend for the year.	-	-

Note 42 : Segment reporting

A. General Information

(a) Factors used to identify the entity's reportable segments, including the basis of organisation -

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) and Chief Operating Officer (COO) of the Group. The Group has identified only one segment i.e. Agrochemicals as reporting segment based on the information reviewed by CODM.

B. Information about geographical segment

	(₹ in lakh)	
	March 31, 2025	March 31, 2024
(a) Revenue from external customers		
Within India	11,959.51	13,011.19
Outside India	25,855.15	32,758.93
(b) Segment assets		
Within India	88,142.20	97,492.64
Outside India	0.18	0.19

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(₹. in lakh)

	March 31, 2025	March 31, 2024
(c) Segment liabilities		
Within India	64,634.94	60,534.75
Outside India	5.79	6.31

C. Information about major customers

Revenues from customers of the only segment i.e. Agrochemicals which contributed more than 35% of the group's total revenues represented approximately ₹. 13126.40 Lakh from 2 customers (March 31, 2024 - ₹. 19,229.61 Lakh from 2 customers).

Note 43 : Share based payments

(a) Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

The Company had set up the Employees Stock Option Plan 2012 which was amended by the Shareholders by way of a Special Resolution obtained by way of Postal Ballot, whose results have been declared on September 27, 2021

The Scheme applies to the Eligible Employees who are in whole time employment of the Company or its Subsidiary Companies. The entitlement of each employee would be decided by the Nomination and Remuneration Committee of the respective Company based on the employee's performance, level, grade, etc.

The total number of Stock Option to be awarded under the ESOP Scheme are restricted to 1% of the issued equity share capital at the time of awarding the Stock Option, can be awarded to any one employee in any one year.

The Stock Options shall vest in the Eligible Employees pursuant to the ESOP Scheme in the proportion of 1/3rd at the end of each year from the date on which the Stock Options are awarded for a period of three consecutive years, or as may be determined by the Nomination and Remuneration Committee, subject to the condition that the Eligible Employee continues to be in employment of the Company or the Subsidiary company as the case may be.

The Eligible Employee shall exercise her / his right to acquire the shares vested in her / him all at one time within 1 month from the date on which the shares vested in her / him or such other period as may be determined by the Nomination and Remuneration Committee.

(b) Employee stock option scheme (ESOS, 2015)

The Company has implemented Employees under Employee stock option scheme (ESOS, 2015) which was approved by the Shareholders at the 21st Annual General Meeting. The employee stock option scheme is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the date of grant. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of three years.

Options are granted at the market price on which the options are granted to the employees under ESOS 2015. When exercisable, each option is convertible into one equity share.

(c) Employee stock option plan (ESOP, 2012)

The Company has implemented Employee Stock Option Plan (ESOP 2012) which was approved by the Shareholders at the Extra-Ordinary General Meeting of the Company in the Year 2012. The employee stock option plan is designed to provide incentives to all the permanent employees to deliver long-term returns. Under the plan, participants are granted options which will vest in 4 years (40% in 1st year, 30% in 2nd year, 20% in 3rd year and 10% in 4th year) from the grant date. Participation in the plan is at the discretion of the Compensation Committee / Board of Directors of the Company.

Once vested, the options remains exercisable for a period of seven years.

Options are granted under ESOP 2012 at an exercise price of ₹.34/- each. When exercisable, each option is convertible into one equity share.

Set out below is a summary of options granted under both the plans:

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Employee stock option scheme (ESOP, 2012 as amended by the Shareholders by way of a Special Resolution)

	March 31, 2025		March 31, 2024	
	Average exercise price per share option (₹.)	Number of options	Average exercise price per share option (₹.)	Number of options
Opening balance	10.00	3,843	10.00	3,533
Granted during the year	10.00	831	10.00	1,856
Exercised during the year	-	2,165	-	1,546
Lapsed during the year	-	1,140	-	-
Closing balance		1,369		3,843
Vested and exercisable		-		-

Employee stock option scheme (ESOS,2015)

	March 31, 2025		March 31, 2024	
	Average exercise price per share option (₹.)	Number of options	Average exercise price per share option (₹.)	Number of options
Opening balance	387.35	-	387.35	2,000
Granted during the year				
Exercised during the year	387.35	-	387.35	2,000
Lapsed during the year				
Closing balance		-		-
Vested and exercisable		-		-

