



TML/BSE/NSE/2026-27/23

08th September, 2026

**Corporate Relationship Department
BSE Limited**

Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code – 530199

**Listing Department
National Stock Exchange of India Limited**

Exchange Plaza,
Bandra Kurla Complex,
Bandra (East), Mumbai- 400051
Symbol: THEMISMED

Dear Sir / Madam,

Sub:- Notice of the 56th Annual General Meeting (AGM) and Annual Report of the Company for the financial year ended 31st March, 2026:

Ref: Regulation 30 and 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 30 and 34 of the SEBI Listing Regulations, we attach herewith a copy of the Annual Report of the Company for the financial year ended 31st March, 2026 along with the Notice convening the 56th AGM to be held on Wednesday, 30th September, 2026 at 11:00 A.M. at the Registered Office of the Company situated at 69/A, G.I.D.C Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat, to transact the Ordinary and Special businesses set out in the Notice of AGM.

Copy of the Notice of AGM and Annual Report is also available on the Company Website i.e. www.themismedicare.com

We request you to kindly take the same on record.

For **Themis Medicare Limited**

Dinesh
Shantilal
Patel

Digitally signed by
Dinesh Shantilal Patel
Date: 2026.09.08
21:59:12 +05'30'

**Dinesh S. Patel
Chairman & Director
DIN: 00033273**

Themis Medicare Limited

Corporate Office: 11/12 Udyog Nagar, S V Road, Goregaon (W), Mumbai – 400 104, India

***Tel.:** 91-22-67607080 ***Fax:** 91-22-67607070/ 28746621

Regd. Office: Plot No. 69-A, G.I.D.C., Industrial Estate, Vapi-Gujarat

CIN No.: L24110GJ1969PLC001590 ***Tel/ Fax No.:** **Regd. Off.:** 0260-2431447/ 2430219

***E-mail:** themis@themismedicare.com ***Website:** www.themismedicare.com

ANNUAL REPORT

2025-2026

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To become the most admired research based pharmaceutical company with leadership in market share, research and profit by:

Including a high performance culture

Manufacturing the highest quality products

Being preferred in - sourcing partner for global pharmaceutical companies for research based unique products



Board of Directors

Dr. Dinesh S. Patel

Executive Chairman

Dr. Sachin D. Patel

Managing Director & CEO

Dr. Adam Demeter

Non-Executive Director

Representative of

Foreign Collaborator

Mrs. Reena S. Patel

Alternate Director to

Dr. Adam Demeter

Mr. Rajneesh K. Anand

Non-Executive Director

Mr. Shishir V. Dalal

Independent Director

Mr. Bhaskar Iyer

Independent Director

Ms. Manjul Sandhu

Independent Director

(Ceased w.e.f. 10th November, 2025)

Mr. Nikunt K. Raval

Independent Director

Ms. Neha Thakore

Independent Director

(Appointed w.e.f. 1st August, 2025)

Mr. Pradeep M. Chandan

Director – Legal, Compliance

& Company Secretary

(Ceased w.e.f. 13th February, 2026)

Mr. Tushar J. Dalal

Chief Financial officer

Mr. Nagraj Mogaveera

Interim Company Secretary

(Appointed w.e.f. 14th February, 2026)

REGISTERED OFFICE

Plot No. 69/A, GIDC Industrial Estate,

Vapi - 396 195, Dist. Valsad, Gujarat

CIN: L24110GJ1969PLC001590

CORPORATE OFFICE

11/12, Udyog Nagar, S. V. Road,

Goregaon (W), Mumbai - 400 104.

STATUTORY AUDITORS

M/s. Krishaan & Co. (Chartered Accountants)

COST AUDITORS

M/s. R. Nanabhoy & Co. (Cost Accountants)

SECRETARIAL AUDITORS

M/s. SAV & Associates LLP

(Practicing Company Secretaries)

REGISTRAR & SHARE TRANSFER AGENTS

MUFG Intime India Pvt. Ltd

(Formerly Link Intime India Pvt. Ltd)

C 101, 247 Park, L B S Marg, Vikhroli (W),

Mumbai 400 083.

Email: Investor.helpdesk@in.mpms.mufg.com

Website: in.mpms.mufg.com

BANKERS

Union Bank of India

Bank of Baroda

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Message from Managing Director & CEO

Dear Shareholders,

It gives me immense pleasure to present to you the Annual Report for the Financial Year 2025-26. The year gone by witnessed market headwinds and macro-economic challenges. However, the Company's focused execution and strong foundations reflect our resilience and unwavering commitment to innovation, operational excellence and strategic agility.

Throughout the year, the Company focused on strengthening its core business fundamentals amid a challenging operating environment. The Formulations business continued its strategic restructuring, with a focus on improving market positioning, product mix, field force productivity and clinic effectiveness. The API business continued to witness traction in existing molecules, while the Hospital Business remained a key strategic growth area, with an increased focus on our expanding presence across chain hospitals and nursing homes and driving higher-margin products.

Our Trade Business also continued to perform well, posting good growth in the second quarter and sustaining momentum through the rest of the year. Investments made in the past quarters in strengthening our sales team, talent acquisition and market presence have been yielding tangible results.

The API business faced some headwinds during the year, particularly from pricing pressures in China and domestic players. Despite this, our continued efforts in driving cost efficiency, sourcing optimization and structural realignment have helped us contain the impact and maintain business resilience.

Coming to our financial performance for the financial year 2025-26, consolidated revenue stood at Rs. 342.24 crores, compared with Rs. 405.51 crores in FY25. EBITDA was Rs. 0.39 crores, while PAT stood at Rs. 1.14 crores. However, Q4 FY26 witnessed a gradual recovery in profitability, with revenue growing 6.7% YoY to Rs. 76.5 crores, EBITDA improving to Rs. 3.8 crores and PAT turning positive at Rs. 8.9 crores, supported by operational efficiencies and cost rationalization.

We have entered the new fiscal year with optimism and a sharpened focus on innovation-led growth. Our aim is to further strengthen our presence in high-potential therapeutic areas, deepen our hospital reach and fast-track high-value product launches. Moving forward, we are emphasizing cost rationalization, optimizing field force productivity, enhanced working capital management and selective investments in high-margin brands.

We remain committed to building a future-ready organization — one that is agile, efficient and focused on creating sustained value for patients, healthcare providers and stakeholders alike.

In conclusion, I would like to express my gratitude to our shareholders, customers, employees, bankers and all stakeholders for their unwavering support and dedication.

Yours sincerely,

SD/-

Dr. Sachin D. Patel

Managing Director & CEO

Notice to the Members

NOTICE is hereby given that the **56th Annual General Meeting (the "AGM" or the "Meeting")** of the Members of **THEMIS MEDICARE LIMITED (the "Company")** will be held at the Registered Office of the Company at Plot No. 69-A, GIDC Industrial Estate, Vapi, Dist. Valsad, Gujarat - 396195 on Wednesday, 30th September, 2026 at 11:00 AM to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2026, together with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Mr. Rajneesh Anand (DIN: 00134856) who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend for the financial year ended 31st March, 2026.

SPECIAL BUSINESS:

4. **Ratification of Remuneration of Cost Auditor for the Financial Year 2026-27:**

To consider & if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) remuneration of Rs. 3,00,000 (Rupees Three Lakhs Only) per annum plus applicable taxes and reimbursement of out of pocket expenses (at actuals), as approved by the Board of Directors of the Company, payable to M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai (Firm Registration No. 000011) for conducting the audit of cost records maintained by the Company in respect of Active Pharmaceutical Ingredients ("API") and Formulation activities of the Company for the financial year 2026-27, be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

5. **Amendment to the Articles of Association of the Company:**

To consider and if thought fit, to pass the following resolution, with or without modification, as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules and regulations, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter Article 13 relating to 'Further Issue of Share Capital' of the Articles of Association of the Company.

RESOLVED FURTHER THAT Clause (c) of Article 13(1) of the Articles of Association be and is hereby amended by deleting the words:

if the price of such shares is determined by a registered valuer or a valuer approved for this purpose, who shall submit a valuation report in that behalf, subject to such conditions as may be prescribed.

revised Clause (c) of Article 13(1) shall henceforth read as under:

(c) Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board of Directors

SD/-

Nagraj Mogaveera

Interim Company Secretary

Membership No. A49737

Regd. Office : Plot No. 69/A, GIDC Industrial Estate,
Vapi - 396 195, Dist. Valsad, Gujarat

CIN : L24110GJ1969PLC001590

E-mail : cfoassist@themismedicare.com

Website : www.themismedicare.com

Place : Mumbai

Date : 28th May, 2026

NOTES:

1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (THE “ACT”) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Accordingly, the facility for appointment of proxies by the Members will be available for the AGM and hence the proxy form and attendance slip are annexed to this Notice.
2. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company has engaged the services of Central Depository Services Limited (CDSL), to provide e-voting facility for the AGM.
6. At the 52nd AGM, M/s. Krishaan & Co., Chartered Accountants (Firm Registration No. 001453S) were appointed as Statutory Auditors of the Company for a period of 5 years i.e. until the conclusion of the 57th AGM of the Company.

The ratification of their appointment pursuant to Section 139 of the Act is not required in terms of notification no. SO 1833(E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this Notice.

7. Corporate / Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to cfoassist@themismedicare.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
8. In terms of Section 152 of the Act, Mr. Rajneesh Anand (DIN: 00134856), Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.
9. The details of the Directors seeking appointment / re-appointment under item no. 2 of this Notice are annexed hereto in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”).
10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, concerning the Special Business to be transacted at the Meeting, as mentioned in the Notice, is annexed hereto and forms part of this Notice.

11. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company during business hours on all working days (except Saturday, Sunday and National Holidays) from the date hereof, up to the date of the Meeting.
12. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. **Wednesday, 23rd September, 2026**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or 'Investor. helpdesk@in.mpms.mufg.com'
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified from time to time.
14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
15. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company's RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MUFG Intime India Private Limited (Company's Registrar and Share Transfer Agent / RTA) and complete their KYC formalities as mandated by law. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. In terms of relaxations granted by SEBI vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, sending hard copy of the Annual Report to shareholders who have not registered their email ids with the Company / RTA / Depository has been dispensed with. Therefore, Annual Report 2025-26 including Notice shall be sent by email to those shareholders whose email ids are registered with the Company/RTA/Depository. Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Annual Report for the FY 2025-26 will be sent to those shareholders who have not registered their email address. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.themismedicare.com, website of the stock exchanges i.e. BSE Limited and NSE Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com. Members who have not registered their email address with the Company can register the same by following the procedure as mentioned below in point 35. Company shall send hard copy of the Annual Report 2025-26 to the members who request for the same in writing.

19. As per Regulation 40 of the 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 of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing investor service requests, service requests viz. Issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios, transmission and transposition.

20. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests to the Company through email at cfoassist@themismedicare.com or by writing to the Company's RTA at Investor.helpdesk@in.mpms.mufg.com by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said forms can be downloaded from the Company's website at www.themismedicare.com SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or contact details or mobile number or bank account details or specimen signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1st April, 2024 only upon furnishing the PAN, contact details including mobile number, bank account details and specimen signature.
21. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialized form or to Company's RTA through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available at www.themismedicare.com in case of holdings in physical form.
22. As per the provisions of the Act and applicable SEBI Circular, members holding shares in physical form may file nomination in the prescribed Form SH- 13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialized form, the nomination form may be filed with the respective DP. For relevant forms, please visit the Company's website at www.themismedicare.com
23. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
24. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.

25. SEBI Special Window for Transfer and Dematerialization of Physical Securities:

Pursuant to SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, SEBI has introduced a Special Window for Transfer and Dematerialization of Physical Securities to facilitate investors who were unable to complete the transfer of physical securities purchased/sold prior to April 01, 2019, including certain cases where transfer requests were earlier rejected, returned or not attended to due to deficiencies in documents/process or otherwise.

The Special Window is available from February 05, 2026 to February 04, 2027, subject to the eligibility criteria and conditions prescribed under the said SEBI Circular.

26. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of the AGM and determining the names of the Members eligible for receipt of dividend for the financial year 2025-26, if declared at the AGM.

27. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source, will be made within 30 days of the AGM i.e. on/after 30th September, 2026 as under:

- To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL), collectively "Depositories" whose names appear as beneficial owners as at the end of the business hours on Wednesday, 23rd September, 2026.
- To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, 23rd September, 2026.
- Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their KYC with their Depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

28. Members may note that the Income Tax Act, 2025, ("the IT Act") as amended mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

29. For Resident Shareholders:

Taxes shall be deducted at source as follows:

Members having Valid PAN	10% or as notified by the Government of India
Members not having PAN /Valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend payable to them during FY 2026-27 does not exceed ₹10,000 and also in cases where members (other than a Company or firm and who meets all the required eligibility conditions) provide Form 121 subject to conditions specified in the IT Act, 2025. Resident shareholders to submit such other documents as prescribed under the IT Act read with Income Tax Rule, 2026 and specified in the TDS communication shared by the Company, to claim a lower/ nil deduction of tax at source. PAN is mandatory for members providing Form 121 or any other document as mentioned above.

*As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/ inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

For Non-resident Shareholders:

For non-resident members, tax at source shall be deducted under Section 393 of the IT Act at the applicable rates. As per the relevant provisions of the IT Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident members.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source at the rate of 20% (plus applicable surcharge and cess) under Section 393 of the IT Act. As per Section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA'), read with Multilateral Instrument ('MLI') between India and the country of tax residence of the shareholders, if they are more beneficial to them. For the purpose of availing the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following for the purpose of availing the benefits under the DTAA read with MLI:

- a. Copy of self-declaration in Form 41 filed electronically on the Income Tax portal for FY 2026-27 as per Rule 75 read with Rule 332 of Income Tax Rules, 2026 (along with copy of Tax Residency Certificate ('TRC') obtained from the tax authorities of the Country, of which the shareholder is resident, to be attached as a mandatory online filing requirement) if all the details required in this form are not mentioned in the TRC.
- b. Self-Attested copy of TRC applicable for the period April 2026 to March 2027 obtained from the tax authorities of the Country of which the shareholder is a resident. Where only TRC for calendar year 2026 is available, provide declaration that the shareholder is and will continue to remain a tax resident of the Country of its residence during FY27.
- c. Self-attested copy of PAN allotted by the Indian Income Tax Authorities or details as prescribed under Rule 217 of the Income Tax Rules, 2026.
- d. Self-declaration in the format shared with TDS Communication email primarily certifying the following points:
 - i. Member is eligible to claim the benefit of respective tax treaty;
 - ii. Member does not have a Permanent Establishment ('PE') or Fixed Base in India or business connection in India or the dividend income is not attributable/ effectively connected to any PE or Fixed Base in India or business connection in India or the member does not have a place of effective management in India; and
 - iii. Member complies with any other conditions prescribed in the relevant Tax Treaty and provisions under the MLI.

For this purpose, the Company will be relying on the information verified from the utility provided and available on the website of Income Tax Department.

Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.

Self-declaration of beneficial ownership by the non-resident shareholder.

Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the nonresident shareholder.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted to Registrar & Transfer Agent or the Company before Wednesday, 23rd September, 2026.

30. A route map showing direction to reach the venue of the 56th Annual General Meeting is given at the end of the Notice as per the requirement of Secretarial Standard- 2 on General Meeting.
31. The Board of Directors of the Company has appointed Mr. Ketan R. Shirwadkar (FCS: 13938; CP 15386) Proprietor of M/s. KRS AND CO., Practising Company Secretaries, Thane, as Scrutinizer to scrutinize the remote e-voting and voting process at meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
32. The Scrutinizer shall within a period of two working days from the conclusion of the AGM, submit his report of the votes cast in favour or against, through electronic voting and polling process to the Chairman or to any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL. The result shall be simultaneously be communicated to the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com
33. All correspondences relating to transmission of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar & Transfer Agent only at their address: MUFG Intime India Private Limited, (Formerly known as Link Intime India Private Limited) C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, Tel: +91 22 49186000; Fax: +91 022 49186060 Website: <https://in.mpms.mufig.com/> Email: Investor.helpdesk@in.mpms.mufig.com
34. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members through CDSL e-voting system at www.cdslindia.com in respect of the business to be transacted at the AGM.
35. The Instructions of Shareholders for Remote E-Voting:
 - Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
 - (i) The voting period begins on Sunday, 27th September, 2026 at 9.00 a.m. and ends on Tuesday, 29th September, 2026 at 5.00 p.m. during this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date (Record date) Wednesday, 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation

44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website www.evotingindia.com.

- a) Click on “Shareholders” module.
- b) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- c) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- d) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Themis Medicare Limited> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non - Individual Shareholders and Custodians –For Remote Voting only.
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - e) It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cfoassist@themismedicare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat Shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

36. The voting right of Shareholders shall be in proportion to their share in the paid-up equity capital of the Company as on cut-off date i.e. Wednesday, 23rd September, 2026.

37. The facility for voting through Ballot Paper (Poll) shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

38. In terms of Section 72 of the Act read with the applicable rules thereto, every holder of shares in the Company may nominate, in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Nomination forms can be obtained from the Registrar & Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

By Order of the Board of Directors

SD/-

Nagraj Mogaveera
Interim Company Secretary
Membership No. A49737

Regd. Office : Plot No. 69/A, GIDC Industrial Estate,
Vapi - 396 195, Dist. Valsad, Gujarat
CIN : L24110GJ1969PLC001590
E-mail : cfoassist@themismedicare.com
Website : www.themismedicare.com
Place : Mumbai
Date : 28th May, 2026

Annexure to Notice

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

Ratification of Remuneration of Cost Auditor for the financial year 2026-27:

In pursuance of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost accounting records maintained by the Company in respect of Active Pharmaceutical Ingredients (APIs) and Formulation activities of the Company which is to be ratified by the members.

On the recommendation of the Audit Committee at its meeting held on 28th May, 2026, the Board has considered and approved the appointment of M/s. R. Nanabhoy & Co., Cost Accountants, Mumbai, (Firm Registration No. 000011) as the Cost Auditor for the financial year 2026-27 at a remuneration of Rs. 3,00,000 (Rupees Three Lakhs only) per annum plus applicable taxes and reimbursement of out of pocket expenses, if any, in connection with the Cost Audit of the Company. The said remuneration needs to be ratified by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The Board recommends the above Ordinary Resolution for passing by the members.

Item No. 5:

Amendment to the Articles of Association of the Company:

Article 13(1)(c) of the Articles of Association of the Company presently provides that where further shares are issued to any persons, whether or not such persons include those referred to in clauses (a) or (b), either for cash or for consideration other than cash, the price of such shares shall be determined by a registered valuer or a valuer approved for the purpose, who shall submit a valuation report.

The aforesaid provision was incorporated based on the statutory framework prevailing at the relevant time. However, the legal framework governing further issue of securities by a listed company has since evolved. Presently, issuance of securities by listed companies is governed by the provisions of the Companies Act, 2013, the Rules made thereunder, and the applicable regulations framed by the Securities and Exchange Board of India, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Companies Act, 2013 and the applicable SEBI Regulations prescribe specific circumstances in which a valuation report or valuation by a registered valuer is required. In several transactions undertaken by listed companies, including those where the pricing mechanism is prescribed under the applicable SEBI Regulations, obtaining a separate valuation report may not be mandatory.

Accordingly, retaining an unconditional requirement in the Articles of Association to obtain a valuation report in every case of issue of shares may result in the Articles imposing a requirement beyond what is mandated under the applicable statutory framework and may unnecessarily restrict the Company even where the Companies Act, 2013 or the applicable SEBI Regulations do not require such valuation.

The proposed amendment seeks to align the Articles of Association with the prevailing legal framework by removing the mandatory reference to valuation from Article 13(1)(c). The proposed amendment does not dispense with any valuation requirement prescribed under applicable law. Wherever valuation is required under the Companies Act, 2013, the Rules made thereunder, the SEBI Regulations or any other applicable law, the Company shall continue to comply with such requirements.

A copy of the existing Articles of Association together with the proposed amended Articles of Association is available for inspection at the registered office of the Company.

The Board is of the opinion that the proposed amendment is in the best interests of the Company and recommends the Special Resolution set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors

SD/-

Nagraj Mogaveera

Interim Company Secretary

Membership No. A49737

Regd. Office : Plot No. 69/A, GIDC Industrial Estate,
Vapi - 396 195, Dist. Valsad, Gujarat

CIN : L24110GJ1969PLC001590

E-mail : cfoassist@themismedicare.com

Website : www.themismedicare.com

Place : Mumbai

Date : 28th May, 2026

ANNEXURE TO ITEM No. 2 OF THE NOTICE

Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings]

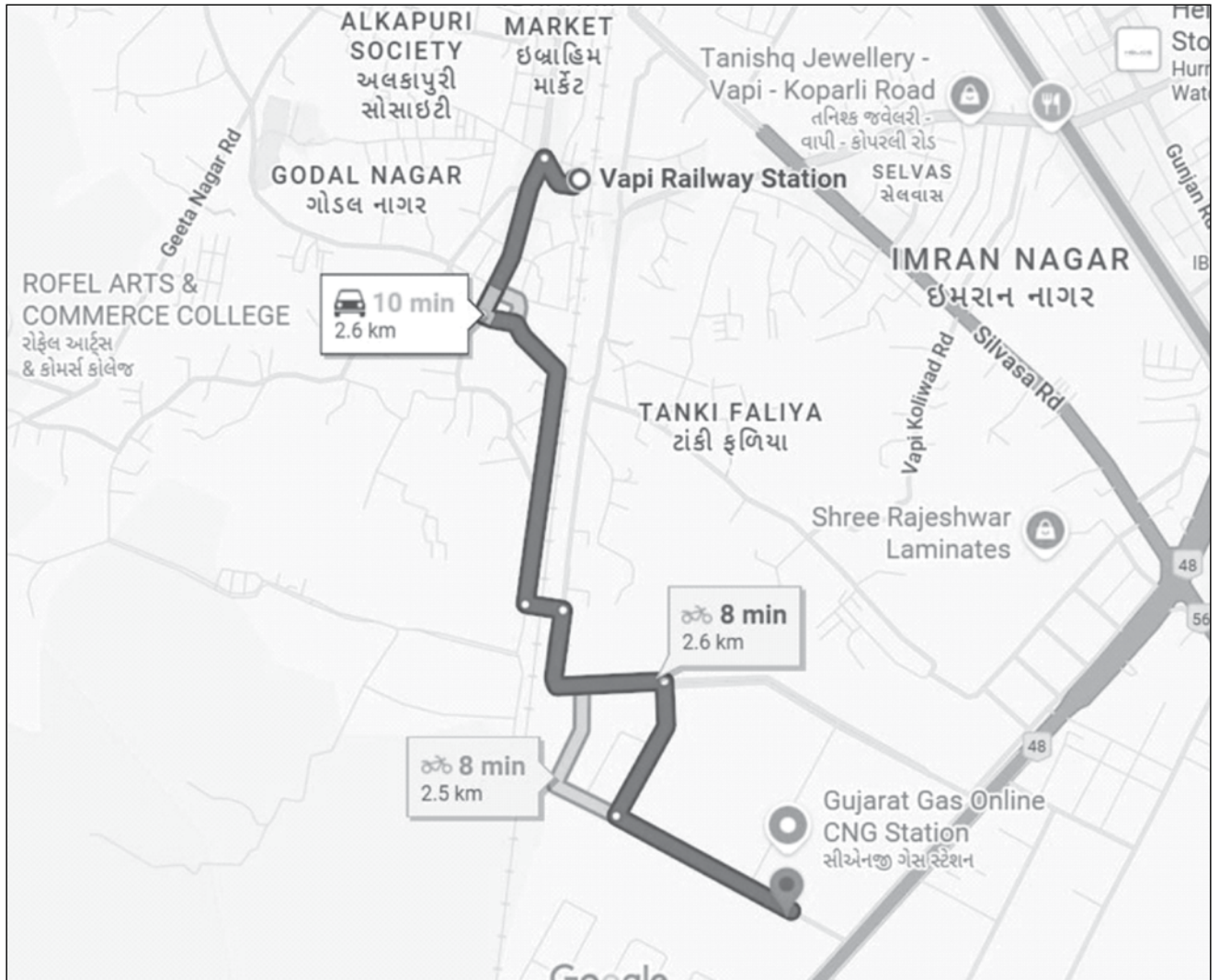
Name of the Director	Mr. Rajneesh Anand
Date of Birth	05/03/1954
Nationality	Indian
Brief Resume of the Director	Mr. Rajneesh Anand is a graduate in Mechanical Engineering from M.S. University, Baroda, and a postgraduate in Management from Jamnalal Bajaj Institute, Mumbai. He is a certified Chartered Engineer. He has been associated with Themis Group since 1977. Currently he is the Director on the Board of Gujarat Themis Biosyn Limited and Manager & Director of Richter Themis Medicare (I) Pvt. Limited, the joint venture between Gedeon Richter Ltd. and Themis Medicare Limited in India.
Date of Appointment on the Board	27 th April, 2007
Qualifications	Graduate in Mechanical Engineering from M.S. University, Baroda, and postgraduate in Management from Jamnalal Bajaj Institute, Mumbai.
Expertise in specific functional Area	Over 47 years of industrial experience in the areas of production, planning, project implementation, engineering, finance, administration etc.
Number of shares held in the Company	72,500 Equity Shares
List of the Directorships held in other companies*	Themis Medicare Limited Gujarat Themis Biosyn Limited
Number of Board Meetings attended during the year	5
Chairman / Member in the Committees of the Boards of companies in which he is Director**	Chairman: Nil Member: 2
Relationships between Directors inter se	There is no inter-se relationship with any of the Directors.
Terms and conditions of appointment or re-appointment	Appointment as Non-Executive Director, liable to retire by rotation.
Remuneration details	Not applicable.

* Other Companies includes only listed Companies.

** Committee Chairmanship & Membership includes only Audit Committee and Stakeholders Relationship Committee of Listed Companies.

ROUTE MAP TO THE AGM VENUE

Venue: Registered Office, 69/A, GIDC Industrial Estate, Vapi-396 195, Dist. Valsad, Gujarat



Directors' Report

The Members,

Themis Medicare Limited

Your Directors have pleasure in presenting the 56th Annual Report along with the Audited Accounts for the financial year ended 31st March, 2026.