Employee stock option plan (ESOP,2012)

	March 31, 2025		March 31, 2024	
	Average exercise price per share option (₹.)	Number of options	Average exercise price per share option (₹.)	Number of options
Opening balance	34.00	300	34.00	300
Granted during the year		-	-	-
Exercised during the year	34.00	-	34.00	-
Lapsed during the year		-	-	-
Closing balance		300		300
Vested and exercisable		300		300

No options expired during the periods covered in the above tables.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2025	March 31, 2024
			Share options	Share options
January 31, 2015	January 30, 2026	34.00	300	300
July 26, 2016	July 25, 2023	387.35	-	-
October 30, 2021	August 31, 2023	10.00	-	-
October 30, 2021	August 31, 2024	10.00	-	1,106
May 6, 2022	June 9, 2023	10.00	-	-
May 6, 2022	June 9, 2024	10.00	-	441
May 6, 2022	June 9, 2025	10.00	140	440
May 9, 2023	May 9, 2024	10.00	-	618
May 9, 2023	May 9, 2025	10.00	198	619
May 9, 2023	May 9, 2026	10.00	198	619
Jan 27, 2025	Feb 26, 2028	10.00	831	-
Total			1,667	4,143
Weighted average remaining contractual life of options outstanding at end of period			1.28	0.78

(i) **Fair value of options granted**

The fair value of grant date of options granted is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Grant date	Expiry date	Fair Value	March 31, 2025	March 31, 2024
			Share options	Share options
January 31, 2015	January 30, 2026	110.49	300	300
July 26, 2016	July 25, 2023	297.00	-	-
October 30, 2021	August 31, 2023	1,239.65	-	-
October 30, 2021	August 31, 2024	1,238.16	-	1,106
May 6, 2022	June 9, 2023	1,932.04	-	-
May 6, 2022	June 9, 2024	1,930.58	-	441
May 6, 2022	June 9, 2025	1,929.08	140	440
May 9, 2023	May 9, 2024	1,353.88	-	618
May 9, 2023	May 9, 2025	1,352.39	198	619
May 9, 2023	May 9, 2026	1,350.90	198	619
Jan 27, 2025	Feb 26, 2028	1,350.90	831	-
Total			1,667	4,143

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

The model inputs for options granted includes:

ESOP, 2012 as amended, granted on Jan 27, 2025

	27 th Jan, 2025
Exercise Price	₹. 10
Grant Date	27 th Jan, 2025
Expected life of share options	1 to 3 years
Share price at grant date	989.82
Expected price volatility of the company's shares	49% to 53%
Expected dividend yield	0.29%
Risk free interest rate	6.90% to 6.96%

ESOP, 2012 as amended, granted on May 9, 2023

	9 th May, 2023
Exercise Price	₹. 10
Grant Date	9 th May, 2023
Expected life of share options	1 to 3 years
Share price at grant date	1,355.45
Expected price volatility of the company's shares	49% to 53%
Expected dividend yield	0.29%
Risk free interest rate	6.90% to 6.96%

ESOP, 2012 as amended, granted on May 6, 2022

	6 th May, 2022
Exercise Price	₹. 10
Grant Date	6 th May, 2022
Expected life of share options	1 to 3 years
Share price at grant date	1,933.64
Expected price volatility of the company's shares	46% to 55%
Expected dividend yield	0.08%
Risk free interest rate	5.49% to 6.93%

ESOP, 2012 as amended, granted on October 31, 2021

	October 30, 2021
Exercise Price	₹. 10
Grant Date	October 30, 2021
Expected life of share options	1 to 3 years
Share price at grant date	1,242.71
Expected price volatility of the company's shares	44% to 58%
Expected dividend yield	0.12%
Risk free interest rate	4.12% to 5.12%

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

ESOS, 2015 granted on 26 July 2016

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 3 years after vesting.

	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Exercise Price	₹. 387.35	₹. 387.35	₹. 387.35	₹. 387.35
Grant Date	July 26, 2016	July 26, 2016	July 26, 2016	July 26, 2016
Expiry Date	July 25, 2020	July 25, 2021	July 25, 2022	July 25, 2023
Share price at grant date	₹. 387.35/-	₹. 387.35/-	₹. 387.35/-	₹. 387.35/-
Expected price volatility of the Group's shares	57%	66%	115%	109%
Expected dividend yield	0.00%	0.00%	0.00%	0.00%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The model inputs for options granted includes:

ESOP, 2012- Option B granted on 16 May 2015

Options are granted for a consideration as mentioned in the below table and 40% of options vest after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Exercise Price	₹. 34/-	₹. 34/-	₹. 34/-	₹. 34/-
Grant Date	May 16, 2015	May 16, 2015	May 16, 2015	May 16, 2015
Expiry Date	May 15, 2023	May 15, 2024	May 15, 2025	May 15, 2026
Share price at grant date	₹. 138/-	₹. 138/-	₹. 138/-	₹. 138/-
Expected price volatility of the company's shares	71%	139%	121%	108%
Expected dividend yield	0.91%	0.91%	0.91%	0.91%
Risk free interest rate	8.30%	8.19%	8.21%	8.30%

The model inputs for options granted includes:

ESOP, 2012- Option A granted on 31 January 2015

Options are granted for a consideration as mentioned below in the table and vest 40% of options after 1 year, 30% of options after 2 years, 20% of options after 3 years and 10% of options after 4 years. Vested options are exercisable for a period of 7 years after vesting.

	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Exercise Price	₹. 34/-	₹. 34/-	₹. 34/-	₹. 34/-
Grant Date	January 31, 2015	January 31, 2015	January 31, 2015	January 31, 2015
Expiry Date	January 30, 2023	January 30, 2024	January 30, 2025	January 30, 2026
Share price at grant date	₹. 127.70/-	₹. 127.70/-	₹. 127.70/-	₹. 127.70/-
Expected price volatility of the company's shares	72%	143%	120%	108%
Expected dividend yield	0.78%	0.78%	0.78%	0.78%
Risk free interest rate	8.27%	8.17%	8.20%	8.32%

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

b) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

	(₹. in lakh)	
	March 31, 2025	March 31, 2024
Employee stock option plan (Note 31)	3.45	30.11
TOTAL	3.45	30.11

Note 44 : Contingent Liabilities

		(₹. in Lakh)	
Particulars		March 31, 2025	March 31, 2024
Claims against the Group not acknowledged as debts:			
(i)	Excise Matter		
	Excise duty demands relating to clearance/storage of Raw Material/goods from DTA and used/ manufactured in 100% EOU unit, availment of cenvat credit, etc. The said amount includes up-to-date interest.	12,594.88	11,986.89
(ii)	Customs Matter		
	The Group has replied the SCN no. 1624 / 2013 -14 dated 9 th July 2013 issued by the Commissioner of Custom - Raigarh alleging that goods imported in Unit B-16 were kept in unit B-17 and therefore are liable for confiscation. The personal hearing of the said SCN is pending. The said amount includes upto date interest	38.94	36.89
(iii)	Goods and Service tax (GST)		
a.	GST demands relating to issues pertaining to cenvat credit transition to GST. The said amount includes up-to-date interest.	13.86	13.86
b.	Issue pertaining to service tax credit of EOU unit -The said amount includes up-to-date interest.	179.63	167.51
c.	GST Demands pertaining to GST Department Audit -The said amount includes up-to-date interest.	575.03	
(iv)	Income tax		
	The Group has preferred appeal against the order of various income tax authorities in which demand of ₹. 452.34 lakh has been determined for various assessment years. The said demand also includes interest payable as determined by the competent authority.		
(i)	Pending before DCIT/JCIT/AO	81.55	81.55
(ii)	Pending before CIT (Appeal)	370.79	370.79
(iii)	Pending before High Court	-	-
(v)	Sales tax matters		
(a)	Pending before JSCT(Appeal)	23.12	659.93
(b)	Pending C & H forms	66.19	66.19
(vi)	Civil matters		
	Nath Bio-Genes (India) Ltd has filed a suit against the Group alleging that some product supplied by the Group was responsible for the poor germination of its seeds.	-	6,500.00
(vii)	Guarantees outstanding	857.12	765.29
(viii)	Letters of Credit given by Group (different letter of credits issued to various suppliers for supply of materials)	846.38	598.91

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 44.1 : Contingent liabilities represents estimates made mainly for probable claims arising out of litigation/ disputes pending with authorities under various statutes (Excise duty, Customs duty, Income tax). The probability and timing of outflow with regard to these matters depend on the final outcome of litigations/ disputes. Hence, the Company is not able to reasonably ascertain the timing of the outflow.