1. FINANCIAL STATEMENTS & RESULTS:

a. FINANCIAL RESULTS:

Financial Performance of the Company for the year ended 31st March, 2026 as compared to the previous financial year is summarized below:

(Rs. in lakhs)

Particulars	31 st March, 2026	31 st March, 2025
Income	35,159.71	41,018.11
Less: Expenses	36,283.89	37,641.75
Profit/(Loss) before tax	(1,340.10)	3,376.36
Current tax	0.00	830.00
Deferred tax	78.45	154.21
Profit after Tax	(1,418.55)	2,392.15

b. OPERATIONS OF THE COMPANY:

The Company is engaged in the business of manufacturing of finished formulations and synthetic Active Pharmaceutical Ingredients. For the year ended 31st March, 2026, the Company has recorded income of Rs. 351.60 crores as against Rs. 410.18 crores in the previous year a modest decrease of 14%. Profit / Loss after Tax stood at Rs. (14.19) crores as against the profit of previous year Rs. 23.92 crores, with decrease of 159%.

c. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

As on 31st March, 2026, the Company had three non-material subsidiaries namely, Artemis Biotech Limited, Themis Chemicals Pvt. Ltd. and Dr. Themis Private Limited.

The Company also had two overseas subsidiaries incorporated in the United Kingdom, viz; Carpo Medical Private Limited and Carpo Investments Private Limited. These two entities have been struck off from the Companies House in the United Kingdom (UK) with effect from 1st April, 2025, in accordance with the applicable laws of the UK.

The performance and financial position of each of the subsidiaries, associates and joint venture Companies for the year ended 31st March, 2026 in Form AOC-1 is attached and marked as Annexure I and forms part of this Report.

d. DIVIDEND:

Your Directors are pleased to recommend dividend of Re. 0.50 per equity share having face value of Re. 1 each, on 9,21,00,120 Equity shares, aggregating to Rs. 4,60,50,060 for the financial year ended 31st March, 2026. The dividend would be subject to the approval of the members at the forthcoming Annual General Meeting. The said dividend recommendation is in accordance with the Dividend Distribution Policy of the Company which is available on the website of the Company at <https://www.themismedicare.com/uploads/statutory/pdf/dividend-distribution-policy.pdf>

e. TRANSFER TO RESERVES:

Your Company has not transferred any amount to reserves during the year under review.

f. PUBLIC DEPOSITS:

During the year, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 (the "Act") and the Companies (Acceptance of Deposits) Rules, 2014.

2. DISCLOSURES UNDER SECTION 134(3)(I) OF THE ACT:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

3. OTHER CONFIRMATIONS:

- The Company has not issued any shares with differential voting rights / sweat equity shares.
- There has been no change in the nature of business of the Company as on the date of this report.
- There was no revision in Company's credit rating during the year, other than intimated to the exchanges from time to time.
- No application was made or any proceedings were pending under the Insolvency and Bankruptcy Code, 2016
- Valuation related details for financial year 2025-26 in respect of one-time settlement of loan from banks or financial institutions are not applicable.

4. DECLARATION OF INDEPENDENCE:

The Independent Directors of the Company have given the declaration and confirmation to the Company as required under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations confirming that they meet the criteria of independence and that they are not aware of any circumstances or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

The Board opined and confirm, in terms of Rule 8 of the Companies (Accounts) Rules, 2014 that the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields.

5. NOMINATION & REMUNERATION POLICY:

Your Company has constituted Nomination & Remuneration Committee as provided under section 178(1) of the Act. The Nomination & Remuneration Committee considers that the qualifications, experience and positive attributes of the Directors on the Board of the Company are sufficient enough to discharge their duties as such. The remuneration is being paid to Executive Chairman and Managing Director is in line with Schedule V of the Act as also commission and sitting fees are paid to other Directors for attending Board and Audit Committee meetings as well as meeting of Independent Directors.

The Company's Policy on Nomination & Appointment of Directors, Criteria for Appointment of Senior Management and Remuneration Policy, as formulated under Section 178(3) of the Act, is available on the Company's website at www.themismedicare.com.

6. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

Details of Loans granted, Guarantees given or Investments made during the financial year, covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

7. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

Contracts/arrangements/transactions entered by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business.

All related party transactions are placed for the approval before the Audit Committee and also before the Board and Shareholders wherever necessary in compliance with the provisions of the Act and Listing Regulations. The Audit Committee at its meeting held on 13th February, 2026 reviewed and approved the related party transactions after considering the minimum information to be provided as per industry standards for the financial year 2025-26 and granted prior omnibus approval for Related Party Transactions as per the provisions contained in the SEBI Listing Regulations. A statement giving details of all Related Party transactions was also placed before the Audit Committee and Board of Directors for their approval on quarterly basis.

The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board has been adopted by the Company and uploaded on the Company's website at the link: <https://www.themismedicare.com/uploads/statutory/pdf/related-party-transaction-policy.pdf>.

8. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls followed by the Company are adequate and commensurate with the size and nature of the business and were operating effectively during the year under review.

Internal Audit function of the Company is carried out through Independent Chartered Accountants Firms to test and verify the Company's Internal Control System. The Company's assets are adequately safeguarded against significant misuse or loss. The Company has in place, adequate Internal Financial Controls with respect to maintenance of accounting records and financial transactions. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. The Audit Committee and the Board reviews the report(s) of the independent internal auditors at regular intervals along with the adequacy, effectiveness and observations of the internal auditors regarding internal control systems and recommends improvements and remedial measures wherever necessary.

During the year under review, no material or serious observations were received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

9. DISCLOSURE OF SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

During the financial year 2025-26 no significant or material order has been passed by any Regulators or Courts or Tribunals which can have impact on the going concern status and its operations in future.

10. DISCLOSURES RELATED TO SHARE CAPITAL AND EMPLOYEE STOCK OPTIONS:

As per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 and other applicable Regulations, details of equity shares issued if any under Employees Stock Option Scheme during the financial year under review is furnished in Annexure II attached herewith which forms part of this Report. The provisions of Section 67(3) as well as disclosure under rule 16(4) of Companies (Share Capital and Debentures) Rules 2014 are not applicable in respect of Equity shares allotted against ESOPs granted to employees.

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme and thus no information is furnished in this regard.

During the year, the Preferential Issue Committee was constituted to oversee preferential issue of 45,95,795 convertible equity warrants to Vividhmargi Investments Private Limited, a member of the Promoter Group. The proposed preferential issue is currently in process.

11. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR):

In accordance with Regulation 34(2) of the SEBI Listing Regulations, the inclusion of Business Responsibility and Sustainability Report (BRSR) as a part of the Annual Report is mandated for top 1000 listed entities based on the market capitalization. BRSR for the financial year 2025-26 has been prepared in accordance with the format prescribed by SEBI. The BRSR report forms part of this report.

The BRSR report for the financial year 2025-26 has also been hosted on the Company's website and the same can be accessed at <https://www.themismedicare.com/investor-relations/annualreport>.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152(6) of the Act and the Articles of Association of the Company, Mr. Rajneesh Anand (DIN: 00134856) Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends to the members the re-appointment of Mr. Rajneesh Anand (DIN: 00134856) as a Director in the ensuing Annual General Meeting (AGM) of the Company. Necessary resolution for the appointment / re- appointment of the Directors is included in the Notice convening the ensuing AGM and details of the proposal for appointment/re- appointment are mentioned in the Explanatory Statement to the Notice.

Pursuant to Section 161 of the Companies Act, 2013 the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee ("NRC") had appointed Ms. Neha Anant Thakore (DIN: 00893957) as Additional Director categorized as Woman Independent Director of the Company with effect from 1st August, 2025 and her appointment was approved by the members at the 55th AGM of the Company held on 12th September, 2025.

Ms. Manjul Sandhu (DIN: 00330363) completed her term as Woman Independent Director and ceased from the Board w.e.f. 10th November, 2025. The Board of Directors placed on record their appreciation for the valuable services rendered by Ms. Manjul Sandhu during her tenure as Woman Independent Director of the Company.

Further, the Board, on recommendation of NRC, has appointed Mr. Nagraj Mogaveera as Interim Company Secretary and Compliance Officer of the Company with effect from 14th February, 2026 in place of Mr. Pradeep Chandan, who resigned from the office Company Secretary and Compliance Officer w.e.f. 13th February, 2026.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of section 164 of the Act.

13. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. BOARD MEETINGS:

A calendar of regular meetings is prepared and circulated in advance to the Directors. Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the Board met 5 (Five) times during the year, the details of which are given in the Corporate Governance Report

which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Act and the SEBI Listing Regulations.

b. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2026, the Board of Directors hereby confirms that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there is no material departure according to the accounting standards;
- such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2026 and of the profit of the Company for that year;
- proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts of the Company have been prepared on a going concern basis;
- internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

c. COMMITTEES CONSTITUTED BY THE BOARD OF DIRECTORS:

In compliance with the requirement of applicable laws and as part of best governance practices, the Company has following Committees of the Board as on 31st March, 2026:

Committee constituted by the Board

- Audit Committee;
- Stakeholders Relationship Committee;
- Nomination & Remuneration Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee

In addition to the above, during the year, the

Preferential Issue Committee was constituted for the purpose of proposed issue of up to 45,95,795 convertible equity warrants to Vividhmargi Investments Private Limited, Promoter Group of the Company in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details with respect to the aforesaid Committee forms part of the Corporate Governance Report.

d. VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY:

Your Company has established a Vigil Mechanism Policy for Directors, employees and third parties to report their genuine concerns details of which have been given in the Corporate Governance report annexed to this report. This policy is also available on Company's website and can be accessed at <https://www.themismedicare.com/uploads/statutory/pdf/vigil-mechanism-whistle-blower-policy-31.pdf>

e. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company conducts familiarization programs for Independent Directors and the details are uploaded on the website of the Company on the below mentioned link: <https://www.themismedicare.com/uploads/statutory/pdf/familiarization-programme-2025-26.pdf>

f. RISK MANAGEMENT POLICY:

Your Company has in place a mechanism to inform the Board about the risk assessment and minimization procedure and undertakes periodical review of the same to ensure that the risks are identified and controlled by means of a properly defined framework. As per Regulation 21 of the SEBI Listing Regulations, Risk Management Committee of the Company has been constituted by the Board on 11th February, 2022.

The composition of the Risk Management Committee of the Company is as under:

i	Mr. Bhaskar V. Iyer	Directors & Members
ii	Ms. Manjul Sandhu (ceased w.e.f. 10.11.2025)	
iii	Dr. Sachin Patel	
iv	Ms. Neha Thakore (appointed w.e.f. 01.08.2025)	
v	Mr. Tushar Dalal	Member and Chief Financial Officer

g. CORPORATE SOCIAL RESPONSIBILITY POLICY:

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee.

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as Annexure III and forms an integral part of this Report.

The Company has formulated policy for CSR activities and is placed on the website of the Company at <https://www.themismedicare.com/uploads/statutory/pdf/csr-policy-with-amendments.pdf>.

During the year under the review, 1 (one) CSR committee meeting was held.

h. ANNUAL PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act 2013 and Regulation 17 of the Listing Regulations and in accordance with the parameters suggested by the Nomination & Remuneration policy, the Board of Directors carried out an annual evaluation of its own performance, Board, Committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by the SEBI Listing Regulations. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

In a separate meeting of Independent Directors held on 20th March, 2026, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of other Non-Executive Directors. Performance evaluation of Independent Directors was done by the entire Board.

A brief summary of outcome of the Board evaluation along with the action plan for implementing the recommendations made by the Directors was presented to the Board.

i. DISCLOSURE UNDER SECTION 197(12) OF THE ACT AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

The information required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is furnished in Annexure IV

The statement containing names of employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act and the said annexure is open for inspection. Any Member interested in obtaining a copy of the said statement may write to the Company's email id at cfoassist@themismedicare.com.

j. PAYMENT OF REMUNERATION / COMMISSION TO DIRECTORS FROM HOLDING OR SUBSIDIARY COMPANIES:

None of the Directors or managerial personnel of the Company is in receipt of remuneration/ commission from any Subsidiaries of the Company.

14. AUDITORS:**a. APPOINTMENT OF STATUTORY AUDITORS:**

M/s Krishaan & Co., Chartered Accountants (ICAI COP no. 208431) were appointed as Statutory Auditors of the Company at the 52nd Annual General Meeting of the Company held on 19th September 2022 to hold office from the conclusion of the said meeting till the conclusion of the 57th AGM to be held in financial year 2027.

b. MAINTENANCE OF COST RECORDS:

Maintenance of cost records is required as specified by the Central Government under sub-section (1) of section 148 of the Act and accordingly such accounts and records are made and maintained.

c. COST AUDITORS:

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Board of Directors on recommendation of the Audit Committee, appointed M/s. R. Nanabhoy & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2026-27 for conducting the audit of the cost accounting records maintained by the Company in respect of API and formulation activities of the Company.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, appropriate resolution seeking ratification to the payment of remuneration to the said Cost Auditors is appearing in the Notice convening the 56th AGM of the Company.

d. SECRETARIAL AUDITORS:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. SAV & Associates LLP, (COP No. 825) Practicing Company Secretaries, Mumbai at 55th AGM of the Company to conduct Secretarial Audit for a term of 5 (five) consecutive financial years, to hold office from Financial Year 2025-26. Secretarial Audit Report issued by M/s. SAV & Associates LLP, Practicing Company Secretaries, in Form MR-3 for the financial year 2025-26 forms part of Annual report. The Secretarial Audit Report is annexed to this report as Annexure - V. In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December, 2024, the Secretarial Auditors has been appointed by the Members of the Company at the 55th AGM on the recommendation of the Board of Directors, for a period of five (5) consecutive years. The secretarial auditor report is self-explanatory. Gratuity was paid to the employees once the details are received and accordingly effectively there was no delay. There was delay in submission of annual report under POSH Act for one location due to administrative reason, however it was nil report, since there was no any instance to report, and there is ambiguity on whether its need to submit report, even if there is no instance or nil report.

e. INTERNAL AUDIT:

At the beginning of each financial year, an audit plan is rolled out with approval of the Company's Audit Committee. The plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations.

f. Qualification / Reservation in the Statutory Audit / Secretarial Audit reports:

There are no qualification, reservation or adverse remarks or disclaimer made by Statutory Auditor or Secretarial Auditor in their respective reports for the financial year ended 31st March, 2026.

g. Compliance with Secretarial Standards:

Your Company has duly complied with the applicable Secretarial Standard, (SS) issued by the Institute of Company Secretaries of India relating to meetings of the Board and its committee (SS1) and General Meeting (SS2) respectively during the year under review.

15. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2026 is available on the Company's website on <https://www.themismedicare.com>;

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

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in Annexure VI which forms part of this Report.

c. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

In terms of the SEBI Listing Regulations, the Management Discussion and Analysis report is annexed to this Annual report.

d. CORPORATE GOVERNANCE:

A separate report on Corporate Governance along with a Certificate of Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI Listing Regulations with the Stock Exchanges forms part of this Annual report.

e. REPORTING OF FRAUD BY AUDITORS

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in your Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act.

f. PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE:

Your Company gives prime importance to the dignity and respect of its employees irrespective of their gender or hierarchy and expects responsible conduct and behaviors on the part of employees at all levels.

Your Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of Complaints of Sexual Harassment at the workplace. The Company has constituted an Internal Committee (IC) and name of the members of the IC are displayed on the Notice Board of each office and manufacturing units of the Company.

There was no Complaint of sexual harassment received during the financial year 2025-26.

Your Board confirms that the Company has complied with the provision relating to the constitution of Internal Committee under POSH, 2013.

g. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible

women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961.

h. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR):

Sr. No.	Particulars	2025-26	2024-25
1	Debtors Turnover (in days)	190 Days	160 Days
2	Inventory Turnover (in days)	233 Days	214 Days
3	Interest Coverage Ratio	-0.25:1	4.36: 1
4	Current Ratio	1.65:1	1.78:1
5	Debt Equity Ratio	0.37:1	0.29: 1
6	Operating Profit Margin (%)	-1%	11%
7	Net Profit Margin (%)	-4%	6%

i. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF.:

Financial year	2025-26	2024-25
Return on net worth (%)	-5%	8%

j. EMPLOYEES RELATIONS:

Your Board of Directors place on record their sincere appreciation of the contributions made by the employees at all level to the growth of the Company.

Industrial relations at all our manufacturing sites remained cordial.

ACKNOWLEDGEMENTS AND APPRECIATION:

Your Board of Directors takes this opportunity to thank all stakeholders including customers, shareholders, suppliers, bankers, business partners / associates, collaborators, financial institutions and Central and State Governments for their consistent support and encouragement to the Company. Your Directors also thank the Members and Investors for their confidence in the Company.

For and on behalf of the Board of Directors

Sd/-

Dr. Dinesh S. Patel

Chairman

DIN: 00033273

Place: Mumbai

Dated: 28th May, 2026

Sd/-

Dr. Sachin D. Patel

Managing Director & CEO

DIN: 00033353

Annexure I

PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

(Information in respect of each subsidiary / Associate Companies / Joint Venture Companies to be presented with amounts in Rs.)

Form AOC-1

Part-A

	Particulars	Subsidiary Companies		
		Artemis Biotech Ltd.	Themis Chemicals Private Ltd. (Formerly known as Themis Lifestyle Pvt. Ltd.)	Dr. Themis Private Ltd.
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	NA	NA	NA
2	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	INR	INR	INR
3	Share capital	Rs. 5,00,000/-, 50000 Equity Shares of Rs.10/- Each	Rs. 1,00,000/-, 10000 Equity Shares of Rs.10/- Each	Rs. 1,00,000/-, 10000 Equity Shares of Rs.10/- Each
4	Reserves and Surplus	(8,06,167)	(5,59,740)	(1,16,115)
5	Total Assets	2,75,880	5,44,541	1,09,999
6	Total Liabilities	5,82,047	10,04,281	1,26,114
7	Investments	NIL	NIL	NIL
8	Turnover	NIL	NIL	NIL
9	Profit before taxation	(34,220)	(64,458)	(33,237)
10	Provision for taxation	NIL	NIL	NIL
11	Profit after taxation	(34,220)	(64,458)	(33,237)
12	Proposed Dividend	-	-	-
13	% of shareholding	95%	100%	100%

1) Financial reporting period of all subsidiaries is 31st March 2026.

Names of the subsidiaries which are yet to commence operations.

- Artemis Biotech Ltd. (CIN: U24233MH2011PLC212359)
- Themis Chemicals Private Ltd. (Formerly known as Themis Lifestyle Pvt. Ltd.) (CIN: U33111MH2010PTC209797)
- Dr. Themis Private Ltd. (CIN: U21001MH2023PTC410855)

Names of subsidiaries which have been liquidated or sold during the year:

Carpo Medical Limited and Carpo Investments Limited, Subsidiaries of Themis Medicare Limited have been struck off from the Companies House, United Kingdom with effect from 1st April, 2025, in accordance with the applicable laws of the UK.

Part-B

Statement Pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Particulars	Associates		Joint Venture
	Gujarat Themis Biosyn Ltd.	Long Island Nutritionals Pvt. Ltd.	Richter Themis Medicare (India) Pvt. Ltd.
1. Latest audited Balance Sheet Date	31.03.2026	31.03.2026	31.03.2026
2. Shares of Associate held by the company on the year end	Equity Shares	Equity Shares	Equity Shares
3. No. of Shares	2,52,72,037	26,208	68,60,000
4. Amount of Investment in Associates (Rs.)	3,36,96,050	38,06,412	6,86,00,000
5. Extent of Holding%	23.19%	37.14%	49%
6. Description of how there is significant influence	Since there is investment and also representing the Board	Since there is investment and also representing the Board	Since its a Joint venture as Company holds 49% share capital
7. Reason why the associate / joint venture is not consolidated	Consolidated	Consolidated	Consolidated
8. Net worth attributable to shareholding as per latest audited Balance Sheet	66,73,33,536	(3,73,15,199)	30,51,79,187
9. Profit/Loss for the year			
i. Considered in Consolidation	9,13,22,089	-	4,91,61,565
ii. Not Considered in Consolidation	37,54,92,715	52,981	5,11,68,160

Notes: Figures in the bracket indicates 'Negative' figures.

- Names of associates or joint ventures which are yet to commence operations: NIL
- Names of associates or joint ventures which have been liquidated or sold during the year: NIL

Form AOC-2

PARTICULARS OF CONTRACTS / ARRANGEMENTS MADE WITH RELATED PARTIES

[Pursuant to Clause (h) of Sub-section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 – Form AOC-2]

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1) Details of contracts or arrangements or transactions not at arm's length basis: NIL

2) Details of material contracts or arrangements or transactions at arm's length basis:

Nature of contract: Sale of formulations and other goods				
Name of related party & Nature of Relationship	Nature of contracts / arrangements / transactions	Duration of contract	Salient terms	Amount in Rs. Lakhs
Vividhmargi Investments Private Limited* (Majority shareholding is held by promoters and common Directors)	Sale of formulations and other goods for further distribution.	On-going	The approval of Shareholders was taken vide postal ballot dated 27 th March, 2026	9,181.00

Note: *During the year under review, Themis Distributors Private Limited and Vividh Distributors Private Limited got amalgamated with Vividhmargi Investments Private Limited

Note: The information given above, have been reckoned on the basis of the information available with the Company.

For and on behalf of the Board of Directors

Sd/-
Dr. Dinesh S. Patel
Chairman
DIN: 00033273
Place: Mumbai
Dated: 28th May, 2026

Sd/-
Dr. Sachin D. Patel
Managing Director & CEO
DIN: 00033353

Annexure II

Disclosure of details pertaining to the shares allotted under Employees Stock Option Scheme under the provisions of Section 62(1)(b) of the Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 during the year under review:

In case the voting rights are not directly exercised, to provide additional details as specified in Rule 16(4) of the Companies (Share Capital and Debenture) Rules, 2014.

Total No. of Shares covered by ESOP Scheme approved by the Shareholders	400,000 (Four Lakhs) Equity Shares		
Grant	I	II	III
Options granted (01.04.2025 to 31.03.2026)	-	-	-
Options vested (01.04.2025 to 31.03.2026)	-	-	-
Options exercised (01.04.2025 to 31.03.2026)	-	-	60,000
The total number of shares arising as a result of exercise of option	-	-	60,000
Options forfeited	-	-	-
Options lapsed (01.04.2025 to 31.03.2026)	-	-	-
Extinguishment or modification of options	-	-	-
The exercise price	77.85	334.75*	303*
Pricing formula	As per the ESOS Scheme approved by the members of the Company.		
Variation of terms of options	NA	NA	NA
Money realized by exercise of options	-	-	-
Total number of options in force (Themis ESOS 2012) as on 31.03.2026	1,40,000		
Employee wise details of options granted to:			
- Key Managerial Personnel & Senior Managerial Personnel	NA	NA	1,40,000
- Any other employee who receives a grant of options in any one year of option amounting to 5% or more of options granted during that year	NA	NA	NA
Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA	NA	NA
Diluted EPS calculated in accordance with International Accounting Standard (IAS) 33	NA	NA	NA

* Pursuant to Sub-Division of Face Value of equity shares of the Company from the Face Value of ₹10/- to Face Value of ₹1/- per share, w.e.f. 10th October, 2023, it has become imperative to make suitable change(s) / amendment(s) / modification(s) in the existing "Themis Medicare Employee Stock Option Scheme 2012" (the "Scheme"). Accordingly, the Board has suitably adjusted the exercise price to ₹33.48 (From 334.75/-) and ₹30.30/- (From ₹303.00/-) per equity share.

Annexure III

ANNUAL REPORT ON CSR ACTIVITIES

1 Brief outline on CSR Policy of the Company:

This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law. The CSR Policy of the Company shall be reviewed by the Corporate Social Responsibility Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the committee. Any changes or modification on the Policy as recommended by the Committee would be submitted for approval of the Board of Directors.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation	No. of meetings of entitled to attend	No. of meetings attended	Remarks
1	Mr. Nikunt Raval (Independent Director)	Chairman	1	1	Appointed as a Chairman w.e.f. 26 th July, 2024
2	Dr. Sachin D. Patel (Executive Director - MD & CEO)	Member	1	1	-
3	Ms. Manjul Sandhu (Independent Director)	Member	1	1	Ceased as a Member w.e.f. 10 th November, 2025
4	Ms. Neha Anant Thakore (Independent Director)	Member	0	0	Appointed as a Member w.e.f. 10 th November, 2025

During the financial year, 1 (One) Meeting of the CSR Committee of the Company was held on 20th May, 2025.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company:

- Composition of CSR committee: <https://www.themismedicare.com/about-themismedicare/management-committees.aspx>
- CSR Policy <https://www.themismedicare.com/uploads/statutory/pdf/csr-policy-301.pdf>
- CSR projects: <https://www.themismedicare.com/uploads/statutory/pdf/csr-project-2025-26.pdf>

4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of Companies (CSR Policy) Rules, 2014, if applicable (attach the report): Not Applicable

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

6. Average net profit of the company as per section 135(5): Rs. 4,110.02 Lakhs

7. (a) 2% of average net profit of the company as per section 135(5) : Rs. 82.20 Lakhs

(b) Surplus arising out of the CSR projects or programs or activities of the previous financial years: NIL

(c) Amount required to be set off for the financial year, if any: NIL

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 82.20 Lakhs

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

Total Amount Spent for the Financial Year (Rs)	Amount Unspent (Rs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
1,10,000	1,10,000	30.04.2025	Nil	Nil	Nil

(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 Act	Local Area (Yes/No)	Location of the Project		Project duration	Amount allocated for the project (in Rs)	Amount spent in the Current Financial Year (in Rs)	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in Rs)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR registration number
1.	Lifeline Line Foundation	promoting health care including preventive health care	Yes	Gujarat	Valsad, Vadodara & other state	Annual	15,00,000	15,00,000	0	No	Lifeline Line Foundation	CSR00005458
2.	ENT Charitable Trust	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Yes	Maharashtra	Mumbai	Annual	10,00,000	10,00,000	NIL	No	NA	NA
Total							25,00,000	25,00,000	NIL			

(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 Act	Local Area (Yes/No)	Location of the Project		Amount Spent for the project (in Rs)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR registration number
1.	Rajayoga Charitable Trust	promoting education, including special education and employment enhancing vocation skills	Yes	Mumbai	Maharashtra	1,00,000	Yes	NA	NA
2.	Manav Parivaar Trust	promoting education, including special education and employment enhancing vocation skills	Yes	Mumbai	Maharashtra	5,000	Yes	NA	NA
3.	Avdhoot Charitable Trust	promoting health care including preventive health care	Yes	Mumbai	Maharashtra	5,000	Yes	NA	NA
Total						1,10,000			

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

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

(f) Total amount spent for the financial year (8b+8c+8d+8e): Rs. 1,10,000/-

(g) Excess amount for set off, if any

Sr. No.	Particulars	Amount (In Rs.) (In Lakhs)
(i)	2% of average net profit of the company as per section 135(5)	82.20
(ii)	Total amount spent for the financial year	1.10
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	NIL

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) (in Rs)	Amount Spent in the reporting Financial Year (in Rs)	Amount transferred to any fund specified under Schedule VII as per section 135(6) if any			Amount remaining to be spent in succeeding financial years (in Rs)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
1	2022-23	82,434	82,434	Not Applicable			NIL
2	2023-24	17,30,922	17,30,922	Not Applicable			NIL
3	2024-25	1,02,81,958	1,89,000	-			1,00,92,958
	TOTAL	1,20,95,314	20,02,356	-			1,00,92,958

(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	Total amount allocated for the project (in Rs)	Amount spent on the project in the reporting financial year (in Rs)	Cumulative amount spent at the end of reporting financial year (in Rs)	Status of the project – Completed / On-going
1	FY31.03.2024_1	promoting health care including preventive health care	2023-24	NA	NA	15,00,000	-	Ongoing
	TOTAL					15,00,000		

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year. (asset-wise details): Not Applicable

11. Specify the reason(s), if the company has failed to spend 2% of the average net profit as per section 135(5):

The Company has not failed to spend the 2% of the of the average net profit as per section 135(5).