Note 44.2 : The above amount includes interest of ₹. 9,945.76 Lakh

Note 45

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The company has started complying with this prospectively from the month of March 2019. In respect of the past period there are significant implementation and interpretative challenges that the management is facing and is awaiting for clarity to emerge in this regard, pending which, this matter has been disclosed under the Contingent liability section in the financial statements. The impact of the same is not ascertainable.

Note 46 : Commitments

	March 31, 2025	March 31, 2024
Estimated value of contracts remaining to be executed on capital account (net of advances), to the extent not provided for:	458.03	118.32

Note 47 : Corporate Social Responsibility (CSR) expenditure

Particulars	March 31, 2025	March 31, 2024
1 Amount required to be spent by the company during the year	63.75	169.02
2 Amount approved by the Board to be spent during the year	63.75	169.02
3 Amount of expenditure incurred on:		
(i). Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	63.75	161.01
4 Shortfall at the end of the year	-	8.01
5 Total of previous years shortfall	-	8.01
5 Reason for shortfall	The amount was carried forward for ongoing projects	The amount was carried forward for ongoing projects
6 Nature of CSR activities7Details	Disaster Relief, Education, Skilling, Employment, Entrepreneurship, Health, Wellness and Water, Sanitation and Hygiene, Heritage	

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 48 : Related Party Disclosures

In compliance with Ind AS 24 - "Related Party Disclosures" as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended, the required disclosures are given below:

Relationships:

(i) Ultimate Holding Company:

Godrej Industries Limited (GIL)

(ii) Holding Company:

Godrej Agrovet Limited (GAVL)

(iii) Fellow Subsidiaries:

- 1 Creamline Dairy Products Limited
- 2 Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)
- 3 Godrej One Premises Management Private Limited

(iv) Associates / Joint Ventures of Godrej Industries Limited (GIL) :

Godrej Consumer Products Limited

(v) Other related parties

Godrej & Boyce Manufacturing Company Limited (till 30th December, 2024)

(vi) Post-employment benefit plan (entities) for the benefit of employees of the company

Astec LifeSciences Limited Employees Group Gratuity Trust

(vii) Key Managerial Personnel

- 1 Mr. Nadir B. Godrej, Chairman and Non-Executive Director
- 2 Mr. Ashok V. Hiremath, Non-Executive Director
- 3 Mr. B.S. Yadav, Non-Executive Director
- 4 Mr. Burjis Godrej, Non-Executive Director (appointed as Managing Director w.e.f 1st April, 2025)
- 5 Mr. R.R. Govindan, Independent Director
- 6 Dr. Bhramanand Vyas, (Independent Director till 4th October, 2024)
- 7 Mr. Vijay Kashinath Khot, (Independent Director till 2nd May, 2024)
- 8 Mr. Nandkumar Vasant Dhekne, Independent Director
- 9 Ms. Anjali Rajesh Gupte, Independent Director
- 10 Mr. Ganpati Yadav (Independent Director w.e.f 17th September, 2024)
- 11 Mr. Anurag Roy, (Whole-Time Director and Chief Executive Officer till 25th October, 2024)
- 12 Mr. Madhur Gundecha (Chief Financial Officer till 2nd May, 2023)
- 13 Mr. K Suryanarayan (Chief Financial Officer till 3rd May, 2024)
- 14 Mrs. Mugdha Khare(Chief Financial Officer w.e.f 2nd August, 2024)
- 15 Ms. Tejashree Pradhan, Company Secretary

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 48 : Related Party Disclosures (Contd.)