The Management of the Company was in the process of identifying the project and it was under consideration after which the management had finalized the project at the end of the financial year. Therefore, the Unspent CSR amount was allocated to the project and transferred to the Unspent CSR account within the prescribed time for utilization in accordance with the Company's CSR policy.

Sd/-

Dr. Dinesh S. Patel

Chairman

DIN: 00033273

Place: Mumbai

Dated: 28th May, 2026

Sd/-

Dr. Sachin D. Patel

Managing Director & CEO

DIN: 00033353

Annexure IV

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

- The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary of the Company and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2025-26:

Name	% Increase / (Decrease) in the remuneration	Ratio of the remuneration of each Director / to median remuneration of the employees.
Executive Directors		
Dr. Dinesh S. Patel (Executive Chairman)	9.99%	66.03
Dr. Sachin D. Patel (Managing Director & CEO)	-51.28%	29.25
Other KMPs		
Mr. Nagraj Mogaveera (Interim Company Secretary)	35.82%	4.46
Mr. Pradeep Chandan (Company Secretary)	23.67%	13.39
Mr. Tushar Dalal (Chief Financial Officer)	-1.67%	17.48

Notes: The Company has not paid any remuneration to its Non-Executive and Independent Directors except commission and sitting fees for attending Board and Committee meetings during the financial year 2025-26.

- The percentage increase / (decrease) in the median remuneration of employees in the financial year: - 17.27%
- The number of permanent employees on the rolls of the Company: 1302
- Average percentile increase / (decrease) 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 percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2025-26 was 12.75% while the average percentile increase in the remuneration of managerial personnel was 3.29%.

- It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees is as per the Remuneration Policy of the Company.

Annexure V

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

To,
The Members,
Themis Medicare Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Themis Medicare Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

We have conducted a physical and an online verification and examination of records at Haridwar and Vapi factory, online verification and examination of records of head office at Goregaon, as facilitated by the Company for the purpose of this report. We have not visited Hyderabad factory and no record/documents were provided for verification and examination for Hyderabad factory unit.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other relevant records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the management. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2026, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 and amendments from time to time;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended);
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended in 2021);
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (as amended) regarding the Companies Act and dealing with clients;
 - (g) The Securities and Exchange Board of India (Depositories and Participant) Regulations 2018
- (vi) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
- (vii) Employees State Insurance Act, 1948;
- (viii) Employers Liability Act, 1938;
- (ix) Employment Exchange (Compulsory Notification of Vacancies) Rules, 1968;
- (x) Environment Protection Act, 1986 and other environmental laws;
- (xi) The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013;
- (xii) Equal Remuneration Act, 1976;

- (xiii) Factories Act, 1948 and the rules made there under;
- (xiv) The Contract Labour (Regulation and Abolition) Act, 1970;
- (xv) Water (Prevention & Control of Pollution) Act, 1974, Environment (Protection) Act, 1986, Air (Prevention & Control of Pollution) Act, 1981 and Hazardous Wastes (Management & Handling) Rules, 1989 and Amendment Rule, 2003, Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 and amendments thereof;
- (xvi) Indian Boiler Act, 1923;
- (xvii) Indian Contract Act, 1872;
- (xviii) Professional Tax Act, 1975;
- (xix) Indian Stamp Act, 1999 read with The Bombay Stamp Act, 1958;
- (xx) Industrial Dispute Act, 1947;
- (xxi) Maternity Benefits Act, 1961;
- (xxii) Minimum Wages Act, 1948;
- (xxiii) MSME Act, 2006;
- (xxiv) Negotiable Instruments Act, 1881;
- (xxv) Payment of Bonus Act, 1965;
- (xxvi) Payment of Gratuity Act, 1972;
- (xxvii) Payment of Wages Act, 1936 and other applicable labour laws;
- (xxviii) The National & Festival Holidays Act, 1963;
- (xxix) Pharmacy Act, 1948;
- (xxx) Drugs and Cosmetics Act, 1940;
- (xxxi) Drug (Prices Control) Order, 2013;
- (xxxii) Drugs and Magic Remedies (Objectionable Advertisement) Act, 1954;
- (xxxiii) Food Safety & Standard Act, 2006;
- (xxxiv) Narcotic Drugs and Psychotropic Substances Act, 1985;
- (xxxv) The Medicinal & Toilet Preparations (Excise Duties) Act, 1955;
- (xxxvi) Bombay Prohibition Act, 1949;
- (xxxvii) Petroleum Act, 1934;
- (xxxviii) Poisons Act, 1919;
- (xxxix) The Indian Copyright Act, 1957;
- (xl) The Patents Act, 1970;
- (xli) The Trade Marks Act, 1999.
- (xlii) The Income Tax Act, 1961
- (xliii) The Central Excise Act (Now GST)
- (xliv) The Customs Act, 1962
- (xlv) Service tax (Now GST)

We have also examined compliances with the applicable clauses of the following:

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

During the period under review, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, Standards, etc., as mentioned above except the following:

- 1. Payment of gratuity was not made within prescribed time from the date of relieving of job, due to non-receipt of claim forms from the concerned employees.
- 2. Annual Return under POSH Act not filed at Vapifactory.
- 3. The Company has made defaults in making payment to MSMEs within 45 days and also not paid interest on the delayed payments.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meeting, agenda and detailed notes on the agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The majority decision is carried through with unanimous consent or while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Sd/-

**For SAV & Associates LLP
Company Secretaries
Peer Review Regn. No.: 4867/2023**

CS Shirish Shetye

Designated Partner

FCS 1926; CP No. 825

Place: Mumbai

Date: 28th May, 2026

UDIN: F001926H000536141

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 VI

Disclosure pursuant to section 134(3)(M) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2014

(A) Conservation of energy:

Your Company has three manufacturing plants in India at Vapi, Hyderabad and Haridwar. Below is a comprehensive summary of the efforts undertaken towards conservation of energy and technology absorption during the financial year 2025-26.

Steps taken or impact on conservation of energy	The Company has implemented a range of initiatives to enhance energy efficiency across its operations. These include replacing steam heaters with electric heaters for spray dryers, which reduces energy consumption and upgrading lighting systems by replacing fluorescent (FL), CFL, and mercury flood lights with energy-efficient LED panels, LED lights, and LED flood lights. The lighting upgrades, including the replacement of internal roadside mercury flood lights and most fluorescent and LED lamps (with ongoing efforts to complete the transition in specific areas), have significantly reduced electricity consumption, minimized maintenance costs, and improved overall energy efficiency.
Steps taken by the company for utilizing alternate sources of energy	To promote environmental sustainability, the Company has transitioned from furnace oil to Low Sulphur Heavy Stock (LSHS) oil for steam boilers. LSHS is an environmentally friendly fuel with lower sulphur content, a higher pour point and a higher calorific value, reducing emissions and enhancing boiler efficiency.
Capital investment on energy conservation equipments.	The Company invested Rs. 2,50,000 in energy conservation equipment, including Rs. 2,00,000 for electric heaters and Rs. 50,000 for LED lighting, to support its energy-saving initiatives.

(B) Technology absorption:

Efforts made towards technology absorption	The Company has adopted advanced technologies to improve operational efficiency. Key efforts include replacing steam heaters with electric heaters for spray dryers, upgrading to LED lighting, transitioning to LSHS oil for steam boilers and developing a new Lovastatin to SAS process using 2,2-Dimethylbutyryl Chloride.
Benefits derived like product improvement, cost reduction, product development or import substitution	Technological advancements have delivered significant benefits, including reduced running costs for spray dryers due to electric heaters and a cost reduction of Rs. 4,629 per kg on raw material consumption for Simvastatin manufacturing through the Lovastatin to SAS process. These improvements have enhanced cost efficiency and operational performance.
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
• Details of technology imported	No technology was imported during the last three years.
• Year of import	Not applicable.
• Whether the technology has been fully absorbed	Not applicable.
• If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Not applicable.
Expenditure incurred on Research and Development	The Company invested Rs. 121.96 Lakhs in research and development to drive innovation and process improvements, supporting initiatives such as the Lovastatin to SAS process.

(C) Foreign exchange earnings and Outgo:

Particulars	1 st April, 2025 to 31 st March, 2026	1 st April, 2024 to 31 st March, 2025
	Amount in (Rs. Lakhs)	Amount in (Rs. Lakhs)
Actual Foreign Exchange earnings	10,294.32	7,152.02
Actual Foreign Exchange outgo	1,164.65	1,341.34

Management Discussion & Analysis Report

Cautionary Statement:

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.

Financial Overview:

The financial performance of the Company for the financial year ended 31st March, 2026, is as follows:

Total revenue from operations stood at Rs. 342.24 Crores for the year ended 31st March, 2026, as against Rs. 405.51 Crores for the previous financial year.

The total cost of raw materials consumed for the financial year ended 31st March, 2026 was Rs. 57.30 Crores as against Rs. 76.31 Crores for the corresponding previous period.

The EBITDA (earnings before interest, depreciation and tax, excluding other income) was Rs. 0.39 Crores for the year ended 31st March, 2026, as against Rs. 49.05 Crores for the previous fiscal year.

The finance cost for the financial year ended 31st March, 2026 was Rs. 10.69 Crores as against Rs. 10.04 Crores for the corresponding previous period.

The PAT (profit after tax) was Rs. 1.14 Crores for the year ended 31st March, 2026, as against Rs. 29.83 Crores for the last year.

Source: Themis Medicare Financial Results | Themis Medicare FY25 Audited Investor Presentation | Screener.in (Consolidated)

Resources and Liquidity:

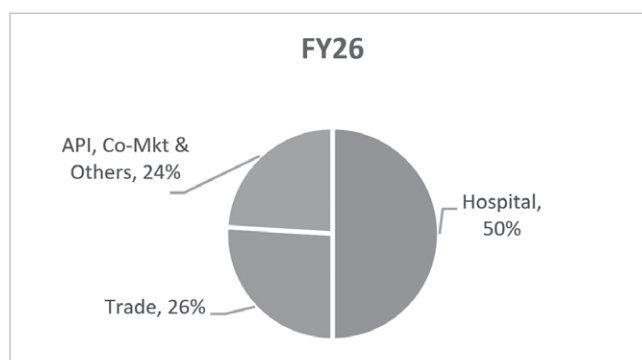
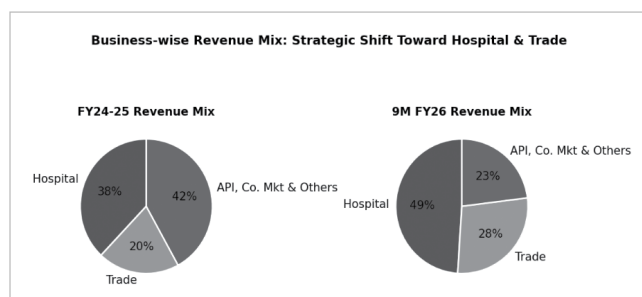
The cash and cash equivalents at the end of 31st March, 2026 were Rs. 4.54 Crores. The total debt-to-equity ratio of the Company stood at 0.25 as on 31st March, 2026, as against 0.21 as on 31st March, 2025. During FY26, to strengthen the balance sheet and provide growth capital, the Board approved a preferential issue of 45,95,795 convertible equity warrants at Rs. 102.87 per warrant to Vividhmargi Investments Private Limited (a promoter group entity), aggregating approximately Rs. 47.28 Crores. The proposal received over 99% shareholder approval through a postal ballot concluded on 27th March, 2026, alongside the in-principle approval received from BSE Limited and the National Stock Exchange of India Limited.

Source: Postal Ballot Outcome dated 28-Mar-2026 | Warrant Price Revision Announcement (11-Mar-2026)

Business category-wise performance:

The Company operates in one segment i.e. pharmaceuticals. The results of the Company under review reflect the impact of business transitions and strategic re-orientation undertaken during the year. The Company is presently manufacturing formulations and Active Pharmaceutical Ingredients (APIs).

The Company’s business is structured across three growth pillars: (i) Hospital Business, comprising the Critical Care Division, Intensive Care Division, Institution Business and Exports; (ii) Trade Business, comprising the Pharma Division, Ortho Division and Gynaecology Division with a strategy of growing through key brand focus in each division; and (iii) API Business, comprising legacy molecules and a new-product pipeline supporting both the Hospital strategy through in-house consumption and standalone global commercial opportunities. During FY26, the Company has continued its strategic focus on increasing the Hospital Business contribution within the overall revenue mix, in line with its long-term aspiration of leadership in the Indian Hospital Business.



Source: Themis Medicare FY26 Investor Presentations (BSE filings) | Themis Medicare Financial Results

Risks & Concerns:

The business of the Company is exposed to certain risks. Risks, liabilities and losses are part and parcel of any industry and need to be tackled through well forecasted mitigation strategies and actions.

Unfavourable Policy Changes

In the past few years, the Government of India has continued to refine drug pricing and other laws impacting the operations of the Company. While the Union Budget 2026-27 has provided positive direction to the sector through the launch of the Biopharma SHAKTI initiative (Rs. 10,000 Crore over five years) and Basic Customs Duty (BCD) exemption on 17 lifesaving drugs and medicines (with seven additional rare diseases also added to the list of duty-exempt categories for personal imports), adverse changes in government policies with respect to essential medicines and pricing with respect to the products may impact the margins of the Company. The combined PLI allocation for Bulk Drugs, Medical Devices and Pharmaceuticals for FY26-27 stands at Rs. 2,499.84 Crore, a 2.24% increase over FY25-26.

Credit Risk

To manage its credit exposure, Themis Medicare Limited (Themis Medicare) has a credit policy with credit limit requests and approval procedures. The Company does its own research of a counterparty's financial health and business prospects. Timely and rigorous process is followed with clients for payments as per schedule. The Company has suitably streamlined the process to develop a focused and aggressive receivables management system to ensure timely collections.

Interest Rate Risk

The Company has judiciously managed its debt-equity ratio. It has been using a mix of loans and internal cash accruals. Themis Medicare has well managed the working capital to maintain the overall interest cost at reasonable levels.

Competition Risk

Like in most other industries, growth opportunities lead to a rise in competition. We face different levels of competition, from domestic as well as multinational companies. Themis Medicare has created strong differentiators in execution, quality and delivery, which make it resilient to competition. Furthermore, the Company continues to invest in R&D and its people to maintain a competitive edge, with R&D spend maintained at approximately 3% of revenue

and a strong scientific talent pool of 7 PhDs, 234 Masters and 1,371 other professionals (as on FY25). Stable and long-standing client relationships further help maintain a strong order book and insulate the Company from this risk. We also mitigate this risk with the quality of our infrastructure, our product portfolio and specialized formulation methodologies (including a vertically integrated manufacturing footprint with EU GMP certifications), coupled with prudent financial and human resources management and better control over costs.

Input Cost Risk

Our profitability and cost effectiveness may be affected due to changes in the prices of raw materials, power and other input costs. The Company's in-house API capacity at Hyderabad (120 MT per annum) and Vapi (191 MT per annum) provides a meaningful natural hedge against API price volatility for its formulations business.

Regulatory & Operational Risk

The pharmaceutical sector is subject to evolving regulatory requirements at both domestic and international levels. The Company actively monitors compliance through robust internal processes and engages constructively with regulatory authorities on any matters affecting its product lines. During FY26, the Company maintained close engagement with the relevant regulators on operational matters affecting parts of its business and remains committed to full compliance.

Litigation & Tax Risk

On 25th March, 2026, the Company received a tax demand notice of Rs. 13.32 Crore from the Office of the Assistant Commissioner of Income Tax, Vapi Circle, under Section 226(3) of the Income Tax Act, 1961, comprising income tax, penalty, interest and fine components across three assessment years. The Company is in the process of preferring an appeal before the higher appellate forums within the prescribed timelines. Management has stated that adequate factual and legal grounds exist to substantiate the Company's position and that the demand does not have any adverse impact on the financial position and operations of the Company.

Source: Tax demand notice disclosure (27-Mar-2026) | Themis Medicare BSE corporate announcements

Opportunities

• CLINICAL TRIALS MARKET

- India is among the leaders in the clinical trial market.

- Due to a genetically diverse population and availability of skilled doctors, India has the potential to attract huge investments to its clinical trial market. The Biopharma SHAKTI initiative announced in Union Budget 2026-27 envisages the establishment of over 1,000 accredited India Clinical Trial sites.

• HIGH-END DRUGS & BIOLOGICS

- Due to increasing population and income levels, demand for high-end drugs and biologics is expected to rise. Globally, specialty drugs are projected to account for roughly 50% of pharmaceutical spending and as much as 60% in developed markets.
- Growing demand could open up the market for production of biosimilars and biologics in India, supported by the Biopharma SHAKTI initiative's Rs. 10,000 Crore outlay over five years.

• HOSPITAL BUSINESS LEADERSHIP

- The Indian hospital industry is positioned to grow at a healthy CAGR of 11–12% over the next 3–5 years, supported by Ayushman Bharat, rising lifestyle-disease prevalence, growing medical tourism and higher disposable incomes.
- In FY26, private hospitals are expected to add over 4,000 beds with investments of Rs. 11,500 Crore (US\$ 1.34 billion). The Indian hospital market is projected to grow from US\$ 193.4 billion in 2025 to US\$ 364.6 billion by 2034 (CAGR 7.30%).
- Themis is among the top three players in anesthesia products in India and is targeting a leadership position in the Hospital Business through its Critical Care and Intensive Care divisions, focusing on chain hospital contracts and presence in nursing homes with high-margin products.

• PENETRATION IN RURAL & TIER 2/3 MARKETS

- With approximately 70% of India's population residing in rural areas, pharma companies have immense opportunities to tap this market.
- Healthcare demand in Tier-II and Tier-III cities is projected to grow at 16–18% CAGR, higher than the 12–14% CAGR in metros.

• CRAMS / CRDMO

- Contract research and manufacturing services (CRAMS) is one of the fastest-growing segments in the pharmaceutical and biotechnology

industry. India's CRDMO industry is set to double to Rs. 1,21,282 Crore (US\$ 14 billion) by 2028.

• API SELF-RELIANCE & PLI BENEFITS

- The PLI Schemes for Pharmaceuticals and Bulk Drugs have generated cumulative committed investment of Rs. 37,306 Crore through Year 3 (March 2025), substantially exceeding the Rs. 17,275 Crore six-year target. Themis's vertically-integrated API operations at Hyderabad and Vapi position the Company well to participate in this self-reliance push.

Source: IBEF Pharmaceuticals Page | IBEF Pharma Industry Analysis Presentation | ICRA: Indian pharma sector to log 7-9% growth in FY26

Threats

- Regulatory and Compliance Challenges** — Navigating the complex and evolving regulatory landscape continues to be a significant challenge. Domestically, compliance with stringent guidelines set by authorities such as the Drug Controller General of India (DCGI) and the strengthened Central Drugs Standard Control Organisation (CDSCO), as proposed in Union Budget 2026-27 (with a dedicated scientific review cadre and specialists), demands substantial resources and meticulous attention to detail. Internationally, aligning with the regulatory standards of agencies like the U.S. Food and Drug Administration (FDA) and the European Medicines Agency (EMA) is crucial for market access but poses considerable challenges. The Company maintains EU GMP certifications across its key facilities at Haridwar (Tablets & Gels) and Hyderabad (APIs) to mitigate this risk.
- Intensifying Market Competition** — The pharmaceutical industry is experiencing heightened competition, both domestically and globally. The rise of generic drug manufacturers, particularly from countries like China and Brazil, has intensified price competition, challenging market share and profitability. Additionally, the rapid emergence of new competitors and the expansion of existing ones into new therapeutic areas contribute to a more competitive environment, necessitating continuous innovation and strategic agility.
- Supply Chain Vulnerabilities** — The heavy reliance on specific countries for Active Pharmaceutical Ingredients (APIs) and Key Starting Materials (KSMs) exposes the supply chain to significant risks. While India is the world's 3rd largest API producer with an 8% global share, structural import dependence

on certain intermediates remains. Government PLI schemes for KSMs/DIs/APIs are progressively reducing this dependence, with cumulative investment of Rs. 4,570 Crore achieved by Year 3 against the Rs. 3,938.5 Crore six-year target and production capacity created for 25 APIs/KSMs/DIs.

4. Demand Uncertainties — The pharmaceutical sector faces challenges in accurately forecasting demand due to factors like changing disease prevalence, healthcare policy shifts, and economic fluctuations. These uncertainties can lead to mismatches in supply and demand, affecting inventory management and financial performance, emphasizing the importance of agile and responsive supply-chain and product-portfolio strategies.

5. Impact of International Trade Policies & Tariff Risk — Global trade policies significantly influence the pharmaceutical industry. In April 2025, the United States imposed a 26% reciprocal tariff on Indian imports as part of broader trade measures. Although pharmaceutical products were initially exempted, the U.S. administration through 2025-26 has continued to signal further potential tariffs on imported pharmaceuticals, creating an environment of uncertainty that affects strategic planning and market dynamics. India's pharma exports have, however, demonstrated resilience: exports during April-February FY26 stood at US\$ 28.29 billion, reflecting 5.6% growth year-on-year.

6. U.S. Market Headwinds & Pricing Reform — IQVIA Institute's 2026 forecast notes the U.S. pharmaceutical market's net spending is expected to step down to a 4–7% CAGR through 2030, from a 9.4% net CAGR over the past five years, as the first wave of Inflation Reduction Act (IRA) Medicare price negotiations took effect from CY2026, alongside biosimilar uptake against major biologics (with US\$ 192 billion of LOE expected globally over the next five years). While Themis is not materially exposed to the U.S. market directly, this affects overall global pharma sentiment and could trigger increased generic competition spillover into emerging markets.

Source: Reuters: U.S. 26% reciprocal tariff on India (3-Apr-2025) | IQVIA Institute 2026 Forecast: Global Medicine Use | Business Standard: India Pharma exports \$28 bn by Feb FY26 | Union Budget 2026-27 Pharma Impact

Internal control system and adequacy:

The Company ensures the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and

completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013. This involves the timely and accurate communication of financial and operational information to stakeholders, both internal and external. The Company identifies and assesses the risks it faces and develops necessary strategies to mitigate or manage those risks.

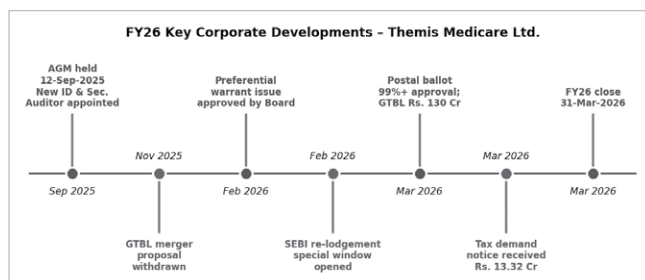
The Statutory Auditors, while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit Committee of the Board. Other statutory requirements, especially in respect of pharmaceutical business, are also vigorously followed in order to have better internal controls over the affairs of the Company. During FY26, the Company complied with SEBI Circular dated 30th January, 2026 by opening a special one-year window from 5th February, 2026 to 4th February, 2027 for shareholders to re-lodge transfer requests and dematerialize physical shares, thereby strengthening shareholder servicing standards.

Key Corporate Developments during FY26

During FY26, the Company undertook several strategic and corporate actions aimed at strengthening its capital structure, governance and shareholder servicing framework, including:

- **Preferential Issue of Convertible Warrants:** The Board approved, and shareholders subsequently approved through postal ballot concluded on 27th March, 2026 with over 99% approval, the issuance of 45,95,795 convertible equity warrants to Vividhmargi Investments Private Limited (a promoter group entity) at a revised issue price of Rs. 102.87 per warrant (representing the 90-day volume weighted average price as per SEBI ICDR Regulation 164), aggregating approximately Rs. 47.28 Crore.
- **Promoter Group Consolidation (GTBL Inter-se Transfer):** Shareholders also approved an inter-se transfer within the promoter group of equity shares of Gujarat Themis Biosyn Limited (GTBL) up to Rs. 130 Crore, consolidating Vividhmargi Investments' stake in Themis Medicare to 26.52% post the related amalgamation.
- **Material Related-Party Transactions:** Shareholders approved material related-party transactions with Themis Distributors Private Limited, Vividhmargi Investments Private Limited (post-merger) and Gujarat Themis Biosyn Limited as part of the same postal ballot.

- **Special Re-lodgement Window:** Pursuant to SEBI Circular dated 30th January, 2026, the Company opened a special one-year window from 5th February, 2026 to 4th February, 2027 for re-lodgement of transfer requests and dematerialization of physical shares.
- **Tax Demand Notice:** On 25th March, 2026, the Company received a tax demand notice of Rs. 13.32 Crore from the Income Tax Department, Vapi Circle (under Section 226(3) of the Income Tax Act, 1961) covering AY 2017-18 (Rs. 8.71 Crore), AY 2018-19 (Rs. 4.17 Crore) and AY 2020-21 (Rs. 0.44 Crore), against which the Company intends to file an appeal within prescribed timelines. Management has stated that the demand does not have any adverse impact on the financial position and operations of the Company.
- **Withdrawal of GTBL Merger Proposal:** During FY26, the Company withdrew the previously proposed merger with Gujarat Themis Biosyn Limited, while continuing to pursue strategic synergies through related-party arrangements approved subsequently.
- **KMP Transition:** Mr. Pradeep M. Chandan resigned as Company Secretary, Compliance Officer and Key Managerial Personnel effective 13th February, 2026, and the Company has initiated appropriate succession actions thereafter.
- **Board Strengthening:** At the 55th Annual General Meeting held on 12th September, 2025, shareholders approved the appointment of Ms. Neha Thakore as Independent Woman Director (DIN: 00893957) for a five-year term, and the appointment of M/s. SAV & Associates LLP as Secretarial Auditor for a period through FY30, further strengthening the Company's governance framework. The AGM also declared a dividend of Rs. 0.50 per equity share.