Related party disclosures as required by IND AS - 24, "Related Party Disclosures", are given below "

2. The following transactions were carried out with the related parties in the ordinary course of business :

(₹. in Lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2025	March 31, 2024
1	Sale of materials / finished goods			
	Godrej Agrovet Limited	Holding company	2,346.61	3,579.73
	Godrej Consumer Products Limited	Other related party		-
	Astec Crop Care Private Limited	Other related party		-
	Nichem Solutions	Other related party		-
2	Sale of Property, plant & equipment			
	Godrej Agrovet Limited	Holding company	-	1.22
3	Purchase of materials / finished goods			
	Godrej Agrovet Limited	Holding company	2,060.76	-
	Godrej Consumer Products Limited	Other related party		17.94
4	Purchase of Property, plant & equipment			
	Godrej & Boyce Manufacturing Company Limited	Other related party	3.18	158.27
5	Expenses Charged by / Reimbursement made to other companies			
	Godrej Agrovet Limited	Holding company	475.30	159.72
	Godrej Industries Limited	Holding company	6.42	0.43
	Godrej & Boyce Manufacturing Company Limited	Other related party		-
	Godrej Consumer Products Limited	Other related party	8.03	-
	Godrej One Premises Management Private Limited	Fellow subsidiary	0.01	0.02
	Creamline Dairy Products Limited	Fellow subsidiary	0.30	2.48
	Godrej One Premises Management Private Limited	Fellow subsidiary		-
	Nichem Solutions	Other related party		-
6	Expenses Charged to / Reimbursement made by other companies			
	Godrej Agrovet Limited	Holding company	702.65	7.12
	Godrej Industries Limited	Holding company	0.64	-
	Godrej Consumer Products Limited	Other related party	60.07	-
7	Dividend Paid			
	Godrej Agrovet Limited	Holding company		190.49
8	Intercorporate deposits taken			
	Godrej Agrovet Limited	Holding company	5,350.00	5,000.00
	Creamline Dairy Products Limited	Fellow subsidiary	1,000.00	-
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	Fellow subsidiary	1,000.00	-

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(₹. in Lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2025	March 31, 2024
9	Outstanding Intercorporate deposits			
	Godrej Agrovet Limited	Holding company		5,000.00
	Creamline Dairy Products Limited	Fellow subsidiary		-
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	Fellow subsidiary		-
10	Intercorporate deposits repaid			
	Godrej Agrovet Limited	Holding company	7,450.00	
11	Interest expense on intercorporate deposits taken			
	Godrej Agrovet Limited	Holding company	502.12	39.01
	Creamline Dairy Products Limited	Fellow subsidiary	4.42	-
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	Fellow subsidiary	2.68	-
12	Outstanding Intercorporate deposits			
	Godvet Agrochem Limited	Fellow subsidiary	2,900.00	-
	Creamline Dairy Products Limited	Fellow subsidiary	1,000.23	-
	Godrej Foods Limited (formerly known as Godrej Tyson Foods Limited)	Fellow subsidiary	1,000.23	-
13	Capital advances given			
	Godrej & Boyce Manufacturing Company Limited	Other related party		229.36
14	Contribution to post employment benefit plans			
	Astec LifeSciences Limited Employees Group Gratuity Trust	Other related party	113.31	42.32
15	Outstanding Receivables			
	Godrej Agrovet Limited	Holding company	114.38	2,222.58
	Comercializadora Agricola Agroastrachem Cia Ltda	Other related party	3.27	-
	Nichem Solutions	Other related party	-	-
	Godrej Consumer Products Limited	Other related party	9.83	-
16	Outstanding Payables			
	Godrej Agrovet Limited	Holding company	2,166.45	132.52
	Godrej Industries Limited	Holding company	0.39	-
	Godrej & Boyce Manufacturing Company Limited	Other related party	-	5.76
	Godrej Consumer Products Limited	Other related party	-	9.96
	Creamline Dairy Products Limited	Fellow subsidiary	-	1.81
	Godrej One Premises Management Private Limited	Fellow subsidiary	-	0.02

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(₹. in Lakh)

Sr. No.	Nature of Transaction	Nature of Relationship	March 31, 2025	March 31, 2024
17	Remuneration to Key Management Personnel			
	Short Term Employee Benefit		240.56	290.33
	Post employment gratuity benefits		3.85	5.16
	Share based payment		24.80	20.81
	Dividend Paid		-	5.86
	Director's Sitting Fees		33.50	32.63