Source: Postal Ballot Outcome (28-Mar-2026) | Themis Medicare BSE Announcements | Vividhmargin stake increase to 26.52%

Indian Pharmaceutical Overview

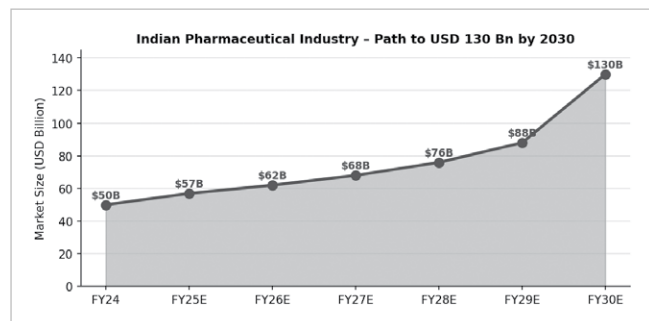
The pharmaceutical industry in India is expected to reach US\$ 130 billion by 2030. India's drugs and pharmaceuticals exports reached US\$ 30.4 billion in FY25, marking strong year-on-year growth, and exports during April-February FY26 stood at US\$ 28.29 billion, reflecting growth of 5.6% over the corresponding period of FY25 (per Pharmexcil). India is a major exporter of pharmaceuticals, with over 200 markets served by Indian pharma exports. India is the largest provider of generic medicines globally with a share of approximately 20% in global supply by volume, contributes around 60% of global vaccines, supplies over 50% of Africa's requirement for generics, ~40% of generic demand in the US, and ~25% of all medicine in the UK. India ranks third globally in pharmaceutical production by volume and 11th in terms of value (per IBEF / DGCIS).

According to ICRA's outlook, the Indian pharmaceutical sector is projected to post revenue growth of 7–9% in FY26, supported by strong domestic demand and steady gains in Europe. The domestic market is expected to expand 8–10%, driven by sales force expansion, wider rural reach, and new product launches. Chronic therapies, new introductions, and price hikes continue to propel branded generics. European revenues are forecast to grow 10–12% in FY26, following an 18.9% jump in FY25, aided by new product approvals and stable pricing trends.

India is one of the biggest suppliers of low-cost vaccines in the world. Because of the low price and high quality, Indian medicines are preferred worldwide, thereby rightly making the country the 'Pharmacy of the World'. India has been traditionally quite strong in the pharma sector, with a low cost of manufacturing (30%–35% lower than in the US and Europe), cost-efficient R&D (about 87% less than in developed markets), and cheap skilled labour.

India hosts 118 pharmaceutical clusters spread across 19 states and union territories. Maharashtra leads with 40 pharma clusters, followed by Gujarat, Andhra Pradesh, Himachal Pradesh, and other key regions. FDI inflows into the Drugs & Pharmaceuticals sector from April 2000 – June 2025 totalled Rs. 2,10,940 Crore (US\$ 24.62 billion), and Drugs and Pharmaceuticals attracted Rs. 13,193 Crore in FDI during the first half of FY25-26 alone, signalling high international confidence. The PLI Scheme for Pharmaceuticals has mobilised cumulative investment of Rs. 37,306 Crore by its third year (March 2025), with cumulative sales of approved products of

Rs. 2,66,528 Crore (including exports of Rs. 1,70,807 Crore). Combined PLI investment across schemes has reached Rs. 40,890 Crore as of September 2025, having avoided imports worth Rs. 3,591 Crore in critical APIs and KSMs.



Source: IBEF Pharma Industry Page | IBEF Industry Analysis Presentation | ICRA / IBEF on FY26 7-9% growth | Pharmexcil: India pharma exports FY26 update

Government Initiatives

- Biopharma SHAKTI Initiative (Union Budget 2026-27):** Strategy for Healthcare Advancement through Knowledge, Technology and Innovation (SHAKTI). Launched with an outlay of Rs. 10,000 Crore over five years to make India a global Biopharma manufacturing hub for biologics and biosimilars, including the establishment of three new National Institutes of Pharmaceutical Education and Research (NIPERs) and the upgradation of seven existing NIPERs, plus over 1,000 accredited Clinical Trial sites.
- Promotion of Research and Innovation in Pharma MedTech (PRIP) Scheme:** With a financial outlay of Rs. 5,000 Crore including Rs. 4,250 Crore dedicated to R&D investments. As of November 2025, PRIP had sanctioned 111 research projects, published 46 research papers, and obtained 6 patents. Seven Centres of Excellence (CoEs) have been set up at the seven NIPERs, with total budgetary support of Rs. 700 Crore.
- Production Linked Incentive (PLI) Scheme for Pharmaceuticals:** By March 2025, the committed investment target of Rs. 17,275 Crore over the six-year scheme was substantially exceeded, with cumulative investment of Rs. 37,306 Crore by Year 3 and cumulative sales of approved products of Rs. 2,66,528 Crore (including exports of Rs. 1,70,807 Crore). The combined PLI allocation for Bulk Drugs, Medical Devices and Pharmaceuticals for FY26-27 stands at Rs. 2,499.84 Crore (a 2.24% increase over FY25-26).
- PLI Scheme for Bulk Drugs (KSMs/DIs/APIs):** By March 2025, cumulative investment of Rs. 4,570 Crore was achieved against the six-year target of Rs. 3,938.5 Crore, with production capacity created for 25 APIs/KSMs/DIs. Three Bulk Drug Parks have been approved in Andhra Pradesh, Gujarat and Himachal Pradesh, with central assistance of Rs. 1,000 Crore each.
- Customs Duty Exemptions (Union Budget 2026-27):** Basic Customs Duty (BCD) has been exempted on 17 lifesaving drugs and medicines (particularly cancer treatments). In addition, seven more rare diseases have been added to the list of categories eligible for import duty exemption on drugs, medicines and food for special medical purposes imported for personal use, building on the 36 such drugs added in Union Budget 2024-25.
- Strengthening of CDSCO:** Union Budget 2026-27 proposed strengthening the Central Drugs Standard Control Organisation through a dedicated scientific review cadre and specialists to enable global standards and approval timeframes.
- India-UK Comprehensive Economic and Trade Agreement (CETA):** Signed in July 2025, CETA provides zero-duty market access to India for its pharmaceutical exports across 56 tariff lines, including a range of medical devices such as surgical instruments, diagnostic apparatus, ECG machines and X-ray apparatus, enhancing the competitiveness of Indian generic drugs in the United Kingdom market.
- Strengthening of Pharmaceutical Industry (SPI) Scheme:** Including sub-schemes API-CF (Common Facilities; with grants-in-aid of Rs. 139.33 Crore approved), AMD-CF (Medical Device Clusters), and PTUAS (Pharmaceuticals Technology Upgradation Assistance Scheme), continuing to support pharmaceutical MSME clusters with a focus on quality, productivity and sustainability.
- AYUSH and Traditional Medicine Push:** Budgetary allocation for AYUSH was raised to Rs. 3,992 Crore (US\$ 465 million) in FY26 from Rs. 3,712 Crore in FY25. Union Budget 2026-27 announced setting up of three new All India Institutes of Ayurveda and the upgradation of the WHO Global Traditional Medicine Centre at Jamnagar.

Source: PIB: Union Budget 2026-27 Pharma Sector | PIB: Schemes for Atmanirbhar Bharat in Pharma | Financial World: Budget 2026-27 Impact on Pharma

Outlook on Indian Pharmaceutical Sector

The pharmaceutical industry in India is a significant part of the nation's foreign trade and offers lucrative potential for investors. Millions of people around the world receive affordable generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA). Among nations that produce pharmaceuticals, India has long held the top spot.

ICRA forecasts Indian pharmaceutical sector revenue growth of 7–9% in FY26, with the domestic market expanding 8–10% driven by sales force expansion, wider rural reach, new product launches and chronic-therapy traction. According to Mordor Intelligence, the Indian pharmaceuticals market is valued at US\$ 60.32 billion in 2026 and is projected to reach US\$ 79.74 billion by 2031, growing at a CAGR of 5.74%, with oncology recording the quickest 8.22% CAGR through 2031, buoyed by biosimilar uptake and state cancer reimbursements. Pharmexcil targets US\$ 65 billion in pharma exports by 2030, supported by policy prioritisation, market diversification beyond traditional geographies, increased FDI inflows and improved regulatory efficiency.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards therapies such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers for chronic diseases, which are on the rise. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses including the National Health Protection Scheme (Ayushman Bharat), Jan Aushadhi Kendras (cumulative sales of Suvidha sanitary napkins exceeded 100 crore as of January 2026), and the strengthening of CDSCO. The ageing population, the rise in chronic diseases, and other government programmes including expansion of inexpensive generic medications all contribute to boosting the Indian pharmaceutical industry.

Source: IBEF Pharma Industry Page | Mordor: India Pharmaceuticals Market 2026-2031 | Pharmexcil: \$65 bn export target by 2030

Active Pharmaceutical Ingredients (APIs)

- Active Pharmaceutical Ingredient (or API) is a crucial segment of the pharma industry, contributing to around 35% of the market. API is the biologically active component of a drug that causes an intended medical effect.
- India is the 3rd largest producer of API accounting for an 8% share of the Global API Industry. About

500+ different APIs are manufactured in India, and it contributes 57% of APIs to the prequalified list of the WHO.

- Themis Medicare's Hyderabad facility (Artemis Biotech division) has 120 MT per annum capacity with EU GMP certification, while the Vapi facility has 191 MT per annum capacity with GMP certification, jointly providing meaningful in-house API capability for both captive consumption and external commercial sales.

Formulations

- India is the largest exporter of formulations in terms of volume, with 14% market share, and ranks 12th in terms of export value. Formulations and biologicals dominated India's pharma exports with a 79.26% share in FY26 (April-July 2025), followed by drug intermediates and bulk drugs at 16.08%.
- Double-digit growth in formulations exports is expected over the next five years.
- Themis Medicare's Haridwar facility manufactures formulations including 520 million tablets per annum, 9 million ointment tubes, 36 million ampoules, 12 million vials, and 6 million pre-filled syringes, holding EU GMP Certification for Tablets & Gels.

Supply-side drivers of Indian pharmaceuticals sector

- Following the introduction of product patents, several multinational companies are expected to launch patented drugs in India.
- Growth in the number of lifestyle diseases in India could boost the sale of drugs in this segment.
- The presence of a skilled workforce as well as high managerial and technical competence is a source of attraction for private players. Pharma companies have already increased spending in the country to tap rural markets and develop better infrastructure.
- Promotion of Medical Devices Parks: The medical devices industry aims to grow from Rs. 1,02,564 Crore (US\$ 12 billion) in 2023-24 to Rs. 4,27,350 Crore (US\$ 50 billion) by 2030.
- Approximately 120 drugs are expected to go off-patent over the next 10 years, with expected worldwide revenue between US\$ 80 to 250 billion.
- CRDMO industry expected to double to Rs. 1,21,282 Crore (US\$ 14 billion) by 2028.

Demand drivers of Indian pharmaceuticals sector

- Rising levels of education to increase acceptability of pharmaceuticals.

- Patients to show greater propensity to self-medicate, boosting the OTC market.
- Acceptance of biologics and preventive medicines to rise.
- Surge in medical tourism due to increased patient inflow from other countries.
- New business models expected to penetrate Tier-2 and Tier-3 cities, where healthcare demand is projected to grow at 16–18% CAGR.
- Over 160,000 hospital beds expected to be added each year in the next decade. In FY26, private hospitals are expected to add over 4,000 beds with investments of Rs. 11,500 Crore (US\$ 1.34 billion).
- India is the largest provider of generic medicines globally with a share of approximately 20% in global supply by volume, making the country one of the largest providers of generic medicines globally.
- Standalone health insurers are projected to achieve 20–21% growth in FY26, outpacing general insurance growth of 13%, expanding the insured base.
- Patient pool expected to increase over 20% in the next 10 years (until 2030), mainly due to rise in population, new diseases and lifestyle changes.

Source: [IBEF Healthcare Industry Page](#) | [IBEF Pharma Industry Analysis](#)

Outlook on Global Pharmaceutical Industry

Per the IQVIA Institute's 2026 forecast, the global pharmaceutical market is projected to grow at a 5–8% compound annual growth rate (CAGR) through 2030, reaching approximately US\$ 2.6 trillion. The global pharmaceuticals market reached approximately US\$ 1.6 trillion in 2025. North America dominated the market with a 47.7% revenue share in 2025, with the United States projected to spend US\$ 685–715 billion on medicines in 2026.

The U.S. market's net medicine spending is expected to step down to a 4–7% CAGR through 2030, from the exceptional 9.4% net CAGR seen over the past five years, as the first wave of Inflation Reduction Act (IRA) drug price negotiations took effect from CY2026, alongside biosimilar uptake against major biologics. Despite these headwinds, global growth remains historically strong by any historical comparison.

The Active Pharmaceutical Ingredients (API) market continues to expand, with the Asia-Pacific region leading API production. Governments worldwide are investing in domestic API manufacturing to reduce supply-chain risks and enhance pharmaceutical self-

reliance. The hospitals segment dominates the global pharmaceutical market with approximately 42% share in 2025, due to high utilization of biologics, injectables, oncology drugs, and critical-care medicines — directly aligned with Themis Medicare's strategic focus on Hospital Business and complex injectables.

Specialty medicines — advanced therapies often for complex or rare conditions including biologics, targeted therapies, and personalized medicines — are increasingly dominating expenditure, accounting for roughly 50% of global pharmaceutical spending in 2025 and as much as 60% in developed markets. With ongoing technological advancements, rising healthcare demands, and evolving market dynamics, the pharmaceutical industry is set for continued expansion, offering substantial investment opportunities while driving innovation in global healthcare.

Source: [IQVIA: Global Medicine Use Trends 2026](#) | [Statista: Pharmaceuticals Worldwide](#) | [DataM Intelligence: Global Pharmaceuticals Market](#)

Indian & Global Hospital Sector

The Indian hospital industry is positioned to grow at a healthy CAGR of approximately 11–12% over the next 3–5 years, driven by increased government focus on healthcare delivery through schemes like Ayushman Bharat and the National Health Policy, rising prevalence of lifestyle-related and communicable diseases, growing medical tourism, and higher disposable incomes. In the Union Budget FY26, healthcare expenditure was increased by approximately 9.8% year-on-year to Rs. 99,858 Crore.

The Indian hospital market is projected to grow from US\$ 193.4 billion in 2025 to US\$ 364.6 billion by 2034, exhibiting a CAGR of 7.30% during 2026–2034. Average Revenue Per Occupied Bed (ARPOB) has grown at an 8–9% CAGR over the past five years and is expected to rise by 5–6% annually over the near term, supported by favourable case and payor mix. Occupancy levels have stabilized at ~62–64% despite capacity additions, supporting robust cash flows. Bed capacity for the listed hospital cohort is expected to increase by 35–40% over the next 3–5 years.

EBITDA margins for the Indian listed hospital sector have stabilized at 21–22%, while net leverage (net debt to EBITDA) has improved significantly from ~5.0x in FY19 to ~1.4x in FY25, supporting an ongoing CapEx upcycle. Standalone health insurers are projected to grow at 20–21% in FY26, outpacing general insurance growth of 13% and expanding the insured base.

The global hospital services market is projected to grow at a CAGR of approximately 6.05% from 2024 to 2033, reaching ~US\$ 22.57 trillion by 2033. Rising

cancer incidence globally, increasing knee replacement surgeries, and availability of next-generation stents are key drivers. The structural tailwinds in both the Indian and global hospital sectors are directly aligned with Themis Medicare's strategic focus of becoming a Leader in Hospital Business in India through its Critical Care, Intensive Care, Institution and Exports divisions.

Source: [Medical Buyer: India hospital sector 11-12% CAGR](#) | [IMARC: India Hospital Market 2034](#) | [IBEF Healthcare Industry Page \(FY26 4,000 beds\)](#)

Company's Strategy

The Company is focused primarily on becoming a Leader in the Hospital Business in India through four growing divisions — Critical Care, Intensive Care, Institution Business and Exports. We believe there are numerous opportunities in this sector, especially with our strong line-up of products.

Themis Medicare Limited (TML) is one of the top three players in the country and offers a comprehensive range of anesthesia products, which is advantageous for the hospital business. We also have divisions in Critical Care and Intensive Care, which are key parts of our long-term growth plan. The Indian hospital market is highly fragmented unlike Western markets where 3–4 players control 90% market share, providing meaningful headroom to build leadership through corporate hospitals and nursing homes.

Besides the Hospital and API businesses, the Company is also investing in Trade and Co-marketing as well as developing new APIs for in-house consumption and standalone commercial production. The R&D pipeline remains robust, with R&D spend maintained at approximately 3% of revenue and a strong active pipeline including 31 formulations products in development. Phase I geographic expansion (next 0–3 years) targets new RoW markets including CIS, Latin America and the GCC, while Phase II (3–5 years) targets Regulated Markets such as the European Union and the United States. The Company has stated medium-term aspirations of revenue growth at a CAGR of 35% over the next three years and maintaining EBITDA margins above 25%, supported by the Hospital Business strategy and the new product pipeline.

The Company's vertically integrated state-of-the-art manufacturing capabilities at three locations — Haridwar (Formulations, EU GMP), Hyderabad (Synthetic APIs, EU GMP) and Vapi (Synthetic APIs, GMP) — form a strong operational backbone, supported by an experienced talent pool of 7 PhDs, 234 Masters and 1,371 other professionals (as on FY25).

Source: [Themis Medicare FY26 Investor Presentations](#) | [Postal Ballot Outcome 28-Mar-2026](#)

Discussion on financial performance with respect to operational performance

The Net Profit after Tax for the financial year ended 31st March, 2026 was Rs. 1.14 Crores, as against Rs. 29.83 Crores in FY25. The production capacity was utilized in line with order-book requirements during the year. Your Company has continued to invest in its strategic priorities of building leadership in the Hospital Business, expanding its API portfolio, and strengthening its R&D pipeline, even while undertaking necessary cost-rationalization, field-force productivity improvements and working-capital management initiatives during the year.

Material developments in Human Resources / Industrial Relations front, including number of people employed

The core of the Human Resource philosophy at Themis Medicare Ltd. is empowering human resources towards achievement of company aspirations. Your Company has a diverse mix of youth and experience, which nurtures the business. The Company's talent pool comprises 7 PhDs, 234 Masters, and 1,371 other professionals (as on FY25), providing strong scientific, manufacturing, commercial and support capabilities across its three manufacturing facilities and corporate offices.

As on 31st March, 2026, the total employee strength was 1,302. During FY26, the Company strengthened its Board with the appointment of Ms. Neha Thakore as Independent Woman Director (for a five-year term) and M/s. SAV & Associates LLP as Secretarial Auditor at the 55th Annual General Meeting held on 12th September, 2025. The Company also undertook key managerial-personnel transitions including the resignation of Mr. Pradeep M. Chandan as Company Secretary, Compliance Officer and Key Managerial Personnel effective 13th February, 2026, with appropriate succession actions initiated thereafter. Industrial relations across all manufacturing locations continued to be cordial during the year.

Source: [Themis Medicare FY26 Investor Presentations](#) | [Themis Medicare Annual Report Page](#)

Report on Corporate Governance

The Company has complied with the requirements of Corporate Governance as stipulated in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 ("SEBI Listing Regulations").

CORPORATE GOVERNANCE PHILOSOPHY:

The Company's philosophy on Corporate Governance is aimed at assisting the management in the efficient conduct of the business and in meeting its obligations towards stakeholders.

The Board of Directors of the Company lays strong emphasis on the key pillars of good governance i.e. integrity, transparency, accountability and compliance with applicable laws to instill a culture of ethical leadership and operational governance in the Company. This enables the Company to retain the trust of its members and other stakeholders as well as strengthen the foundation for long-term profitability and sustainability.

The Company has always been committed to the principles of good Corporate Governance.

Your Company not only complies with the requirements stipulated under the SEBI Listing Regulations as amended from time to time with regard to Corporate Governance but is also committed to sound Corporate Governance principles and practices and constantly strives to adopt emerging best Corporate Governance practices being followed worldwide.

A report on compliance with Corporate Governance principles as prescribed under the SEBI Listing Regulations is given below:

i. Composition and Category:

The Company is fully compliant with the Corporate Governance norms with respect to the constitution of the Board of Directors.

The Company is managed by the diversified Board comprising of an optimum combination of Executive, Non-Executive, Woman and Independent Directors. As on 31st March, 2026, the total strength of the Board was eight, consisting of an Executive Chairman and a Managing Director & CEO and four Independent Directors (including one Independent Woman Director) and two Non-Executive Directors. Ms. Reena Patel has been appointed as an Alternate Director to represent Foreign Director, Dr. Adam Demeter, Non-Executive Director during his absence from India.

The present Chairman of the Board is an Executive - Promoter Director. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations.

Further no Non-Executive Independent Director have resigned before the completion of his / her term during the year under review.

ii. Appointment and Tenure:

The Directors of the Company are appointed by the members at General Meetings and two-third of the total strength of Directors, other than Independent Directors are liable to retire by rotation pursuant to the provisions of the Companies Act, 2013. The Executive Directors on the Board serve in accordance with the terms of their contract of service with the Company.

iii. Board Independence:

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive Independent Directors are Independent in terms of the SEBI Listing Regulations.

iv. Composition of the Board:

Name and DIN	Category	Date of Initial Appointment/ Re-appointment in current term	No. of Directorships in other listed companies (including this Company) *	Attendance at the last Annual General Meeting (AGM) held on 12 th September, 2025	No. of Committee positions held in other listed companies (including this Company)**	
					Chairman	Member
Dr. Dinesh S. Patel (DIN: 00033273)	Promoter, Executive & Whole-Time Director-Chair-man	29-06-2007 / 14-02-2022	2	Yes	1	0
Dr. Sachin D. Patel (DIN: 00033353)	Promoter, Executive Director, MD & CEO	29-06-2007 / 14-02-2022	2	Yes	0	4
Mr. Rajneesh K. Anand (DIN: 00134856)	Non-Executive – Non - Independent Director	27-04-2007	2	Yes	0	2
Dr. Adam Demeter (DIN: 10283162) ^	Non-Executive – Non -Independent Director	11-09-2023	1	No	0	0
Mrs. Reena S. Patel (DIN: 00228669) ^	Alternate Director	11-09-2023	1	No	0	0
Mrs. Manjul Sandhu (DIN: 00330363) #	Non-Executive - Independent Woman Director	11-11-2020	1	No	0	0
Mr. Bhaskar V. Iyer (DIN: 00480341)	Non-Executive - Independent Director	12-11-2021	3	No	0	6
Mr. Shishir V. Dalal (DIN: 00007008)	Non-Executive - Independent Director	11-09-2023	3	Yes	2	5
Mr. Nikunt Kirit Raval (DIN: 10357559)	Non-Executive - Independent Director	06-06-2024	2	Yes	1	2
Ms. Neha Anant Thakore (DIN: 00893957) ##	Non-Executive - Independent Woman Director	01-08-2025	2	No	0	0

NOTES:

* Directorships in Private Limited Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013 are excluded.

** Positions in Audit Committee and Stakeholders' Relationship Committee are only considered.

^ Dr. Adam Demeter is a Foreign Director and ^ Mrs. Reena Patel has been appointed as an Alternate Director to Dr. Adam Demeter.

Ms. Manjul Sandhu was ceased from the Directorship as a Woman Independent Director w.e.f. 10th November, 2025

Ms. Neha Anant Thakore was appointed as Woman Independent Director w.e.f. 1st August, 2025 and subsequently her appointment was regularized at 55th AGM held on 12th September, 2025.

v. Names of the listed entities where the person is a Director and category of Directorship.

Name of the Director	Name of the listed entities and category of Directorship
Dr. Dinesh S Patel (DIN: 00033273)	1) Themis Medicare Limited, Promoter, Executive Director and Chairman 2) Gujarat Themis Biosyn Ltd, Promoter, Non-Executive Non-Independent Director and Chairman
Dr. Sachin D. Patel (DIN: 00033353)	1) Themis Medicare Limited, Promoter, Managing Director & Chief Executive Officer 2) Gujarat Themis Biosyn Limited, Promoter, Non-Executive Director till 30 th June, 2025 Managing Director w.e.f. 1 st July, 2025.
Mr. Rajneesh K. Anand (DIN: 00134856)	1) Themis Medicare Limited, Non-Executive- Non-Independent Director 2) Gujarat Themis Biosyn Limited, Non-Executive- Non-Independent Director w.e.f. 10 th November, 2025. (Consultant till 9 th November, 2025)
Dr. Adam Demeter (DIN: 10283162)	Themis Medicare Limited, Non-Executive Non-Independent Director
Mrs. Reena S. Patel (DIN: 00228669)	1) Themis Medicare Limited, Promoter, Alternate Director to Dr. Adam Demeter, Non-Executive Non-Independent Director
Mrs. Manjul Sandhu (DIN: 00330363)	1) Themis Medicare Limited, Non-Executive Woman Independent Director (Ceased from the Directorship w.e.f. 10 th November, 2025)
Mr. Bhaskar V. Iyer (DIN: 00480341)	1) Themis Medicare Limited, Non-Executive Independent Director 2) RPG Life sciences Limited, Non-Executive Independent Director 3) Corona Remedies Limited, Non-Executive Independent Director
Mr. Shishir V. Dalal (DIN: 00007008)	1) Themis Medicare Limited, Non-Executive Independent Director 2) Remsons Industries Limited, Non-Executive Independent Director 3) Jain Irrigation Systems Limited, Non-Executive Independent Director
Mr. Nikunt K. Raval (DIN: 10357559)	1) Themis Medicare Limited, Non-Executive Independent Director 2) Meghmani Organics Limited, Non-Executive Independent Director
Ms. Neha A. Thakore (DIN: 00893957)	1) Themis Medicare Limited, Non-Executive Woman Independent Director, Appointed as Woman Independent Director w.e.f. 1 st August, 2025. 2) Relic Technologies Limited, Non-Executive Independent Director

vi. Matrix setting out the core skills/expertise/competence of the Board of Directors

The Board skill matrix provides a guide as to the core skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate by the Board of the Company in the context of its business and sector(s) for it to function effectively and those actually available with the Board.

Following are the skills/expertise/core competencies identified among the Board members for its effective functioning in terms of Schedule V of Regulation 34(3) of the Listing Regulations:

Sr. No.	Particulars
1.	Healthcare Industry Knowhow
2.	Creating value through Intellectual Property Rights
3.	Global Operations
4.	Value Spotting and Inorganic Growth
5.	Research & Development
6.	Strategic Planning
7.	Risk and Regulatory compliance
8.	Marketing & Customer Engagement
9.	Finance, Accounts, Tax & Audit
10.	Legal & Governance
11.	Information & Technology

Skills / expertise / core competencies available to the Board members for effective functioning of the Company

Sr. No.	Name	Core Competencies
1	Dr. Dinesh S. Patel	- Healthcare Industry Knowhow - Creating value through Intellectual Property Rights - Global Operations - Value Spotting and Inorganic Growth - Research & Development - Strategic Planning - Marketing & Customer Engagement
2	Dr. Sachin D. Patel	- Healthcare Industry Knowhow - Creating value through Intellectual Property Rights - Global Operations - Value Spotting and Inorganic Growth - Research & Development - Strategic Planning - Marketing & Customer Engagement
3	Mr. Rajneesh Anand	- Healthcare Industry Knowhow - Global Operations - Research & Development - Strategic Planning - Marketing & Customer Engagement
4	Dr. Adam Demeter	- Healthcare Industry Knowhow - Creating value through Intellectual Property Rights - Global Operations - Value Spotting and Inorganic Growth - Research & Development - Strategic Planning - Marketing & Customer Engagement
5	Ms. Reena Patel	- Risk and Regulatory compliance - Information & Technology
6	Mr. Bhaskar Iyer	- Healthcare Industry Knowhow - Global Operations - Value Spotting and Inorganic Growth - Strategic Planning - Marketing & Customer Engagement
7	Mr. Shishir Dalal	- Value Spotting and Inorganic Growth - Strategic Planning - Risk and Regulatory compliance - Finance, Accounts, Tax & Audit - Legal & Governance
8	Ms. Manjul Sandhu (Ceased w.e.f. 10.11.2025)	- Risk and Regulatory compliance - Finance, Accounts, Tax & Audit
9	Mr. Nikunt Raval	- Creating value through Intellectual Property Rights - Risk and Regulatory compliance - Legal & Governance
10	Ms. Neha Thakore (Appointed w.e.f. 01.08.2025)	- Healthcare Industry Knowhow - Research & Development - Strategic Planning - Marketing & Customer Engagement

vii. Declarations from Independent Directors:

The Company has received the declarations from all the Independent Directors that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations.

Based on the declarations received from all the Independent Directors of the Company, the Board is of the opinion that the Independent Directors fulfill the conditions specified in the Companies Act, 2013 & Rules framed thereunder and the SEBI Listing Regulations as amended and they are independent of the management of the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

viii. Shareholdings of Non - Executive Directors in the Company as on 31st March, 2026:

Sr. No.	Name of Directors	No. of Equity shares held	% of shareholding
1.	Mr. Rajneesh K. Anand	72,500	0.079
2.	Dr. Adam Demeter	0	NA
3.	Mrs. Reena S. Patel*	10	0.001
4.	Mrs. Manjul Sandhu (Ceased w.e.f. 10.11.2025)	0	NA
5.	Mr. Bhaskar V. Iyer	0	NA
6.	Mr. Shishir V. Dalal	0	NA
7.	Mr. Nikunt K. Raval	5,000	0.005
8.	Ms. Neha Thakore (Appointed w.e.f. 01.08.2025)	0	NA

*Alternate Director to Dr. Adam Demeter (Non- Executive Director)

ix. Separate Meeting of Independent Directors:

As required under Regulation 25 of the SEBI Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 20th March, 2026. This meeting was held to inter-alia evaluate the performance of Non-Independent Directors (including the Chairman) and the entire Board Committee as a whole and also to assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board.

x. Familiarization Programme for Independent Directors:

All the Directors inducted on the Board are introduced to our Company culture through appropriate orientation sessions. Presentations are made by Managing Director and Senior Management to provide an overview of our operations, businesses & operations and to familiarize the new Non-Executive Directors with our operations. They are also introduced to our organization structure, services, group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board and our major risks and management strategy. They seek to enable the Independent Directors to understand the business & operations and strategy and leverage their expertise and experience to the maximum benefit of the Company. Details of programs conducted by the Company for the financial year 2025-26 are available on the website of the Company at <https://www.themismedicare.com/uploads/statutory/pdf/familiarization-programme-2025-26.pdf>

xi. Board Meetings:

During financial year 2025-26, the Board met 5 (Five) times. Intervening period between two Board meetings was well within the maximum period of 120 days as prescribed under the Companies Act, 2013 and the SEBI Listing Regulations. Requisite quorum was present for all the meetings. During the year, Five Board Meetings were held on the following dates, i.e. 20th May, 2025, 13th June, 2025, 1st August, 2025, 13th November, 2025 and 13th February, 2026.

Name of the Directors	No. of Meetings held during the year	No. of Meetings attended
Dr. Dinesh S. Patel	5	5
Dr. Sachin D. Patel	5	5
Mr. Rajneesh K. Anand	5	5
Dr. Adam Demeter	5	4
Mrs. Reena S. Patel *	5	1
Mrs. Manjul Sandhu #	3	2
Mr. Bhaskar V. Iyer	5	5
Mr. Shishir V. Dalal	5	5
Mr. Nikunt K. Raval	5	5
Ms. Neha Thakore **	2	2

* Mrs. Reena Patel being an Alternate Director to Dr. Adam Demeter, attended 1 out of 5 meetings on behalf of Dr. Adam Demeter.

** Ms. Neha Thakore was appointed as a Woman Independent Director w.e.f. 1st August, 2025.

Ms. Manjul Sandhu was ceased as a Woman Independent Director of the Company w.e.f. 10th November, 2025

xii. Committees of the Board:

Committees of the Board perform a critical role in ensuring operational governance. Committees are constituted pursuant to the approval of the Board to carry out their clearly defined roles.

Each Committee is guided by its terms of reference. Recommendations and / or observations of the Committees are placed before the Board for information or approval. During the year under review, the Board has accepted all the recommendations of all the Committees on matters where such a recommendation is mandatorily required.

The Board has constituted the following Committees:

- Audit Committee;
- Nomination & Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee;

A. Audit Committee:

The Company has an Audit Committee in line with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The members of the Audit Committee have wide exposure and knowledge in area of Pharma business, finance and accounting. The terms of reference of the Audit Committee are in line with the provisions of Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013. The Audit Committee, inter-alia, provides reassurance to the Board on the existence of an effective internal control environment.

The terms of reference of the Audit Committee are briefly described below:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Reviewing and monitoring the auditor's independence and performance.
4. Recommending to the Board, the appointment and remuneration of Cost Auditor.
5. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
6. Reviewing, with the management, the annual financial statements and quarterly financial statements.
7. Reviewing with the management, performance of internal auditors and adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and frequency of internal audit.
9. Discussing with Internal Auditors any significant findings and follow-up thereon.
10. Reviewing 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 matter to the Board.
11. Discussion with Statutory Auditors before the audit commences.
12. 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.
13. To review the functioning of the Whistle Blower Mechanism.
14. Approval or any subsequent modification of transactions of the Company with related parties.
15. To scrutinize inter-corporate loans and investments.
16. To evaluate internal financial controls and risk managements systems.
17. To approve the appointment of Chief Financial Officer.

Composition of the Audit Committee and details of meetings held & attended during the year:

During the financial year, 4 (Four) Audit Committee Meetings were held on the following dates, i.e. 20th May, 2025, 1st August, 2025, 13th November, 2025 and 13th February, 2026.

Name of the Directors	Category	Position	No. of Meetings	
			Held	Attended
Mr. Shishir V. Dalal	Independent Director	Chairman	4	4
Dr. Sachin D. Patel	Executive Director	Member	4	4
Mr. Bhaskar Iyer	Independent Director	Member	4	4
Mr. Nikunt K. Raval	Independent Director	Member	4	4

The Statutory and Internal Auditors were also invited to attend the meetings. The Company Secretary acted as Secretary to the Audit Committee.

B. Nomination & Remuneration Committee:

Nomination & Remuneration Committee ("NRC") has been constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations.

Composition of the Nomination & Remuneration Committee and details of meetings held & attended during the year:

During the financial year, 3 (Three) Meetings of the Nomination & Remuneration Committee of the Company were held on 20th May, 2025; 1st August, 2025 and 13th February, 2026.

Name of the Directors	Category	Position	No. of Meetings	
			Held	Attended
Mr. Shishir V. Dalal	Independent Director	Chairman	3	3
Mr. Rajneesh K. Anand	Non-Executive, Non-Independent Director	Member	3	3
Mr. Nikunt K. Raval	Independent Director	Member	3	3

The Company Secretary acts as the Secretary to the Committee.

The Roles of Nomination & Remuneration Committee in brief are as follows:

- (1) Formulation of the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (3) Devising a policy on diversity of Board of Directors;
- (4) Identifying persons who are qualified to become Directors and who may be appointed in the Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- (5) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- (6) Recommend to the Board all remuneration in whatever form, payable to senior management.

Board Evaluation:

The Nomination & Remuneration Committee specified the evaluation criteria for the performance evaluation of Directors, Board and its Committees. The Board is committed to evaluating its own performance as a Board and individual performance of the Directors, in order to identify strengths and areas in which it may improve functioning. Further, overall effectiveness of the Board shall be measured to determine the appointments, reappointments of Directors. The details of Annual Board Evaluation process for Directors have been provided in the Board's Report.

Following are the major criteria applied for performance evaluation —

- Attendance and contribution at Board and Committee meetings and application of his / her expertise, leadership qualities and knowledge to give overall strategic direction for enhancing the shareholder value.
- His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
- His / her ability to monitor the performance of management and satisfy himself/ herself with integrity of the financial controls and systems in place, etc.
- Independent Director's performance is evaluated also based on his / her help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct and his/her ability to bring an objective view in the evaluation of the performance of the Board and management.

Remuneration of Directors:

a. Pecuniary relationship or transactions of the Non-Executive Directors:

The Company has no pecuniary relationship and transaction with its Non-Executive and Independent Directors other than payment of commission and sitting fees to them for attending Board and Committee meetings and fees for rendering services in their professional capacity.

Non-Executive Directors were paid Rs. 50,000 for attending each Board and Rs. 45,000 for Audit Committee and Independent Directors' Meetings.

b. Criteria of making payments to Non-Executive Directors: Criteria of making payments to Non-Executive Directors is disclosed and the same is available on <https://www.themismedicare.com/uploads/statutory/pdf/criteria-of-making-payments-to-nonexecutive-directors-112.pdf>

Disclosures with respect to remuneration: In addition to disclosures required under the Companies Act, 2013, the following disclosures shall be made:

- The Executive Directors are paid salary and commission as permissible under the provisions of the Companies Act, 2013 and Schedule V therein.
- Details of fixed component and performance linked incentives along with the performance criteria: Not Applicable
- Service contracts, notice period, severance fees: For Executive Directors service contract is normally 5 years, renewable at the discretion of Board. Notice period is 90 days from either side.
- Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable. – Not Applicable

The details of amount paid to Executive, Independent and Non-Executive Directors during the financial year 2025-26 are as follows: (In Rs.)

Sr. No.	Name of Directors	Salary	Commission	Perquisites	Sitting Fees	Total
1	Dr. Dinesh S. Patel	1,64,53,572	-	-	-	1,64,53,572
2	Dr. Sachin D. Patel	1,64,53,572	-	-	-	1,64,53,572
3	Mr. Shishir V. Dalal	-	3,00,000	-	5,20,000	8,20,000
4	Mr. Bhaskar V. Iyer	-	3,00,000	-	5,20,000	8,20,000
5	Mrs. Manjul Sandhu*	-	3,00,000	-	95,000	3,95,000
6	Mr. Nikunt K. Raval	-	3,00,000	-	5,20,000	8,20,000
7	Mr. Rajneesh K. Anand	-	-	-	2,50,000	2,50,000
8	Ms. Neha Thakore**	-	-	-	1,45,000	1,45,000
	Total					3,61,57,144

**Appointed with effect from 1st August, 2025

* Ceased with effect from 10th November, 2025

Directors & Officers Insurance (D & O Insurance):

In line with the requirements of Regulation 25 (10) of the SEBI Listing Regulations the Company has taken D&O Insurance for all its Directors and Senior Management.

C. Stakeholders' Relationship Committee:

Stakeholders' Relationship Committee of the Company was constituted by the Board in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the SEBI Listing Regulations, to look into the redressal of shareholders'/ investors' complaints.

The brief terms of reference of the Stakeholders' Relationship Committee are as under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.

- Consider and approve the issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- Review the measures taken for the effective exercise of voting rights by shareholders.
- Review the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition of the Stakeholders' Relationship Committee and details of meetings held and attended during the year:

During the financial year, 1 (One) meeting of the Stakeholders' Relationship Committee of the Company was held on 1st August, 2025.

Name of the Directors	Category	Position	No. of meetings	
			Held	Attended
Mr. Nikunt K. Raval	Independent Director	Chairman	1	1
Dr. Sachin D. Patel	Executive Director	Member	1	1
Mr. Rajneesh K. Anand	Non-Executive, Non-Independent Director	Member	1	1
Mr. Bhaskar V. Iyer	Independent Director	Member	1	1

The Company Secretary acts as Compliance Officer for redressal of Shareholders / Invertors' grievances.

Name, Designation and Address of Compliance Officer:

Mr. Pradeep Chandan

Company Secretary & Compliance Officer (Ceased w.e.f. 13th February, 2026)

Themis Medicare Limited.

11/12, Udyog Nagar, S.V. Road, Goregaon (West), Mumbai - 400 104.

Mr. Nagraj Mogaveera

Interim Company Secretary (Appointed w.e.f.14th February,2026)

Details of investor complaints received and redressed during the year 2025-26 are as follows:

No. of shareholders' complaints received	No. of shareholders' complaints not solved to the satisfaction of shareholders.	No. of pending complaints
5	0	0

Code of Conduct:

Whilst the Themis Code of Conduct is applicable to the Whole-time Directors and employees of the Company, the Board has also adopted a Code of Conduct for Non-Executive Directors, which incorporates the duties of Independent Directors as laid down in Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI Listing Regulations, both of which are available on the Company's website: <https://www.themismedicare.com/uploads/statutory/pdf/business-code-of-conduct--ethics-23.pdf>

All the Board members and Senior Management of the Company as on 31st March, 2026 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the Managing Director, forms part of this report.

D. Corporate Social Responsibility (CSR) Committee:

As required under Section 135 of the Companies Act, 2013, the Board of Directors of the Company, constituted CSR Committee on 6th February, 2015 for looking into the CSR initiatives of the Company.

The brief roles and responsibilities of the CSR Committee are as follows:

- Formulate, monitor and recommend to the Board, the CSR Policy.
- Recommend to the Board, modifications to the CSR Policy as and when required.
- Recommend to the Board, the amount of expenditure to be incurred on the activities undertaken.
- Review the performance of the Company in the area of CSR, including the evaluation of the impact of the Company's CSR activities.
- Review the Company's disclosure of CSR matters.
- Consider other functions, as defined by the Board, or as may be stipulated under any law, rule or regulation, including the Listing Agreement and the Companies Act, 2013.
- Funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer shall certify to the effect.

Composition of the Corporate Social Responsibility Committee and details of meetings held & attended during the year:

During the financial year, 1 (One) meeting of the CSR Committee of the Company was held on 20th May, 2025.

Name of the Directors	Category	Position	No. of Meetings	
			Held	Attended
Mr. Nikunt K. Raval	Independent Director	Chairman	1	1
Dr. Sachin D. Patel	Executive Director	Member	1	1
Mrs. Manjul Sandhu*	Woman Independent Director	Member	1	1
Ms. Neha Thakore**	Woman Independent Director	Member	-	-

*Ms. Manjul Sandhu was ceased as as Member in the Committee w.e.f. 10th November, 2025

**Ms. Neha Thakore was appointed as Member in the Committee w.e.f. 10th November, 2025

E. Risk Management Committee:

As per amendment prescribed under Regulation 21 of the SEBI Listing Regulations, the Company is required to constitute a Risk Management Committee.

Accordingly, a Risk Management Committee of the Company was constituted by the Board on 11th February, 2022 comprising three Board Members and a Senior Executive of the Company. The roles & responsibilities of the Risk Management Committee is as follows:

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

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Composition of the Risk Management Committee during the year and details of meetings held & attended:

During the financial year, 2 (two) meetings of the Risk Management Committee of the Company were held on 20th May, 2025 and 13th November, 2025.

Name of the Directors	Category	Position	No. of Meetings	
			Held	Attended
Dr. Sachin D. Patel	Executive Director	Chairman	2	2
Mr. Bhaskar V. Iyer	Independent Director	Member	2	2
Mrs. Manjul Sandhu*	Independent Director	Member	1	1
Mr. Tushar J. Dalal	Chief Financial Officer	Member	2	2
Ms. Neha Thakore**	Independent Director	Member	1	1

* Mrs. Manjul Sandhu was ceased to be a Member in the Committee w.e.f. 10th November, 2025

** Ms. Neha Thakore was appointed as a Member in the Committee w.e.f. 10th November, 2025

F. Independent Director's Meeting

Pursuant to Regulation 25 of the LODR, Independent Directors had a separate meeting without the presence of Non-Independent Director and members of the Management to inter alia:-

- (a) review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) review the performance of the Chairman of the listed entity, taking into account the views of Executive Directors and Non-Executive Directors;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

Details of meetings of Independent Directors held and attended during the year:

During the financial year, 1 (One) meeting of the Independent Directors of the Company was held on 20th March, 2026.

Name of the Directors	Position	No. of Meetings	
		Held	Attended
Mr. Shishir V. Dalal	Chairman	1	1
Mr. Bhaskar V. Iyer	Member	1	1
Mrs. Manjul Sandhu*	Member	0	0
Mr. Nikunt K. Raval	Member	1	1
Ms. Neha Thakore**	Member	1	1

*Mrs. Manjul Sandhu was ceased as a Woman Independent Director w.e.f. 10th November, 2025

** Ms. Neha Thakore was appointed as a Woman Independent Director w.e.f. 1st August, 2025

xiii. Senior Management:

The details of Senior Management and changes therein since the close of the previous financial year:

Sr. No.	Name of Person	Designation	Remarks
1	Mr. Nirav Patel	Director- Business Development	-
2	Mr. Tushar Dalal	Chief Financial Officer	-
3	Mr. Pradeep Chandan	Director- Legal, Compliance & Company Secretary	Ceased w.e.f. 13 th February, 2026
4	Mr. Damodar Reddy	President Plant	-
5	Mr. Viraj Save	Executive President – Sales & Marketing	Appointed w.e.f. 1 st August, 2025
6	Mr. Luis Dias	Vice President- API Operations	-
7	Mr. Milind Sathe	VP – Technical Affairs	-
8	Dr. Souvik Nandi	Sr. GM – Chief Quality Assurance	-
9	Mr. Suresh Satyala	Sr. GM- Research & Development	-
10	Mr. Raj Kumar	GM- Operations	-
11	Ms. Priti Nemani	AGM- Human Resource	-
12	Mr. Nagraj Mogaveera	Interim Company Secretary	Appointed w.e.f. 14 th February, 2026

xiv. General Body Meetings:

The details of the last three Annual / Extraordinary General Meetings are as follows:

AGM/EGM	Date and Time	Location	Special Resolution(s)
53 rd AGM	9 th September, 2023 at 12.00 Noon	Registered Office of the Company located at Plot No. 69/A, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat	No Special Resolutions were passed.
54 th AGM	22 nd July, 2024 at 12.00 Noon	Registered Office of the Company located at Plot No. 69/A, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat.	1) Remuneration payable to Dr. Dinesh S. Patel (DIN:00033273) as a Whole-Time Director designated as “Executive Chairman” 2) Remuneration payable to Dr. Sachin D. Patel (DIN:00033353) as a Managing Director & CEO 3) Appointment of Mr. Nikunt Raval (DIN:10357559) as an Independent Director of the Company.
55 th AGM	12 th September, 2025 at 10:00 a.m.	Registered Office of the Company located at Plot No. 69/A, GIDC Industrial Estate, Vapi – 396 195, Dist. Valsad, Gujarat.	1) Payment of commission to Non-Executive Directors: 2) Appointment of Ms. Neha Thakore (DIN: 00893957) as an Independent Director of the Company:

Resolutions passed through Postal Ballot, the person who conducted postal ballot exercise and details of voting pattern:

During the financial year 2025-26, the Company sought approval of the Members by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with the rules thereunder on one occasion, the details of which are given below:

Date of the Notice	Last Date for receipt of Postal Ballot Forms	Date of Declaration of Result	Name of the Scrutinizer	Resolutions passed through Postal Ballot	Type of Resolution
25 th February, 2026	27 th March, 2026	27 th March, 2026	M/s. Abhishek Wagh & Associates, Practicing Company Secretaries. CS Abhishek Wagh (ACS No. 65319 & COP No. 26968)	1. Approval of material related party transactions with Themis Distributors Private Limited or with Vividhmargi Investments Private Limited (VM IPL), transferee company, post-merger.	Ordinary Resolution
				2. Approval of material related party transactions with Gujarat Themis Biosyn Limited (GTBL):	Ordinary Resolution
				3. Approval of material related party transactions with Dr. Sachin D. Patel up to Rs. 130 crores in respect of promoters inter-se transfer of equity shares of Gujarat Themis Biosyn Limited (GTBL) held by Themis Medicare Limited (TML)	Ordinary Resolution
				4. Approval of issuance of convertible equity warrants to VM IPL, promoter group company on preferential basis:	Special Resolution

Particulars	Number of Shares held	Number of Votes polled	% of Votes polled on outstanding shares	Number of Votes- in favour	Number of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Postal Ballot passed on 27th March, 2026							
1. Approval of material related party transactions with Themis Distributors Private Limited or with Vividhmargi Investments Private Limited (VM IPL), transferee company, post-merger.	9,21,00,120	46,95,550	5.09	46,92,079	3,471	99.92	0.07
2. Approval of material related party transactions with Gujarat Themis Biosyn Limited (GTBL):	9,21,00,120	46,95,550	5.09	46,95,449	101	99.99	0.002

Particulars	Number of Shares held	Number of Votes polled	% of Votes polled on outstanding shares	Number of Votes- in favour	Number of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Postal Ballot passed on 27th March, 2026							
3. Approval of material related party transactions with Dr. Sachin D. Patel up to Rs. 130 crores in respect of promoters inter-se transfer of equity shares of Gujarat Themis Biosyn Limited (GTBL) held by Themis Medicare Limited (TML)	9,21,00,120	46,95,550	5.09	46,89,729	5,821	99.87	0.12
4. Approval of issuance of convertible warrants to VMIPL, promoter group company on preferential basis:	9,21,00,120	70,51,330	7.65	70,26,559	24,771	99.64	0.35

The detailed voting procedure was mentioned in the postal ballot notice(s), the scrutinizer's report and the voting results are available on the website of the Company

xv. General Shareholders Informations:

Annual General Meeting Date and Time	: 30th September, 2026 at 11.00 A.M.
Venue	: Registered Office at Plot No. 69A, GIDC Industrial Estate, Vapi - 396195, Dist. Valsad, Gujarat.
Financial Calendar	: April to March (01/04/2026 to 31/03/2027)
Tentative Results for the Quarter ending (With Limited Review by the Statutory Auditors)	:
First Quarter Results	On or before 14 th August, 2026
Half yearly Results	On or before 14 th November, 2026
Third Quarter Results	On or before 14 th February, 2027
Audited Results for the year ending	On or before 30 th May, 2027
Record date / Cut-off date	: Wednesday, 23 rd September, 2026
Dates of Book Closure	: 24 th September, 2026 to 30 th September, 2026 (both days inclusive)
Listed on Stock Exchanges at	: BSE Limited. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400-001.
	: National Stock Exchange of India Ltd. (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400-051.
Listing Fees paid for 2025-26	: The Company has paid listing fees to BSE and NSE for the financial year 2025-26 & 2026-27
Dividend Payment Date	: On or after 30 th September, 2026
DEMAT ISIN Number for NSDL and CDSL	: INE083B01024
Websites	: www.bseindia.com www.nseindia.com

xvi. Share Transfer System:

Pursuant to SEBI notification dated January 24, 2022, requests for effecting transfer of securities in physical form, shall not be processed by the Company. In case of requests for transmission, transposition, issue of duplicate share certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, issuances of securities under consolidation of securities certificates/folios, will be processed only in demat form except for the transfer of securities which were purchased/sold prior to April 1, 2019, whether rejected/returned due to deficiency

in documents or not, such transfer can be relodged with requisite documents during the special window provided by SEBI vide their circular no. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 dated January 30, 2026, from February 5, 2026 till February 4, 2027.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt.

xvii. Distribution of Equity Shareholdings:

As on 31 st March, 2026						
Holding of shares (In Nos.)			No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholders
1	to	5000	21752	97.5251	8131117	8.8286
5001	to	10000	243	1.0895	1877485	2.0385
10001	to	20000	130	0.5829	1867452	2.0276
20001	to	30000	45	0.2018	1138038	1.2357
30001	to	40000	25	0.1121	886093	0.9621
40001	to	50000	26	0.1166	1188745	1.2907
50001	to	100000	37	0.1659	2512245	2.7277
100001	&	*****	46	0.2062	74498945	80.8891
Total			22304	100.00	9,21,00,120	100.00

Dematerialisation of shares	9,13,04,220 Shares i.e. 99.14% of the paid-up capital has been dematerialized as on 31 st March, 2026
Outstanding GDRs / ADRs / Warrants or any Convertible instruments conversion date and likely impact of equity.	Not Applicable
Commodity price risk or foreign exchange risk and hedging activities	Not Applicable
Securities suspended from trading on the exchanges	Not Applicable
Plant Locations	Vapi Plant: Plot no. 69A, G.I.D.C., Vapi – 396 195, Dist. Valsad, Gujarat. Hyderabad Plant: Plot no. 1 and 5, Industrial Development Area, Jeedimatla, Hyderabad 500-855. Haridwar Plant: Sector 6-A, Plot no.16, 17 and 18, IIE, BHEL, Haridwar 249-403
Address for Correspondence	Secretarial Department, Themis Medicare Limited. 11/12, Udyog Nagar, S.V. Road, Goregaon (West), Mumbai 400104, Maharashtra. Tel No: 91-22-67607080 Fax No. 91-22-67607019
Contact person for Investors Complaints	Mr. Suresh Savaliya 11/12, Udyog Nagar, S.V. Road, Goregaon (West), Mumbai 400-104, Maharashtra. Contact No.: 022 6760 7080 E-mail: suresh.savaliya@themismedicare.com
Registrar and Share Transfer Agent	MUFG Intime India Private Limited (Formerly Link Intime India Pvt. Ltd.) C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra Tel: +91 022 49186000 E-mail: Investor.helpdesk@in.mpms.mufg.com Website: https://in.mpms.mufg.com

XVIII. Other Disclosures:

a. Materially significant related party transactions:

Company has obtained the members approval for material significant related party transactions during the financial year 2025-26. The Audit Committee and The Board ensure such transactions are at arm's length.