* Terms and conditions of transactions with related parties: All related party transactions entered during the year were in ordinary course of business, on arm's length basis

Note 49 : Interest in other entities

(a) Subsidiaries

The group's subsidiaries at March 31, 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Principal activities	Place of business / Country of incorporation	Ownership interest held by the group		Ownership interest held by the non-controlling interest	
			March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
			%	%	%	%
Behram Chemicals Private Limited	Manufacturing of agrochemicals	India	65.63	65.63	34.37	34.37
Comercializadora Agricola Agroastrachem Cia Ltda	Distribution of agrochemicals	Columbia	100.00	100.00	-	-

(b) Non-controlling interests (NCI)

(₹. in Lakh)

Summarised balance sheet	Behram Chemicals Pvt Ltd	
	As on March 31, 2025	As on March 31, 2024
Current Assets	123.49	110.63
Current liabilities	0.18	0.12
Net current assets	123.31	110.51
Non-current assets	25.31	26.19
Non-current liabilities	3.66	3.59
Net non-current assets	21.65	22.60
Net assets	144.96	133.11
Accumulated NCI	27.13	23.06

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

(₹. in Lakh)

Summarised statement of profit and loss	Behram Chemicals Pvt Ltd	
	As on March 31, 2025	As on March 31, 2024
Revenue	17.86	16.82
Profit for the year	11.85	11.21
Other comprehensive income	-	-
Total comprehensive income	11.85	11.21
Profit allocated to NCI	4.07	3.85
Dividends paid to NCI	-	-

Summarised cash flow	Behram Chemicals Pvt Ltd	
	March 31, 2025	March 31, 2024
Cash flows from operating activities	9.99	19.82
Cash flows from investing activities	(10.04)	(20.44)
Cash flows from financing activities	-	-
Total cash flows	(0.05)	(0.62)
Net increase/ (decrease) in cash and cash equivalents	(0.05)	(0.62)

Note 50 : Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013

(₹. in Lakh)

Name of the entities in group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Astec LifeSciences Limited								
March 31, 2025	99.41%	23,364.05	100.09%	(13,483.04)	97.07%	16.88	100.09%	(13,466.16)
March 31, 2024	99.67%	37,011.09	100.24%	(4,700.30)	97.17%	(56.92)	100.20%	(4,757.22)
Subsidiaries (group's share)								
Indian								
Behram Chemicals Private limited								
March 31, 2025	0.61%	143.20	-0.09%	11.86	0.00%	-	-0.09%	11.86
March 31, 2024	0.34%	127.83	-0.24%	11.21	0.00%	-	-0.24%	11.21
Foreign								
Comercializadora Agricola Agroastrachem Cia Ltda								
March 31, 2025	-0.02%	(5.61)	0.00%	-	2.93%	0.51	0.00%	0.51
March 31, 2024	-0.02%	(6.12)	0.00%	-	2.83%	(1.66)	0.03%	(1.66)
Total								
March 31, 2025	100.00%	23,501.64	100.00%	(13,471.18)	100.00%	17.39	100.00%	(13,453.79)
March 31, 2024	100.00%	37,132.80	100.00%	(4,689.09)	100.00%	(58.58)	100.00%	(4,747.67)

Notes forming part of the Consolidated Financial Statements for the Year ended March 31, 2025

Note 51:

Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act, 2013. The remuneration paid to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The excess remuneration paid to a director is in accordance with the requisite approvals as mandated by the provisions of Section 197 read with Schedule V to the Act

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm Registration Number : 101248W/W-100022

For and on behalf of the Board of Directors of

Astec LifeSciences Limited

(CIN:L99999MH1994PLC076236)

BURJIS GODREJ

Managing Director

DIN: 08183082

Mumbai

23 April 2025

B. S. YADAV

Director

DIN: 00294803

Mumbai

May 02, 2024

RAHUL CHOUDHARY

Partner

Membership Number: 408408

Mumbai

23 April 2025

MUGDHA KHARE

Chief Financial Officer

ICAI Member No. 133002

Mumbai

23 April 2025

TEJASHREE PRADHAN

Company Secretary

ICSI Member. No. FCS7167

Mumbai

23 April 2025