The policy on related party transactions as approved by the Board is uploaded on the Company's website and the link for the same is <https://www.themismedicare.com/uploads/statutory/pdf/related-party-transaction-policy.pdf>;

b. Disclosure of Pending Cases / Instances of Non-Compliance:

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

Except, the Company has received Demand notice from Income Tax Department, Vapi, Gujarat for the assessment year 2017-18; 2018-19 and 2020-21 and appeal is made by the Company against the notice.

c. Whistle Blower Policy/ Vigil Mechanism:

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Vigil Mechanism Policy as approved by the Board is uploaded on the Company's website and the link for the same is <https://www.themismedicare.com/uploads/statutory/pdf/vigil-mechanism-whistle-blower-policy-31.pdf>;

d. Details of utilization of funds raised through Preferential Allotment / Qualified Institutional Placement:

During financial year 2025-26, the Company has not raised funds through preferential allotment of shares or qualified institutional placement. Further the Company has approved issuance 45,95,795 convertible equity warrants to Vividhmargi Investments Private Limited, Promoter Group Entity of the Company.

e. Instances of not accepting any recommendation of the Committee by the Board:

There is no such instance where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

f. Certificate of Non-Disqualification of Directors:

The Company has received a certificate from M/s. KRS and Co., Practicing Company Secretaries, confirming 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/Ministry of Corporate Affairs / Reserve Bank of India or any such statutory authority.

g. Statutory Auditor Remuneration and Network firm Disclosure:

The total fees for all services paid by the Company to the Statutory Auditors of the Company is mentioned in Notes to financial statements. The Company has not availed any services from the network firm / network entity of which the Statutory Auditors is a part.

h. Details of Material Subsidiaries:

Not applicable, as the Company has no material subsidiary during the financial year 2025-26 and has not incorporated any material subsidiary.

i. Loans and Advances to Entities of Directors Interest:

During the financial year 2025-26, the Company and its subsidiaries have not granted any loans and advances in which Directors are interested.

j. Credit Ratings:

There was a revision in the credit ratings during the year details are as under:

Facilities/Instruments	Amount (Rs. Crore)	Rating	Remarks
Long Term Bank Facilities	77.39	CARE BBB-; Negative	Reaffirmed; Outlook revised from Stable
Short Term Bank Facilities	48.50	CARE A3	Reaffirmed

k. Compliance with Corporate Governance Report Requirements:

There is no Non-Compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V of the Listing Regulations.

l. Policy on Material Subsidiaries:

The Company has framed a policy for determining “material subsidiary”. However, the Company does not have any material subsidiary as of the close of the financial year.

The policy on Material Subsidiaries as approved by the Board is uploaded on the Company’s website and the link for the same is <https://www.themismedicare.com/uploads/statutory/pdf/policy-determining-material-subsiadiary.pdf>;

m. Disclosure on Commodity Price Risks and Hedging Activities:

The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable.

n. Disclosure of Binding Agreements:

There are no such agreements in respect of information disclosed under clause 5A of Para A of Part A of Schedule III of the SEBI Listing Regulations and hence not applicable.

o. Compliance with SEBI Listing Regulations:

The Company has complied with provisions of Regulations 17 to 27 and clauses (b) to (i) & (t) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations.

p. Means of Communication:

The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, Annual Report, media releases, Company’s website and subject specific communications.

q. Financial Results:

The Quarterly, Half yearly and Annual Results were published in widely circulated newspapers viz, The Indian Express in English language and Financial Express in Gujarati language. All the data related to quarterly, half yearly and Annual Financial Results, Shareholding Pattern, News release etc. is provided under Investor Relations on the website www.themismedicare.com

The Quarterly Results, Shareholding Pattern and all other Corporate communication to the Stock Exchanges are filed through BSE Listing Centre of BSE Limited and NEAPS platform of National Stock Exchange of India Limited, for dissemination on their respective websites.

r. Conference call with Investors:

The Company participates in conference calls to discuss the quarterly / annual financial performance of the Company and prior intimation thereof is given to the stock exchanges and is also hosted on the website of the company.

s. Investor & Analyst meetings:

Details of meetings with investors and analysts are intimated to the stock exchanges by the Company in line with LODR guidelines. The same is uploaded on the website of the Company <https://www.themismedicare.com/uploads/statutory/pdf/investor-presentation-30-06-26.pdf>.

t. News Releases:

Official press releases, detailed presentations made to media, analysts, institutional investors, etc. are displayed on the Company’s website.

u. Website:

The Company's website www.themismedicare.com provides a separate section for investors where relevant member information is available. The Annual Report of the Company is also hosted on the Company's website.

- v.** During the year, the Company has not raised any fund from market through preferential allotment or qualified institutional placement. Therefore, the requirement to disclose the utilization of fund is not applicable.

w. Transfer to IEPF:

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and amendments made thereunder, the Company was required to file with the Registrar of Companies details of unclaimed/ unpaid dividend lying with the Company which would be transferred to the IEPF after a period of 7 (seven) years of its declaration and to display the details on the website of the Company. Accordingly, details of unclaimed/ unpaid dividend were filed and were also displayed on the website of the Company.

The Company has also transferred all those shares in respect of which dividend has not been claimed/ paid for seven consecutive years, as per provisions of Section 124(6) of the Companies Act, 2013 read with Rules 6 and 8 of IEPF Rules.

Non-Mandatory Requirements:

• **Shareholder Rights – Half yearly results:**

As the Company's half yearly results are published in English newspapers having a circulation all over India and in a Gujarati newspaper (having a circulation in Gujarat), the same are not sent to the shareholders of the Company but hosted on the website of the Company.

• **Audit Qualification:**

There are no qualifications contained in the Audit Report.

• **Separate Posts of Chairman and Managing Director & CEO:**

The Chairman of the Board is an Executive Director-Promoter and his position is separate from that of the Managing Director & CEO.

• **Reporting of Internal Auditors:**

The Internal Auditors of the Company report to the Audit Committee and make detailed presentation at quarterly meetings.

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

I, Dr. Sachin D. Patel, Managing Director & Chief Executive Officer of Themis Medicare Limited, hereby declare that, all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Schedule V(D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2026.

For Themis Medicare Limited

Sd/-

Place: Mumbai

Date: 28th May, 2026

Dr. Sachin D. Patel

Managing Director & CEO

Company Secretary in Practice's Report on Corporate Governance

To
 The Members,
Themis Medicare Limited.
 Plot No. 69/A, GIDC Industrial Estate,
 Vapi - 396 195, Dist. Valsad, Gujarat, India.

The Corporate Governance Report prepared by **Themis Medicare Limited** ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46 and Para C D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended **March 31, 2026** pursuant to the Listing Agreement of the Company with the BSE Limited and National Stock Exchange of India Limited (referred to as the "Stock Exchanges").

Management's Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, it is my responsibility to provide a reasonable assurance whether for the year ended **March 31, 2026**, the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations.

My examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In my opinion, based on my examination of the Company records and to the best of my information and according to explanations given to me, and representations provided by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations during the year ended **March 31, 2026**.

Other Matters and Restriction on use

I state that such compliance 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.

The certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations, for the year ended **March 31, 2026**, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

FOR KRS AND CO.
 Company Secretaries

SD/-

Ketan Ravindra Shirwadkar
 Proprietor

ACS No. 37829 | COP No. 15386
 ICSI UDIN: A037829G000393241
 Peer Review No: 3967/2023
 FRN: S2017MH469000

Place: Mumbai
Date: 28th May, 2026

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Themis Medicare Limited** having **CIN: L24110GJ1969PLC001590** and having registered office at 69-A, GIDC Industrial Estate, Vapi Valsad, Gujarat -396195, India (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2026** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR.NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	DR. DINESH SHANTILAL PATEL	00033273	29/06/2007
2.	DR. SACHIN DINESH PATEL	00033353	29/06/2007
3.	MR. SHISHIR VASANT DALAL	00007008	11/09/2023
4.	MR. RAJNEESH KEDARNATH ANAND	00134856	27/04/2007
5.	MR. NIKUNT KIRIT RAVAL	10357559	06/06/2024
6.	MRS. REENA SACHIN PATEL	00228669	11/09/2023
7.	MR. BHASKAR VEMBAN IYER	00480341	12/11/2021
8.	DR. ADAM DEMETER	10283162	11/09/2023
9.	MS. NEHA ANANT THAKORE	00893957	01/08/2025

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

FOR KRS AND CO.
Company Secretaries

SD/-
Ketan Ravindra Shirwadkar
Proprietor
ACS No. 13938
COP No. 15386
ICSI UDIN: F013938H000544556
Peer Review No: 3967/2023
FRN: S2017MH469000

Place: Mumbai
Date: 28th May, 2026

CEO-CFO Certificate

To,
The Board of Directors
Themis Medicare Limited,

We, the undersigned, in our respective capacities as Managing Director & Chief Executive Officer and Chief Financial Officer of Themis Medicare Limited ("the Company"), to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2026 and based on our knowledge and belief, we state that:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - i) Significant changes, if any, in the internal control over financial reporting during the year;
 - ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

For **Themis Medicare Ltd.**

SD/-
Dr. Sachin D. Patel
Managing Director & CEO

For **Themis Medicare Ltd.**

SD/-
Mr. Tushar Dalal
Chief Financial Officer

Place : Mumbai
Date : 28th May, 2026

Business Responsibility & Sustainability Report

SECTION A:

GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY:

1	Corporate Identification Number (CIN) of the Company	L24110GJ1969PLC001590
2	Name of the Company	THEMIS MEDICARE LIMITED
3	Year of incorporation	1969
4	Registered address	Plot No 69-A, GIDC Industrial Estate, Vapi - 396 195, Dist- Valsad, Gujarat.
5	Corporate address	11/12, Udyog Nagar, S.V Road, Goregaon (West), Mumbai – 400-104.
6	Website	www.themismedicare.com
7	Telephone No.	022-67607080
8	E-mail id	cfoassist@themismedicare.com
9	Financial year for which reporting is being done	2025-26
10	Name of the Stock Exchange (s) where shares are listed	- BSE Limited Stock Code - 530199 - National Stock Exchange of India Limited Stock Code - THEMISMED
11	Paid-up Capital	₹9,21,00,120
12	Name and contact details (telephone or email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Nagraj Mogaveera Interim Company Secretary Email: cfoassist@themismedicare.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).	Disclosures for Themis Medicare Limited are made on Standalone Basis.
14	Name of assurance provider	Not Applicable
15	Type of assurance obtained	Not Applicable

II. PRODUCTS/SERVICES:

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

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacture of Pharmaceuticals & Medicinal Chemicals	Manufacturing and marketing of finished formulations and synthetic Active Pharmaceutical Ingredients (APIs)	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	Manufacture of Pharmaceuticals & Medicinal Chemicals.	2100	100%

III. OPERATIONS:**18. Number of locations where plants and / or operations / offices of the entity are situated:**

Location	Number of Plants	Number of Corporate Offices	Total
National	3	1	4
International	-	-	-

19. Markets served by the entity**a. Number of locations:**

Locations	Number
National (No. of States)	All States and Union territories
International (No. of Countries)	The Company markets its products in over 44 countries and has more than 4,000 stockists nationwide.

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

During the reporting period, export sales accounted for 30% of the Company's total turnover.

c. A brief on types of customers:

Themis Medicare Limited (TML) primarily serves stockists and distributors, who are essential in delivering our medicinal products to pharmacies and healthcare providers. As key participants in the supply chain, they help ensure that our products are widely accessible to end users.

Our secondary customer group comprises healthcare professionals, including doctors and medical practitioners, whose prescriptions and recommendations are guided by their trust in the quality and efficacy of TML's products.

At the end of the chain are the patients, who ultimately depend on TML's formulations to meet their healthcare needs.

For Active Pharmaceutical Ingredients (APIs), TML directly caters to formulation manufacturers, who incorporate our APIs as critical components in the development and production of their medicines.

IV. EMPLOYEES:**20. Details as at the end of 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)	1302	1251	96.08%	51	3.92%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	1302	1251	96.08%	51	3.92%
WORKERS						
4.	Permanent (F)	38	38	100%	-	-
5.	Other than Permanent (G)	356	267	75.00%	89	25.00%
6.	Total workers (F + G)	394	305	77.41%	89	22.59%

b. Differently abled Employees and workers:

Sr. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<u>DIFFERENTLY ABLED EMPLOYEES</u>						
1.	Permanent (D)	There are no differently abled employees in the Company.				
2.	Other than Permanent (E)					
3.	Total differently abled employees (D + E)					
<u>DIFFERENTLY ABLED WORKERS</u>						
4.	Permanent (F)	There are no differently abled workers in the Company.				
5.	Other than permanent (G)					
6.	Total differently abled workers (F + G)					

21. Participation/Inclusion/Representation of women:

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	9*	2	22.22%
Key Management Personnel	4	-	-

* Including one Alternate Director

22. Turnover rate for permanent employees and workers (in percent):

	FY 2025-26			FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	68.30%	39.10%	66.70%	57.10%	29.50%	55.70%	42.74%	29.17%	35.95%
Permanent Workers	8.20%	0%	8.20%	7.02%	0%	7.02%	3.64%	0%	1.82%

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)
23. (a) Names of holding / subsidiary / associate companies / joint ventures:

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Gujarat Themis Biosyn Ltd	Associate	23.19% Listed	Not
2	Long Island Nutritionals Pvt. Ltd.	Associate	37.14% Unlisted	
3	Artemis Biotech Limited	Subsidiary	95% Unlisted	
4	Themis Chemicals Private Limited	Subsidiary	100% Unlisted	
5	Dr. Themis Private Limited	Subsidiary	100% Unlisted	
6	Richter Themis Medicare (India) Pvt. Ltd.	Joint venture	49% Unlisted	

VI. CSR DETAILS

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

(ii) Turnover Rs. 342.24 Crores

(iii) Net worth Rs. 268.37 Crores (excluding PPE Reserve)

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES
25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholders group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26			FY 2024-25		
		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	No	Nil	Nil	NA	Nil	Nil	NA
Investors (other than shareholders)	NA	Nil	Nil	NA	Nil	Nil	NA
Shareholders	Yes	5	Nil	NA	1	Nil	NA
Employees and workers	Yes	Nil	Nil	NA	Nil	Nil	NA
Customers	Yes	Nil	Nil	NA	Nil	Nil	NA
Value Chain Partners	No	Nil	Nil	NA	Nil	Nil	NA

Communities: There is no formal centralised grievance portal, grievances from the community are addressed through our CSR implementation partners and agencies, as outlined under Principle 8.

Shareholders: Shareholder complaints are promptly addressed by the Registrar & Transfer Agent (RTA) along with the Company's Secretarial Team. Any unresolved grievances are reviewed by the Stakeholders' Relationship Committee of the Board, which oversees and ensures their timely resolution in line with applicable regulatory requirements. For investor service-related queries, shareholders may contact the Company through the details provided on the Investor Relations page of its website: <https://www.themismedicare.com/investor-relations/investor-service-contact.aspx>

Employees and Workers: The Company has established a formal grievance redressal mechanism administered by the Human Resources (HR) Department. Employees and workers may raise their concerns through email or by using suggestion boxes placed at office and plant locations. Further, the Company has implemented a Whistle Blower Policy and Vigil Mechanism, enabling employees to report concerns relating to unethical practices, actual or suspected fraud, or violations of the Company's Code of Conduct without fear of retaliation. The Whistle Blower Policy is available at: <https://www.themismedicare.com/uploads/statutory/pdf/vigil-mechanism-whistle-blower-policy-31.pdf>

Customers: The Company addresses customer complaints and feedback through established communication channels including the designated email ID - info@themismedicare.com and other customer interaction mechanisms as detailed under Principle 9.

Value Chain Partners: The Company currently does not have a separate formal grievance mechanism specifically for value chain partners. However, concerns and issues raised by suppliers and other business partners are addressed internally through the procurement and concerned functional departments.

26. Overview of the entity's material responsible business conduct issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications¹

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 (Indicate positive or negative implications)
1	Regulatory Compliance	Risk	The pharmaceutical industry is subject to extensive regulatory requirements covering manufacturing, product quality, environmental management, health and safety and other statutory matters. Non-compliance may result in regulatory action, operational disruption, reputational damage and financial losses.	The Company maintains a structured compliance framework comprising defined SOPs, internal controls and periodic monitoring of applicable requirements. Compliance is supported through quality assurance reviews, internal audits and adherence to applicable GMP and other regulatory requirements.	Negative
2	Employee Recruitment, Development & Retention	Opportunity	The Company's operations require skilled personnel across manufacturing, quality, regulatory, research and other functions. Developing and retaining capable employees supports operational effectiveness, knowledge retention and long-term business performance.	Not Applicable	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 (Indicate positive or negative implications)
3	Affordability and Pricing	Opportunity	Availability of quality pharmaceutical products at affordable prices supports access to healthcare while strengthening customer relationships and creating opportunities for sustainable business growth.	Not Applicable	Positive
4.	Access to Medicines	Opportunity	Expanding access to quality pharmaceutical products can contribute to improved healthcare outcomes and provide opportunities for market development and sustainable business growth.	Not Applicable	Positive
5.	Drug Safety	Risk	Safety concerns regarding individuals, manufacturing defects, or insufficient disclosure of product-related risks can result in substantial product liability claims, exposing companies to financial ramifications associated with adverse events and product recalls. Biotechnology and pharmaceutical companies that effectively reduce the occurrence of product recalls, safety issues, and regulatory enforcement actions are better positioned to safeguard shareholder value.	We implement rigorous quality control and assurance processes to ensure that every product meets the highest quality standards set by both the company and regulatory authorities.	Negative
6.	Safety of Clinical Trial Participants	Opportunity	Maintaining appropriate standards for the safety and protection of clinical trial participants supports responsible product development, regulatory compliance and stakeholder confidence.	Not Applicable	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 (Indicate positive or negative implications)
7.	Supply Chain Management	Risk	The Company's ability to maintain product quality and business continuity is dependent on the availability, quality and timely supply of materials and services. Disruptions or deficiencies in the supply chain may affect manufacturing operations and business performance.	The Company follows defined procurement processes and undertakes vendor evaluations and quality assessments to support continuity of supply, quality requirements and compliance across the supply chain.	Negative
8.	Ethical Marketing	Risk	Pharmaceutical marketing activities are subject to ethical and regulatory requirements. Misleading or inappropriate marketing practices may result in regulatory consequences, loss of stakeholder trust and reputational damage.	The Company follows applicable ethical and regulatory requirements, including the Uniform Code for Pharmaceutical Marketing Practices (UCPMP), and undertakes training and monitoring of relevant personnel to support responsible marketing practices.	Negative.
9.	Occupational Health and Safety	Risk	Manufacturing activities may involve exposure to operational, chemical and other workplace hazards. Inadequate management of such risks may result in workplace incidents, employee harm, operational disruption and associated financial and reputational consequences.	The Company has implemented an Occupational Health and Safety Management System and undertakes safety audits, risk assessments, employee training, emergency preparedness measures and corrective actions to manage workplace risks.	Negative
10.	Data Integrity and Cyber Security	Risk	Data integrity and information security are important for maintaining reliable business, manufacturing and regulatory processes. Data breaches or cybersecurity incidents may result in loss of information, operational disruption, financial costs and reputational impact.	The Company has implemented information security and data protection controls, including access controls, IT monitoring, employee awareness and disaster recovery measures to support data integrity and business continuity.	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 NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.themismedicare.com/investor-relations/policiesandcodes								

Sr. No.	Name of policy	Link to Policy	Which Principles each policies goes into
1	Policy for determining Material Subsidiaries	https://www.themismedicare.com/uploads/statutory/pdf/policy-determining-material-subsiary.pdf	P1
2	Dividend Distribution Policy	https://www.themismedicare.com/uploads/statutory/pdf/dividend-distribution-policy.pdf	P1
3	CSR Policy	https://www.themismedicare.com/uploads/statutory/pdf/csr-policy-with-amendments.pdf	P4, P8
4	Code of Conduct- Insider Trading	https://www.themismedicare.com/uploads/statutory/pdf/code-of-conduct-insider-trading-22.pdf	P1
5	Business Code of Conduct	https://www.themismedicare.com/uploads/statutory/pdf/business-code-of-conduct--ethics-23.pdf	P1, P3
6	Related Party Transaction Policy	https://www.themismedicare.com/uploads/statutory/pdf/related-party-transaction-policy.pdf	P1
7	Policy for Determination of materiality of events or information	https://www.themismedicare.com/uploads/statutory/pdf/authorised-persons-determination-materiality-event.pdf	P1
8	Policy for preservation of documents	https://www.themismedicare.com/uploads/statutory/pdf/policy-for-preservation-of-documents-27.pdf	P1, P9
9	Vigil Mechanism / Whistleblower Policy	https://www.themismedicare.com/uploads/statutory/pdf/vigil-mechanism-whistle-blower-policy-31.pdf	P1
10	Code of Conduct for Fair Disclosure of Unpublished Price Sensitive Information	https://www.themismedicare.com/uploads/statutory/pdf/code-conduct-for-fair-disclosure.pdf	P1

Several other company policies that align with the remaining principles are available on the intranet.

2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, certain policies of the Company including the Code of Conduct, Supplier Code of Conduct and Human Rights Policy are also applicable to and communicated to value chain partners.
4. Name 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 your entity and mapped to each principle.	Our manufacturing sites are inspected and approved and/or licensed by national regulatory authorities, including State FDA/FDCA authorities and the Central Drugs Standard Control Organization (CDSCO), as well as by relevant international regulatory authorities. In accordance with applicable business and regulatory requirements, we maintain relevant regulatory approvals and certifications, including • WHO-GMP (National), • NAFDAC (Nigeria), • PPB (Kenya), • DIGEMID (Peru), • NDA (Uganda), • FDA (Ghana), • TMDA (Tanzania), • EDQM Certificates of Suitability (where applicable), • ISO/IEC 17025:2017 General requirements for the competence of testing and calibration laboratories, • ISO 9001:2015 (Quality Management System), • ISO 13485:2016 (Quality Management Systems) medical device, • ISO 14001:2015 (Environmental Management System), • ISO 45001:2018 (Occupational Health and Safety Management System) These regulatory approvals and certifications demonstrate our commitment to maintaining robust quality management systems, ensuring regulatory compliance, and meeting applicable quality and safety standards for the manufacture of active pharmaceutical ingredients (APIs/bulk drugs), pharmaceutical products, and medical devices.
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company continues to strengthen its focus on sustainability and responsible business practices across its operations and value chain. It remains committed towards enhancing its environmental, social and governance performance through various operational, compliance and stakeholder-focused initiatives. The Company continues to evaluate and develop short-term, medium-term and long-term ESG goals and targets in line with its business strategy, operational priorities and evolving sustainability considerations.
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	During the reporting period, the Company continued to undertake initiatives relating to operational efficiency, responsible business conduct, employee welfare, regulatory compliance and environmental management as part of its broader sustainability approach. Formal measurable ESG targets with defined timelines are currently under evaluation and accordingly detailed performance tracking against such targets is presently not applicable.
Governance, leadership and oversight	
7. Statement by Director responsible for the Business Responsibility and Sustainability Report, highlighting ESG related challenges, targets and achievements	Themis Medicare Limited remains committed to conducting its business in a responsible, ethical and sustainable manner while creating long-term value for its stakeholders. As a pharmaceutical company, we recognize the importance of balancing business growth with environmental responsibility, employee well-being, product quality and community development. During FY 2025-26, the Company continued to strengthen its environmental management practices through initiatives focused on energy efficiency, responsible waste management and regulatory compliance. We continued the adoption of LED lighting systems and the replacement of conventional refrigerants with more environmentally preferable alternatives across our facilities. Our manufacturing locations operate effluent treatment plants to ensure responsible wastewater management and maintain established systems for the safe handling and disposal of hazardous waste through authorized agencies in accordance with applicable environmental requirements.

The Company remains committed to maintaining high standards of quality, environmental management, occupational health and safety and energy management through its certified management systems. We continue to focus on creating a safe and healthy workplace through employee training, awareness programmes and well-being initiatives while fostering a culture of integrity, accountability and compliance across the organization.

We also remain committed to contributing positively to society through our CSR initiatives focused on healthcare, education and community development. Through continuous stakeholder engagement and responsible business practices, we seek to strengthen trust and create sustainable value for our customers, employees, shareholders, business partners and communities.

As sustainability expectations continue to evolve, TML will continue to focus on responsible operations, regulatory compliance and continuous improvement across its environmental, social and governance practices. Guided by our core values and commitment to excellence, we remain dedicated to supporting sustainable development while delivering quality healthcare solutions and creating long-term value for all stakeholders.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility and Sustainability Policy(ies).	Dr. Dinesh S Patel, Executive Chairman Dr. Sachin D Patel, Managing Director & CEO
9. Does the entity have a specified Committee of the Board / Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No. Sustainability related matters are overseen through the Company's existing governance framework including the Risk Management Committee, Stakeholder Relationship Committee and CSR Committee. These committees collectively monitor and guide the Company's environmental, social and governance (ESG) initiatives and related responsibilities.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee	Frequency (Annually / Half yearly / Quarterly / Any other – please specify)
Performance against above policies and follow up action	P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9 Department heads / Directors / Board committees / Board members	P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9 Periodically/As and when needed
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Board/MD	Quarterly

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.	P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9 No. The Company internally reviews the working of the above-mentioned policies wherever applicable.
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12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1 P 2 P 3 P 4 P 5 P 6 P 7 P 8 P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	
It is planned to be done in the next financial year (Yes/No)	

SECTION C:

PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is designed to assist organizations in showcasing their efforts to incorporate the Principles and Core Elements into their key processes and decisions. The requested information is divided into "Essential" and "Leadership" categories. While entities required to submit this report are expected to disclose the essential indicators, organizations aiming to advance to a higher level of social, environmental and ethical responsibility may voluntarily disclose the leadership indicators.

PRINCIPLE 1

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

ESSENTIAL INDICATORS

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

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	1	Familiarization programme	100%
Key Managerial Personnel	1	Familiarization programme	100%
Employees other than Board of Directors and KMPs	1040	Various trainings given by the company are categorised under these heads: - Technical and Professional Skills Training - Team Building and Soft Skills - POSH Training - Industry-Specific Knowledge and Trends - Training on Artificial Intelligence Regulatory and Compliance Training - HR Policies	100%
Workers	1040	Various trainings given by the company are categorised under these heads: - Technical and Process-Specific Training - Safety and Emergency Response Training - Regulatory Compliance and Quality Assurance - Employee Well-being and Workplace Policies like personal hygiene and POSH training.	100%

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

The Company, its Directors and/or KMPs have not been subjected to any thresholds of the materiality policy to pay any fines, penalties, punishments, awards, compounding fees, or settlement amounts in the financial year.

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

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

Case Details	Name of the regulatory / enforcement agencies / judicial institutions
	Nil

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

Yes. TML has established a Business Code of Conduct & Ethics which sets out the principles and standards for ethical business conduct, integrity, transparency and compliance across its operations. The Code applies to Directors, senior management personnel and specified employees of the Company and includes provisions relating to ethical conduct, conflict of interest, compliance with laws and fair treatment in the workplace.

The Code reinforces the Company's commitment towards preventing bribery, corruption, unethical practices and misuse of authority in the course of business operations. Employees and management personnel are expected to conduct business dealings with honesty, integrity and in compliance with applicable laws and regulatory requirements. The Company also has a Vigil Mechanism / Whistle Blower Policy through which employees and stakeholders may report unethical conduct, fraud, policy violations or suspected misconduct without fear of retaliation.

The Business Code of Conduct & Ethics is available at: <https://www.themismedicare.com/uploads/statutory/pdf/business-code-of-conduct--ethics-23.pdf>

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

	FY 2025-26	FY 2024-25
Directors	No disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption	
KMPs		
Employees		
Workers		

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

	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	No complaints were received with regard to conflict of interest in any of the reporting year.			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

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

No fines / penalties / actions are taken against the company or its employees by any regulators on corruption and conflict of interest.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2025-26	FY 2024-25
Number of days of accounts payables	144	137

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	FY 2025-26	FY 2024-25
Concentration of Purchases	a. Purchases from Trading houses as % of total purchases	9.69%	6.94%
	b. Number of trading houses where purchases and made from	99	97
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	6.30%	4.91%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	58.14%	65.25%
	b. Number of dealers / distributors to whom sales are made	2505	3045
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	4.40%	5.10%
Share of RPTs in	a. Purchases (Purchases with related parties/Total Purchases)	5.88%	0.21%
	b. Sales (Sales to related parties/Total Sales)	27.17%	34.74%
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	Nil	Nil
	d. Investments (Investments in related parties / Total Investments made)	Nil	Nil

LEADERSHIP INDICATORS

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

Total number of awareness programmes held	Topic/principles covered under the training	% of value chain partners covered (by value of business done with such partners) that were assessed
The Company continues to actively promote responsible business practices across its value chain and has laid out structured initiatives for the upcoming period to enhance awareness of the Business Responsibility and Sustainability Principles. These focused engagements are designed to strengthen ESG alignment and encourage shared accountability among partners. During the year, sustainability expectations were consistently integrated into regular interactions with value chain partners, reinforcing the Company's ongoing commitment in this area.		

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

Yes. TML has processes and governance mechanisms in place to identify, avoid and manage conflicts of interest involving members of the Board and senior management. The Company's Business Code of Conduct & Ethics requires Directors and senior management personnel to act in the best interests of the Company and avoid situations where personal interests may conflict with the interests of the Company.

Board members are expected to disclose any actual or potential conflicts of interest relating to business transactions, financial interests, related party dealings or other decision-making matters. Such disclosures are reviewed in accordance with applicable provisions of the Companies Act, SEBI regulations and internal governance practices. Interested Directors abstain from participating in discussions or decision-making on matters where a conflict may exist.

The Code also emphasizes transparency, ethical conduct, accountability and compliance with applicable laws and corporate governance requirements in managing conflict of interest situations.

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe.

ESSENTIAL INDICATORS:

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

	2025-26	2024-25	Details of improvements in environmental and social impacts
R&D	-	-	During FY 2025-26, the Company undertook R&D initiatives focused on process optimisation and the adoption of sustainable technologies. These initiatives included measures aimed at reducing solvent consumption, improving process yields and minimising hazardous waste generation, thereby supporting improved resource efficiency, process safety and reduction in environmental impacts.
Capex	-	-	During the year, the Company made capital investments towards strengthening its environmental management infrastructure. This included the installation of a 50 KLD effluent treatment and recycling plant comprising Reverse Osmosis (RO), Multiple Effect Evaporator (MEE) and Agitated Thin Film Dryer (ATFD) systems to facilitate the treatment and reuse of wastewater within the facility. The Company also made investments towards improving waste handling and pollution control systems. These initiatives are intended to reduce freshwater consumption and effluent discharge while strengthening overall environmental performance.

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**
The Company prioritizes ethical sourcing through comprehensive supplier screening. We are currently elevating these practices by developing a formal sustainable sourcing framework which will be a vital step in our sustainability roadmap. This work ensures our procurement processes continue to evolve in line with our environmental and social commitments.
b. If yes, what percentage of inputs were sourced sustainably?
Currently, the Company does not track the percentage of inputs sourced sustainably; however, it acknowledges the importance of sustainable sourcing. The Company is working towards establishing mechanisms to measure and report the sustainability of its sourcing practices and intends to disclose this information in the coming years.
3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**
 - (a) **Plastics (including packaging):** The Company complies with the Plastic Waste Management Rules prescribed by the Central Pollution Control Board (CPCB). Appropriate measures are implemented for the collection, handling, reduction, recycling and environmentally sound disposal of plastic waste, including packaging materials.
 - (b) **E-waste:** The Company has established procedures for the safe collection and disposal of electronic waste (e-waste) through authorized recyclers and in coordination with the State Pollution Control Board (SPCB), in line with applicable statutory requirements.
 - (c) **Hazardous Waste:** A comprehensive system is in place for the handling, storage, transportation, and disposal of hazardous waste. The process is managed in accordance with applicable environmental regulations and under the guidance of the SPCB and authorized waste management agencies.
 - (d) **Other Waste:** The Company follows defined practices for the segregation, collection, storage, and disposal of other non-hazardous waste streams through approved channels, ensuring compliance with SPCB guidelines and environmental standards.
4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes, Extended Producer Responsibility (EPR) is applicable to the entity's activities and the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Board.

LEADERSHIP INDICATORS

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

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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The Company has not conducted Life Cycle Perspective / Assessments (LCA) for any of its products or services. Same shall be assessed in the upcoming years and taken up accordingly.

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

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

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

Indicate input material	Recycled or re-used input material to total material	
	FY 2025-26	FY 2024-25

As a manufacturer of pharmaceutical products, the Company is unable to utilize reused or recycled input materials in its manufacturing processes due to the stringent quality, safety and regulatory requirements applicable to the industry. The critical nature of pharmaceutical products, particularly with respect to patient health and safety, necessitates the use of approved virgin materials that comply with applicable regulatory standards and clinical requirements. Accordingly, reused or recycled input materials cannot be incorporated into product-related manufacturing processes.

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

	FY 2025-26			FY 2024-25		
	Reused	Recycled	Safely Disposed	Reused	Recycled	Safely Disposed
Plastics (including packaging)	Nil					
E-waste						
Hazardous waste						
Other waste (Paper)						

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

Indicate product category	Reclaimed products and their packaging materials (as percentage of products sold) for each product category
Not Applicable	

PRINCIPLE 3

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

ESSENTIAL INDICATORS

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

Category	% of employees covered by										
	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	1251	1251	100%	1251	100%	-	-	-	-	-	-
Female	51	51	100%	51	100%	51	100%	-	-	-	-
Total	1302	1302	100%	1302	100%	51	100%	-	-	-	-
Other than Permanent employees											
Male	NIL										
Female											
Total											

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B /A)	Number (C)	% (C /A)	Number (D)	% (D /A)	Number (E)	% (E /A)	Number (F)	% (F /A)
Permanent workers											
Male	38	38	100%	38	100%	-	-	-	-	-	-
Female	-	-	100%	-	100%	-	-	-	-	-	-
Total	38	38	100%	38	100%	-	-	-	-	-	-
Other than Permanent workers											
Male	267	267	100%	267	100%	-	-	-	-	-	-
Female	89	89	100%	89	100%	89	100%	-	-	-	-
Total	356	356	100%	356	100%	89	100%	-	-	-	-

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

	FY 2025-26	FY 2024-25
Cost incurred on well-being measures as a % of total revenue of the company	0.12%	0.10

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

Benefits	FY 2025-26			FY 2024-25		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	NA	100%	100%	NA
ESI	100%	100%	Y	100%	100%	Y

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.

Yes. TML is committed to fostering an inclusive and accessible workplace environment in line with the principles of equality, dignity and fair treatment. The Company endeavors to ensure that its office premises and facilities including the corporate office are accessible and supportive for differently abled individuals in accordance with applicable requirements of the Rights of Persons with Disabilities Act, 2016.

While there are currently no differently abled employees or workers engaged by the Company, TML continues to maintain an inclusive approach towards workplace accessibility and employee well-being. The Company's Business Code of Conduct & Ethics promotes respect, non-discrimination, equal opportunity and fair treatment for all employees and stakeholders.

The Company remains committed to taking necessary measures and reasonable accommodations to support differently abled employees and workers as and when required.

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.

The Company does not have a separate Equal Opportunity Policy. However, the principles of equal opportunity, fairness, and non-discrimination are incorporated within its Business Code of Conduct and Ethics.

The Code requires all employees to promote a workplace built on respect, dignity, and equal treatment, irrespective of gender, caste, religion, disability, or any other attribute. It reflects the Company's commitment to maintaining an inclusive environment that encourages merit-based growth and mutual respect.

These principles guide the Company's people practices and demonstrate its commitment to diversity and inclusion across all levels of the organization. The Business Code of Conduct and Ethics can be accessed at: <https://www.themismedicare.com/uploads/statutory/pdf/business-code-of-conduct--ethics-23.pdf>.

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

While the Company grants Maternity leave, it does not have a policy of paternal leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	No parental leave was availed during the reporting year			
Female				
Total				

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

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, TML has established formal mechanisms for employees and workers to raise, report and redress workplace grievances and concerns in a fair, transparent and confidential manner. The Company believes in maintaining a positive work environment and encourages employees and workers to communicate concerns relating to workplace practices, employee welfare, behavior, ethics or other employment-related matters through designated grievance channels.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	The Human Resources (HR) department acts as the primary nodal authority for receiving, reviewing and addressing grievances raised by employees and workers. Concerns may be submitted directly to the HR team through the designated to hr@themismedicare.com . In addition, employees are also provided access to the Employee Self Service (ESS) portal through which workplace concerns and grievances may be raised and tracked internally.

	Yes/No (If Yes, then give details of the mechanism in brief)
	Further, the Company has implemented a Vigil Mechanism and Whistle Blower Policy which enables employees and stakeholders to report concerns relating to unethical conduct, fraud, misconduct, policy violations or other inappropriate practices without fear of retaliation or discrimination. The mechanism provides for confidentiality of complaints and appropriate review and resolution procedures in line with the Company's governance framework. The Company endeavors to address grievances in a timely and effective manner and continues to strengthen employee engagement, transparency and workplace accountability through these mechanisms.

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

Category	FY 2025-26			FY 2024-25		
	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	At present, none of the Company's employees or workers are members of any associations or unions. However, the Company does not place any restrictions on employees or workers forming or joining such associations or unions.					
Male						
Female						
Total Permanent Workers						
Male						
Female						

8. Details of training given to employees and workers:

Category	FY 2025-26					FY 2024-25				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	1251	1251	100%	1251	100%	1592	1592	100%	1592	100%
Female	51	51	100%	51	100%	81	81	100%	81	100%
Total	1302	1302	100%	1302	100%	1673	1673	100%	1673	100%
Workers										
Male	305	305	100%	305	100%	250	250	100%	250	100%
Female	89	89	100%	89	100%	105	105	100%	105	100%
Total	394	394	100%	394	100%	355	355	100%	355	100%

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

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	1251	1251	100%	1592	1592	100%
Female	51	51	100%	81	81	100%
Total	1302	1302	100%	1673	1673	100%
Workers						
Male	305	305	100%	250	250	100%
Female	89	89	100%	105	105	100%
Total	394	394	100%	355	355	100%

10. Health and safety management system:

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

Yes, the Company has implemented an Occupational Health and Safety Management System across all manufacturing facilities. Regular safety audits are conducted at all sites by external agencies and the findings are reviewed with the Audit Committee to ensure continuous improvement and compliance with established safety standards.

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

The Company undertakes periodic safety audits and risk assessments to identify workplace hazards. These evaluations are carried out both on a scheduled and need basis to ensure identification of potential risks and to assess the adequacy and effectiveness of existing safety controls.

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

Yes. The Company has established reporting mechanisms that allow employees and workers to promptly report hazards, unsafe conditions, incidents and near-miss events to their respective department heads.

A dedicated safety team investigates such reports, performs root cause analysis and implements corrective and preventive actions to avoid recurrence. Emergency preparedness is reinforced through regular mock drills and necessary safety measures are verified. In addition, the Company ensures quick access to medical assistance, including availability of ambulances and required antidotes where applicable.

- d. **Do the employees / worker of the entity have access to non-occupational medical and healthcare services?**

Yes. Employees have access to medical and healthcare support for non-occupational conditions as well. First aid facilities are available in all departments for minor ailments or injuries. Eligible employees and workers are also covered under the Employees' State Insurance (ESI) scheme, which provides medical benefits for illness, injury, and maternity-related needs.

Further, employees are covered under applicable medical and health insurance policies, enabling access to hospitalization and treatment benefits depending on eligibility and policy terms.

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

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

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

The Company follows a comprehensive and layered framework to maintain a safe and healthy workplace environment across all its facilities. Periodic safety audits are undertaken to identify potential hazards, assess operational risks, and strengthen workplace safety measures. Recommendations arising from these assessments are systematically implemented to enhance existing safety controls and operational practices. In addition, the Company has established detailed Standard Operating Procedures (SOPs) governing the storage and handling of materials, which are consistently adhered to at the operational level.

The Company demonstrates a strong culture of compliance in its material handling practices, ensuring clear segregation of hazardous and non-hazardous substances. Hazardous materials are stored in designated open-air areas to reduce the possibility of harmful vapor accumulation, while storage locations are maintained with adequate ventilation. Employees were observed consistently following prescribed safety norms through the use of appropriate personal protective equipment (PPE), reflecting a high level of awareness and discipline toward workplace safety. Good housekeeping practices are also maintained, including proper labeling, clear movement pathways, and systematic storage arrangements, all of which contribute to a safer and more organized work environment. Furthermore, the Company maintains well-structured documentation relating to SOPs, material handling procedures, and safety compliance requirements, demonstrating a proactive and organized approach to occupational health and safety management.

Overall, these initiatives highlight the Company's continued commitment to reducing occupational hazards, protecting employee well-being, and promoting a strong safety-first culture throughout its operations.

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

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	No complaints were received from employees or workers during the reporting year.					
Health & Safety						

14. Assessments for the year:

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

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

During the reporting period, no safety-related incidents or material risks concerning health, safety or working conditions were identified through the assessments conducted. Consequently, no corrective measures were required or initiated with respect to occupational health and safety practices.

LEADERSHIP INDICATORS

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

Yes. TML extends compensatory and insurance coverage measures for both employees and workers in the event of unfortunate incidents occurring during the course of employment.

For workers, the Company has workmen compensation coverage in place across its manufacturing plants and operational locations in accordance with applicable statutory requirements. The policy provides compensation support in the event of death or employment-related injury of workers.

For employees including head office personnel, the Company has implemented a Group Accidental Insurance Policy to provide financial support and compensation coverage in the event of accidental death or related incidents. These measures form part of the Company's commitment towards employee welfare, workplace protection and social security support for its workforce.

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

The Company has established a monitoring mechanism to ensure compliance by its value chain partners with applicable statutory requirements. Periodic compliance reports and supporting documents are obtained from the partners as evidence that statutory dues and related obligations have been appropriately deducted and deposited with the relevant authorities. Through regular review and verification of such records, the Company seeks to ensure adherence to all applicable statutory compliance requirements across its value chain.

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

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	None of the employees / workers suffered any high consequence work- related injury / ill-health / fatalities. Hence, this is not applicable.			
Workers				

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

Yes. The Company offers transition assistance programs, including the opportunity to be rehired as consultants.

5. 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	The value chain partners are assessed and continuously monitored wherever required, the percentage is not quantified currently.
Working Conditions	

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

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 follows a systematic approach to identify its key stakeholder groups by evaluating the level of influence, engagement and interdependence between the stakeholders and the organization. Stakeholders are identified as individuals, groups or institutions that may affect or be affected by the Company's operations, business decisions and overall performance. These typically include customers, employees, suppliers, investors, regulators, business associates and communities surrounding the areas of operation.

The identification process takes into account factors such as the nature and extent of stakeholder interactions, statutory and regulatory requirements, business priorities and opportunities for long-term value creation. Inputs received through various engagement mechanisms, including meetings, audits, consultations, reviews and community interactions, also support the stakeholder identification process. Continuous engagement with stakeholders enables the Company to better understand their expectations and concerns while ensuring that its business practices remain aligned with social, environmental, and governance responsibilities.

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

Key Stakeholders	Whether identified as Vulnerable & Marginalised Group (Yes / No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually / Half yearly / Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Meetings, emails and other communication mechanisms	Frequent and need based	To engage with customers regarding products, market developments, quality expectations and business requirements and to address feedback and concerns, if any
Government/ Competent Authorities	No	Meetings, statutory filings and other communication mechanisms	Need based	To ensure regulatory compliance, obtain approvals and permissions and remain updated on developments in applicable laws, regulations and industry practices
Employees	No	Direct interaction, emails, meetings and internal communication platforms	Regular and need based	To communicate organizational developments, address employee concerns, support employee engagement and discuss welfare, performance and workplace matters
Suppliers	No	Emails, meetings and periodic interactions	Frequent and needbased	To coordinate procurement activities, ensure continuity of supply, maintain quality standards and discuss compliance and operational requirements
Investors & funders	No	Annual General Meetings, stock exchange disclosures, website, emails, investor meetings and conference calls	Quarterly and need based	To provide updates on financial and operational performance, corporate developments and governance matters and to address investor queries and grievances
Communities	Yes	Direct engagement and interactions through CSR implementation partners and local outreach activities	Frequent and need based	To support community development initiatives and understand local needs through CSR and social impact programmes

LEADERSHIP INDICATORS

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

The process of stakeholder consultation has been delegated to the Managing Director and the Senior Management Team of the Company. They engage with relevant stakeholders, as and when required, on a range of economic, environmental, and social matters linked to the Company's operations and impact. These interactions are intended to obtain stakeholder inputs, understand concerns, and gather meaningful insights on matters of significance to the business.

The key outcomes and observations emerging from these consultations are consolidated and presented to the Board of Directors on a quarterly basis during Board Meetings. This structured reporting mechanism ensures that the Board remains well-informed of stakeholder perspectives and is able to consider them while making strategic and informed decisions aligned with stakeholder expectations.

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

Yes. The Company believes in engaging with stakeholders to understand their concerns and feedback in terms of material topics pertaining to ESG parameters for the company.

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

The Company actively aligns with the Government's CSR framework and undertakes various initiatives aimed at the upliftment and welfare of disadvantaged, vulnerable, and marginalized sections of society.

As part of its Corporate Social Responsibility efforts, the Company focuses on improving access to essential services, particularly in the areas of healthcare and education. These initiatives are designed to address key developmental needs and support inclusive growth for underserved communities. Through such programmes, the Company seeks to contribute meaningfully to the well-being and empowerment of vulnerable stakeholder groups.

PRINCIPLE 5

Businesses should respect and promote human rights

ESSENTIAL INDICATORS

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

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	1302	1302	100%	1673	1673	100%
Other than permanent Employees	-	-	-	-	-	-
Total Employees	1302	1302	100%	1673	1673	100%
Workers						
Permanent	38	38	100%	29	29	100%
Other than permanent	356	356	100%	326	326	100%
Total Workers	394	394	100%	355	355	100%

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

Category	FY 2025-26					FY 2024-25				
	Total(A)	Equal to Minimum Wage		More than Minimum Wage		Total(D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/ A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	1302	-	-	1302	100%	1673	-	-	1673	100%
Male	1251	-	-	1251	100%	1592	-	-	1592	100%
Female	51	-	-	51	100%	81	-	-	81	100%
Other than Permanent	-	-	-	-	-	-	-	-	-	-
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
Workers										
Permanent	38	-	-	38	100%	29	-	-	29	100%
Male	38	-	-	38	100%	29	-	-	29	100%
Female	0	-	-	-	-	-	-	-	-	-
Other than Permanent	356	-	-	356	100%	326	-	-	326	100%
Male	267	-	-	267	100%	221	-	-	221	100%
Female	89	-	-	89	100%	105	-	-	105	100%

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

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/salary/ wages of respective category
Board of Directors (BoD)*	2	-	-	-
Key Managerial Personnel	3	-	-	-
Employees & Workers other than BoD and KMP	1246	2,40,960	51	2,76,413
Workers	38	4,01,862	-	-

* The Board of Directors excludes 4 Independent Directors and 1 Non-Executive Director, as they receive sitting fees.

** Including left employees & workers during the FY 2025-26 and excluding non-permanent workforce

b. Gross wages paid to females as % of total wages paid by the entity in the following format:

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	4.50%	4.24%

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. Each plant has a separate HR team responsible for addressing human rights impacts or issues. Additionally, there is a POSH (Prevention of Sexual Harassment) committee in place to handle related matters.

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

Yes, the Company has established comprehensive internal mechanisms to address grievances related to human rights issues. Each plant is equipped with its own dedicated HR team, which plays a pivotal role in addressing and mitigating human rights impacts or issues within their respective locations. Employees and workers can directly approach these HR teams to report grievances related to human rights.

Furthermore, the Company has implemented a POSH (Prevention of Sexual Harassment) committee at each plant to specifically handle matters concerning sexual harassment in the workplace. This committee ensures that all allegations or complaints related to sexual harassment are handled sensitively, confidentially, and in accordance with legal requirements and company policies.

In addition to contacting the HR teams directly, employees also have access to the Employee Self Service (ESS) portal, through which they can register grievances electronically. This dual approach ensures that all concerns related to human rights are promptly addressed, investigated thoroughly, and resolved effectively, promoting a safe and respectful work environment across all company locations.

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

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	There were no complaints received in any of the reporting period.					
Discrimination at workplace						
Child Labour						
Forced Labour / Involuntary Labour						
Wages						
Other human rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 in the following format:

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	There were no complaints received in any of the reporting period.	
Complaints on POSH as a % of female employees / workers		
Complaints on POSH upheld		

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The company has a strict policy against retaliation towards individuals who raise or report concerns. Any form of retaliation or harassment against individuals who have reported, or are considering reporting, concerns in good faith is prohibited. The company is committed to taking disciplinary action up to and including dismissal, in accordance with local labor laws against any employee found to be engaging in such behaviour. This ensures a safe and supportive environment for employees to raise concerns without fear of reprisal.

9. Do human rights requirements form part of your business agreements and contracts?

Yes, business agreements and contracts entered into by our company with third parties includes standard contract clauses for labour rights wherever applicable.

10. Assessments for the year.

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced / involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Since the company is compliant, there was no corrective action suggested by any auditing / inspecting authority / official.

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

No grievances or complaints related to human rights principles and guidelines were received during the reporting period. However, as part of a proactive approach to employee safety and well-being, the Company has introduced travel guidelines for women employees to ensure their safety while commuting to and from the workplace, as well as during work-related travel.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Human rights due diligence is carried out through regular internal audits across all our plant locations. These audits assess compliance with applicable human rights standards and practices, with the objective of ensuring the protection of employee and worker rights, safety and overall well-being within the Company's operations.

3. Is the premise / office of the entity accessible to differently abled visitors as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. The Company is committed to ensuring accessibility for differently abled visitors and continues to assess and enhance its facilities to meet their needs. Efforts are ongoing to further improve the accessibility of office premises in line with applicable requirements and best practices.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	During audits, the value chain partners were evaluated based on these criteria. However, the percentage is not ascertainable.
Discrimination at workplace	
Child Labour	
Forced Labour / Involuntary Labour	
Wages	

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 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:

Parameters	FY 2025-26 (In Gigajoules)	FY 2024-25 (In Gigajoules)
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total Energy consumption from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	32703.10	33005.97
Total fuel consumption (E)	9121.12	13626.17
Energy consumption through other sources (F)		-
Total Energy consumption from non-renewable sources (D+E+F)	41824.22	46632.14
Total energy consumed (A+B+C+D+E+F)	41824.22	46632.14
Energy intensity per rupee of turnover (Total energy consumption/ Revenue from Operations)	0.000012	0.000011
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.00025	0.00026
Energy intensity in terms of physical output*	974.03	1122.69
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

*The physical output of Themis Medicare Limited's products are ascertained in different units of measurement, considering the diverse nature of its product lines. For FY 2025–26, the output from the bulk drug manufacturing division has been calculated using the available quantity in metric tonnes, totaling 42.94

MT. The output from the formulations division, where production is tracked in terms of unit count (number of finished products), stood at 74039514 units. The calculation provided here is, therefore, based solely on the output available in metric tonnes and excludes unit-based production figures.

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.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance or compliance with standards or regulations.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any

No. TML does not have any sites or facilities identified as Designated Consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India. Accordingly, the Company is not subject to targets or compliance obligations prescribed under the PAT framework.

However, the Company continues to undertake energy conservation and operational efficiency measures across its manufacturing facilities and operations in line with applicable environmental and energy management practices.

3. Provide details of the following disclosures related to water in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in Kilolitres)		
(i) Surface water	-	1370
(ii) Groundwater	33195	58707
(iii) Third party water	32016	213
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	65211	60290
Total volume of water consumption (in kilolitres)	65211	59358
Water intensity per rupee of turnover (Water consumed / Revenue from operations)	0.000019	0.000014
Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.00039	0.00032
Water intensity in terms of physical output*	1518.68	1429.07
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

*The physical output of Themis Medicare Limited's products are ascertained in different units of measurement, considering the diverse nature of its product lines. For FY 2025–26, the output from the bulk drug manufacturing division has been calculated using the available quantity in metric tonnes, totaling 42.94

MT. The output from the formulations division, where production is tracked in terms of unit count (number of finished products), stood at 74039514 units. The calculation provided here is, therefore, based solely on the output available in metric tonnes and excludes unit-based production figures.

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.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance or compliance with standards or regulations.

4. Provide the following details related to water discharged

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(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	3570	591
- With treatment – please specify level of treatment - Primary and Secondary treatment	16033	14409
(v) Others	-	-
- No treatment	-	213
- With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	19603	15213

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.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance or compliance with standards or regulations.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

TML has not implemented a Zero Liquid Discharge (ZLD) mechanism at its facilities. However, the Company has established Effluent Treatment Plants (ETPs) at its manufacturing locations to ensure effective treatment and management of wastewater in compliance with applicable environmental regulations and discharge standards.

At the Haridwar facility, the Company operates an ETP with a treatment capacity of 25 KLD/day for pre-treatment of wastewater. The system is designed to remove contaminants and impurities before further treatment or safe discharge, thereby supporting environmentally responsible wastewater management practices and regulatory compliance.

At the Vapi facility, TML operates an ETP with a treatment capacity of 115 KLD/day for pre-treatment of wastewater generated during operations. The treated effluent is subsequently routed to the Common Effluent Treatment Plant (CETP) managed by VGEL, Vapi for further treatment and disposal in accordance with applicable environmental norms.

Through these wastewater treatment systems, the Company continues to strengthen its environmental management practices and support responsible water and effluent management across its manufacturing operations.

6. Please provide details of air emissions (other than GHG emissions) by the entity in the following format:

Parameter	Please specify unit	FY 2025-26	FY 2024-25
NOx	microgram / cubic meter	96.3	73.1
SOx	microgram / cubic meter	104.9	44.1
Particulate matter (PM)	microgram / cubic meter	132.82	100.6
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
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)	<i>Metric tonnes of CO₂ equivalent</i>	1408.95	1062.60
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)	<i>Metric tonnes of CO₂ equivalent</i>	5415.1825	6665.375
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	-	0.0000020	0.0000019
Total Scope 1 and Scope 2 emissions per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	-	0.000041	0.000043
Total Scope 1 and Scope 2 emissions intensity in terms of physical output*	-	158.93	186.05
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

*The physical output of Themis Medicare Limited's products are ascertained in different units of measurement, considering the diverse nature of its product lines. For FY 2025–26, the output from the bulk drug manufacturing division has been calculated using the available quantity in metric tonnes, totaling 42.94

MT. The output from the formulations division, where production is tracked in terms of unit count (number of finished products), stood at 74039514 units. The calculation provided here is, therefore, based solely on the output available in metric tonnes and excludes unit-based production figures.

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.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance or compliance with standards or regulations.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Yes. TML has undertaken initiatives across its manufacturing facilities aimed at improving energy efficiency and reducing greenhouse gas (GHG) emissions as part of its broader commitment towards environmental sustainability and responsible operations.

At the Haridwar and Vapi facilities, the Company is progressively replacing conventional Compact Fluorescent Lamps (CFLs) with energy-efficient LED lighting systems. CFLs release a significant portion of energy in the form of heat, whereas LED lighting systems consume comparatively lower electricity and generate substantially less heat, thereby improving overall energy efficiency and reducing indirect GHG emissions associated with energy consumption. The Company continues to increase the adoption of LED lighting across its facilities as part of its energy conservation initiatives.

In addition, TML is also replacing air conditioning systems utilizing R-22 refrigerant gas with systems using R-32 refrigerant gas, which is considered a comparatively more environmentally friendly alternative with lower environmental impact. This transition supports the Company's efforts towards reducing environmental footprint and promoting responsible environmental management practices.

These initiatives reflect the Company's continued focus on operational sustainability, energy optimization and adoption of environmentally responsible technologies across its manufacturing operations.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	1.485
E-waste (B)	204	204
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste - Used Oil, ETP Sludge, Expired Medicine and Process Residue. (G)	63.34	53.838
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	-	-
Total (A + B + C + D + E + F + G + H)	267.34	259.32
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) - Metric tonnes/Rupees	0.000000078	0.000000064
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.0000016	0.0000014
Waste intensity in terms of physical output*	6.23	6.24
Waste intensity (optional) - the relevant metric may be selected by the entity	-	-
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 – E-waste	204	204.036
(ii) Re-used	-	-
(iii) Other recovery operations - Used oil, discarded containers, plastic bags/liners	6.013	-
Total	210.013	204.036

Parameter	FY 2025-26	FY 2024-25
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration - Expired medicine & distillation residue	46.319	7.94
(ii) Landfilling - ETP sludge	11.012	45.87
(iii) Other disposal operations		-
<i>Total</i>	57.331	53.81

*The physical output of Themis Medicare Limited's products are ascertained in different units of measurement, considering the diverse nature of its product lines. For FY 2025–26, the output from the bulk drug manufacturing division has been calculated using the available quantity in metric tonnes, totaling 42.94

MT. The output from the formulations division, where production is tracked in terms of unit count (number of finished products), stood at 74039514 units. The calculation provided here is, therefore, based solely on the output available in metric tonnes and excludes unit-based production figures.

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.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

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 wastes.

TML follows structured waste management practices across its manufacturing facilities in line with applicable environmental regulations and prescribed hazardous waste management requirements. The Company has established systems for segregation, storage, handling, treatment and disposal of hazardous and non-hazardous waste through authorized agencies and approved waste management processes.

At the Haridwar facility, the Company has entered into arrangements with authorized hazardous waste management agencies approved by the Uttarakhand Environment Protection and Pollution Control Board (UEPPCB) for treatment, storage and disposal of hazardous waste. Hazardous waste generated at the facility is packaged, labeled and stored securely in designated hazardous waste storage areas in accordance with the Hazardous Waste Management & Handling Rules. Disposal activities are carried out only through authorized vendors and all necessary records and manifests are maintained as per applicable regulatory requirements. Deactivated media and other regulated waste are also handed over to approved agencies for safe disposal.

Similarly, at the Vapi facility, TML has arrangements with authorized agencies approved by the Gujarat Pollution Control Board (GPCB) for treatment and disposal of hazardous waste generated during operations. Hazardous waste is handled, packaged and stored in designated secured areas and is disposed of through approved vendors in compliance with applicable hazardous waste management regulations and manifest procedures prescribed by the authorities.

The Company follows a strict policy against unauthorized onsite reprocessing or reuse of hazardous waste and ensures that disposal is undertaken only through authorized waste management agencies. TML also continues to undertake operational controls, process monitoring and compliance practices aimed at minimizing environmental impact and ensuring safe handling of hazardous and regulated materials across its operations.

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:

Sr. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
The Company refrains from conducting its operations in environmentally fragile or ecologically sensitive regions. This strategic decision underscores the company's commitment to responsible business practices and environmental stewardship, avoiding potential harm to delicate ecosystems. By deliberately choosing locations that are not ecologically sensitive, the company aims to minimize its environmental impact and contribute to the preservation of biodiversity and natural habitats.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable, In accordance with the Ministry of Environment, Forest & Climate Change (MoEF) guidelines, the industry/operations are exempt from the requirement to furnish environmental clearance or undergo an Environmental Impact Assessment (EIA).					

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, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Sr. No.	Specify the law / regulation /guidelines which was not complied with	Provide details of the non-compliance	Any fines /penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is compliant with the applicable environmental law / regulations / guidelines				

LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):
For each facility / plant located in areas of water stress, provide the following information:
(i) Name of the area: Not Applicable
(ii) Nature of operations: Not Applicable
(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)	Our plants are situated in regions where water stress is not a concern. This deliberate choice of locations is part of our commitment to responsible resource management, ensuring that our operations have minimal impact on water-stressed areas.	
(i) Surface water		
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kilolitres)		

Parameter	FY 2025-26	FY 2024-25
(i) Into Surface water	Our plants are situated in regions where water stress is not a concern. This deliberate choice of locations is part of our commitment to responsible resource management, ensuring that our operations have minimal impact on water-stressed areas.	
- 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		
Total water discharged (in kilolitres)		

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.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
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)	<i>Metric tonnes of CO₂ equivalent</i>	Not ascertainable	
Total Scope 3 emissions per rupee of turnover	-		
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.

There hasn't been an external review or analysis conducted to assess various aspects of our operations, performance, or compliance with standards or regulations.

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.

The company refrains from conducting its operations in environmentally fragile or ecologically sensitive regions. This strategic decision underscores the company's commitment to responsible business practices and environmental stewardship, avoiding potential harm to delicate ecosystems. By deliberately choosing locations that are not ecologically sensitive, the company aims to minimize its environmental impact and contribute to the preservation of biodiversity and natural habitats.

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:

Initiative undertaken	Details of the initiative (Web- link, if any, may be provided along-with summary)	Outcome of the initiative
Energy Efficiency through LED Lighting	TML has progressively adopted LED lighting systems across its facilities in place of conventional CFL lighting. LED lights consume comparatively lower electricity, generate less heat and have a longer operational life, thereby improving energy efficiency and reducing maintenance requirements.	Reduction in electricity consumption and indirect greenhouse gas emissions associated with energy usage. Improved energy efficiency, lower maintenance requirements and reduced waste generation through longer life of lighting systems.
Transition to R-32 Refrigerant Systems	The Company is replacing air conditioning systems using R-22 refrigerant gas with systems using R-32 refrigerant gas at its facilities including Haridwar and Hyderabad locations. R-32 is considered a comparatively more environmentally friendly refrigerant with lower ozone depletion and global warming impact.	Reduction in environmental impact associated with refrigerant emissions, improved energy efficiency of cooling systems and support towards climate change mitigation and environmentally responsible operations.
Air Pollution Control through Scrubber System	At the Haridwar facility, the Company has installed scrubber systems for mitigation and control of process emissions generated during manufacturing operations. The system assists in controlling air pollutants and reducing emissions released into the atmosphere.	Improved control of process emissions and air pollutants, enhanced environmental compliance and support towards cleaner production practices and reduction of environmental impact from manufacturing operations.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link.

Themis Medicare Limited has in place a robust Business Continuity and Disaster Management framework to manage operational disruptions and emergency situations effectively. At its core is the On-Site Emergency Plan, developed in line with applicable statutory requirements, including the Factories Act, the Environment (Protection) Act, and the Manufacture, Storage and Import of Hazardous Chemicals Rules.

The plan defines risk assessment procedures, emergency response protocols, resource deployment strategies, communication mechanisms, and clearly assigned roles and responsibilities for key personnel. It provides structured response actions for various emergencies such as fire incidents, chemical leaks, explosions, and natural calamities.

An Emergency Response Team, led by the Emergency Controller, ensures coordinated and timely action during incidents. The Company also conducts regular mock drills, safety trainings, and evacuation exercises to strengthen preparedness and employee awareness. In addition, mutual aid arrangements with nearby industries and coordination with local authorities further enhance off-site emergency readiness. Emergency layouts and contact details are prominently displayed across facilities for quick reference.

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?

No adverse impact and hence no adaptation measures have been taken by the Company.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

The Company has not undertaken any mitigation or adaptation measures as of yet.

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers / associations.

The Company is affiliated with three (3) trade and industry chambers / associations.

- b. List the top 10 trade and industry chambers / associations (determined based on the total members of such body) the entity is a member of / affiliated to.

Sr. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/National)
1	Indian Drug Manufacturers Association (IDMA)	National
2	Pharmaceuticals Export Promotion Council of India (PHARMEXCIL)	National
3	Indian Pharmaceutical Association (IPA)	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective active taken
Not applicable since there were no cases of anti-competitive conduct by the Company		

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

Sr. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually / Half yearly / Quarterly / Others – please specify)	Web Link, If available
The Company works closely with various trade and industry associations including industry representations to the government and regulators. We ensure that policy advocacy is carried out in a transparent and responsible manner taking into account Company's as well as the larger national interest.					

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 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
No such projects were undertaken by the entity, hence Not Applicable.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	5 of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has established processes to receive, review, and address grievances from the community as part of its ongoing Corporate Social Responsibility (CSR) programmes. These initiatives are carried out either directly or through appointed implementation partners who work closely with local communities.

These partners facilitate regular engagement at the ground level and act as a conduit for sharing any concerns or issues raised during project execution with the Company. All such grievances are escalated appropriately and resolved in a structured and timely manner.

The Company also periodically reviews the effectiveness of these grievance redressal mechanisms to ensure that community concerns are addressed efficiently, thereby reinforcing its commitment to transparency, responsiveness, and strong community relationships.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers.

Parameter	FY 2025-26	FY 2024-25
Directly sourced from MSMEs / small producers	27.35%	15.72%
Some directly from within the district and neighboring districts	65.93%	79.81%

Previous year figures have been updated based on revised BRSR format.

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	FY 2025-26	FY 2024-25
Rural	-	-
Semi-Urban	-	-
Urban	9.27	9.86
Metropolitan	19.64	32.07

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Note: In addition to the percentage mentioned above, 71.09% of the employees are Field employees which are spread PAN India. Hence, the location is not ascertainable.

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your Company in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (In INR)
The Company has not undertaken any CSR projects in the designated aspirational districts as identified by the government.			

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No, the Company has not formalised a dedicated preferential procurement policy. However, a

comprehensive supplier evaluation and onboarding process is followed to ensure that all vendors meet the Company's standards of quality, reliability, and ethical conduct.

This assessment framework enables the Company to maintain a responsible and well-balanced supply chain by engaging only with suppliers who comply with its operational requirements and align with its core values and business principles.

b. From which marginalized / vulnerable groups do you procure?

Not Applicable

c. What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your 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				

5. 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		

6. Details of beneficiaries of CSR Projects

Sr. No.	CSR Project	No. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	Rajayoga Charitable Trust	Not applicable	
2	Avdhoot Charitable Trust		
3	Chhagam Patidar Samaj		

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. Describe mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has put in place well-defined mechanisms for the receipt and resolution of consumer complaints and feedback. Inputs related to products are received from a wide range of stakeholders, including customers, regulatory authorities, healthcare professionals, distributors, and suppliers, and are formally recorded for review and action.

Each complaint is assigned to a dedicated team for detailed investigation, including identification of root causes and implementation of appropriate corrective and preventive measures to avoid recurrence. This structured approach ensures timely resolution while supporting continuous improvement in product quality and customer satisfaction.

In addition, stakeholders can directly share their concerns or feedback through the Company's designated communication channel at info@themismedicare.com, which is actively monitored for prompt response and action.

2. Turnover of products and / services as a percentage of turnover from all products / service that carry information about:

Parameter	As a Percentage of Total turnover
Environmental and social parameters relevant to the product	Nil
Safe and responsible usage	100% of our products carry information about its responsible and safe usage. We display relevant information on the product labels as per the requirement of national and international regulatory bodies' guidelines for responsible and safe consumption of medicine.
Recycling and / or safe disposal	Nil

3. Number of consumer complaints in respect of the following:

	FY 2025-26			FY 2024-25		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	No consumer complaints were received in any of the reporting period.					
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						
Total						

In the regular course of business, we receive and resolve all our customers queries in a timely manner. Currently, there are no litigations in the respect of the enlisted matters.

4. Details of instances of product recalls on account of safety issues:

	Number	Reason for recall
Voluntary recalls	1	Two batches were recalled as a precautionary measure under the Company's quality and safety monitoring process. The Company continues to follow robust quality and safety practices to ensure product quality and patient well-being.
Forced recalls	Nil	NA

1.

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. No

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.

For FY 2025-26, there were no complaints received for issues pertaining to delivery of essential services, advertising action taken by regulatory authorities on safety of products / services.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches: Nil
- Percentage of data breaches involving personally identifiable information of customers: Nil
- Impact, if any, of the data breaches: Not Applicable

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Information relating to TML's products, manufacturing capabilities, business operations and other corporate disclosures can be accessed through the Company's official website: www.themismedicare.com

The website includes information relating to the Company's pharmaceutical products, business divisions, manufacturing facilities, investor disclosures, corporate governance practices and stakeholder contact details.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and / or services.

Each product label contains comprehensive information for consumers, including pharmacokinetics, directions for safe use, details of ingredient sourcing and composition, mechanism of action, clinical pharmacology, potential interactions, possible side effects, and storage instructions, among other relevant information.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

In accordance with the regulations of the National Pharmaceutical Pricing Authority (NPPA), any planned discontinuation of a scheduled formulation is duly notified to stakeholders through a public notice, and the Government is informed at least six months in advance of the intended discontinuation date.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, the Company periodically undertakes surveys and feedback exercises with doctors to evaluate and enhance its internal processes. In situations involving disruption or discontinuation of essential supplies, such as medicines, the Supply Chain team assesses the prevailing market status of the product to support timely and informed customer communication.

Likewise, when inquiries are received regarding product availability or shortages, the Supply Chain Customer Relations team either responds directly or coordinates with relevant internal teams to ascertain the current market status and provide an appropriate and accurate response to the customer.

Independent Auditors' Report

To the members of **Themis Medicare Limited**
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Themis Medicare Limited** (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") which comprises the consolidated Balance Sheet as at 31st March, 2026, and the consolidated statement of profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information. (here in after 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 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, and their consolidated profit, their consolidated total comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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. We have determined the matters described below to be the Key audit matters to be communicated in our report.

Key Audit Matters	How was the matter addressed in our Audit
Revenue Recognition – the Parent: The company has numerous customers from different geographical and having different terms of engagement and conditions relating to Revenue recognition, the right of return, variable consideration and price adjustments. Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured at the fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. The Parent recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.	Our Audit Procedure Included: We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included goods dispatch notes and shipping documents. We inspected, on a sample basis, key customer contracts to identify terms and conditions relating to goods acceptance and rebates and assessing the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards. We assessed the appropriateness of the revenue recognition accounting policies, including those relating to rebates and discounts by comparing with applicable accounting standards. Our opinion is not modified in respect of this matter.
Trade Payables At 31 March 2026, the total trade payables balances included in Note No. 17 was Rs. 5,083.53 Lacs (Previous Year: Rs. 5,143.75 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account to selected vendors for the year ended March 31, 2026. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade payables included: - Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities; - Selecting a sample of items of procurements made during the year ended 31st March 2026 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; - Obtaining confirmations and / or account statements from selected accounts payables and reconciling to the vendor accounts; - We assessed and validated the ageing profile of trade payables; Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.

Key Audit Matters	How was the matter addressed in our Audit
Trade Receivables: At 31 March 2026, the total receivables balances net of provisions included in Note 8 was Rs. 17,811.66 Lacs (Previous Year: Rs. 17,710.24 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account to selected customers for the year ended 31.03.2026. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade receivables included: - We assessed and validated the ageing profile of trade receivables; - We assessed recoverability on a sample basis by reference to cash received subsequent to year-end and issue of credit notes post year-end, as necessary; - Obtaining confirmations and / or account statements from selected customers and reconciling to the general ledger accounts; - We considered the appropriateness of judgements regarding provisions for trade receivables and assessed whether these provisions were calculated in accordance with the Company's provisioning policies and / or whether there was evidence of management bias in provisioning, obtaining supporting evidence as necessary. Confirmations have been sought from customers and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per the books of account has been retained and necessary adjustments were made in these Financial Statements for doubtful cases based on subsequent collections. Hence no further adjustments are warranted. However the management should take necessary steps to ensure 100% compliance with regard to third party direct confirmations. Based upon the above, we satisfied ourselves that management has taken reasonable judgements that were materially supported by the available evidence in respect of the relevant receivable balances and also for doubtful recovery the provision has been provided. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis Report and Business Responsibility Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and joint ventures audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and joint ventures is traced from their financial statements audited by the other auditors.
- If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated

financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associates and joint ventures in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and its joint ventures and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for assessing the ability of the Group and of its associates and joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are also responsible for overseeing the financial reporting process of the Group and of its associates and joint ventures.

Auditor's Responsibility 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 judgement 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 financial 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 Parent has adequate internal financial controls system 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures 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 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 and its associates and joint ventures 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 information of the business activities within the Group and its associates and joint ventures 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 of such business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent 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

- We did not audit the financial statements of 3 subsidiaries whose financial information reflects total assets of Rs. 9.30 Lakhs as at 31 March 2026 and total revenues of Rs. Nil for the year ended 31 March 2026 respectively, total net loss after tax of Rs. 1.32 Lakhs and total comprehensive income of Rs. Nil for the year ended 31 March 2026 respectively, and net cash inflow/outflow of Rs. Nil for the year ended on that date, as considered in the consolidated annual financial statement, which have been audited by their respective Independent auditors.
- We did not review the financial information of 2 Associates and 1 Joint Venture, whose financial information reflect total assets of Rs. 67,864.61 Lakhs as at 31 March 2026 and total revenues of Rs. 27,970.52 Lakhs, for the year ended 31 March 2026 respectively, total net Profit after tax of Rs. 5,671.45 Lakhs and total comprehensive income of Rs. 0.50 Lakhs for the year ended 31 March 2026 respectively, as considered in the consolidated financial statement. These financial statements have been audited / reviewed, as applicable, by the other auditors whose report has been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this Associates and joint venture, is based solely on the report of the other auditor and the procedures performed by us as stated under Auditors Responsibilities section above.
- Our report on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the financial statements of the subsidiaries and joint ventures referred to in the Other Matters section above 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 consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.
 - 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 Flow 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 Parent as on March 31, 2026 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, associate companies and joint venture companies incorporated in India, none of the directors of the Group companies, its associate companies and joint venture companies incorporated in India is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent, subsidiary companies, associate companies and joint venture companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
 - g) The Group has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
 - h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and joint ventures. (Refer Note 34(b) of Consolidated Financial Statement)
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary companies, associate companies and joint venture companies incorporated in India.

- iv. a) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) 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 or any of such subsidiaries 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 by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note 45(vi) of Consolidated Financial Statement)
- (b) The Management of the Holding Company has represented to us that, to the best of their knowledge and belief, as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries 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. (Refer Note 45(vi) of Consolidated Financial Statement)
- (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) of Rule 11(e) contain any material misstatement.
- v. The final dividend paid by the Holding Company and its associate companies incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The respective Board of Directors of the Holding Company and associate companies incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi. Based on our examination which included test checks, performed by us on the Company and its subsidiaries, Joint Venture and Associates incorporated in India, except for the instance mentioned below, have used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026 which 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 respective software.

During the course of performing our audit procedures, we did not notice any instance of audit trail feature being tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirements for record retention.

2. In our opinion and according to the information and explanations given to us, the Companies (Auditor's Report) Order, 2020 of the Holding Company did not include any unfavourable answers or qualifications or adverse remarks.

For **Krishaan & Co**
Chartered Accountants
(Firm's Registration No. 0014535)

K. Sundarrajan
Partner
(Membership No. 208431)
UDIN: 26208431EXPPXK1046

Place: Mumbai
Date: 28th May 2026

Annexure - A to the independent Auditors' Report

(Referred to in paragraph (f) under the 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the Consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2026, we have audited the internal financial controls over financial reporting of THEMIS MEDICARE LIMITED, (hereinafter referred to as "the Holding Company") and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, and its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the "Internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI)." These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by The Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to our audit of internal financial controls and both issued by The Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary companies, its associate companies and jointly controlled companies.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
 - 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us the Company its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2026, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India.

For **Krishaan & Co**
Chartered Accountants
(Firm's Registration No. 001453S)

K. Sundarrajan
Partner
(Membership No. 208431)
UDIN: 26208431EXPPXK1046

Place: Mumbai
Date: 28th May 2026

Consolidated Balance Sheet as at 31st March, 2026

(₹ in Lakhs)

Particulars	Notes	March 31, 2026	March 31, 2025
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	16,639.99	17,203.05
(b) Capital Work-in-Progress	4	247.21	250.67
(c) Right-of-use Assets	4 (a)	0.00	0.00
(d) Intangible Assets	5	11.52	33.36
(e) Investments accounted for using the equity method	6	10,849.83	9,444.87
(f) Financial Assets			
(i) Investments	6A	33.73	31.82
(ii) Other Financial Assets	6A	121.12	118.35
(g) Other Non-Current Assets	11	1,389.70	1,334.48
		29,293.10	28,416.60
Current Assets			
(a) Inventories	7	8,108.72	8,431.45
(b) Financial Assets			
(i) Trade Receivables	8	17,811.66	17,710.24
(ii) Cash and Cash Equivalents	9	453.81	655.94
(iii) Bank Balances Other than (ii) above	10	461.18	627.73
(iv) Other Financial Assets	6A	641.10	621.15
(c) Other Current Assets	11	3,021.22	2,340.07
		30,497.69	30,386.58
Total		59,790.79	58,803.18
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	13	921.00	920.40
(b) Other Equity	14	38,937.38	39,339.71
Equity attributable to equity holders of the parent		39,858.38	40,260.11
Non Controlling Interest		(0.16)	(0.14)
Total Equity		39,858.22	40,259.97
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	2,186.23	1,861.18
(ii) Lease Liabilities	15(a)	-	-
(b) Provisions	19	193.58	186.50
(c) Deferred Tax liabilities (Net)	12	936.80	883.07
		3,316.61	2,930.75
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	7,822.89	6,437.67
(ii) Lease Liabilities	15(a)	-	-
(iii) Trade Payables	17		
Total outstanding dues of Micro enterprises and Small enterprises		285.05	330.95
Total outstanding dues of creditors other than micro enterprises and small enterprises		4,798.48	4,812.80
(iv) Other Financial Liabilities	16	3,298.78	3,152.72
(b) Other Current Liabilities	18	74.02	112.96
(c) Provisions	19	336.74	180.36
(d) Current Tax Liabilities (Net)	20	-	585.00
		16,615.96	15,612.46
Total		59,790.79	58,803.18

Significant Accounting Policies and
Notes Forming Part of the Financial Statements

1 to 46

As per our report of even date attached
For KRISHAAN & CO.

Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan

Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Consolidated Statement of Profit and Loss for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	Notes	2025-26	2024-25
REVENUE			
Revenue from operations (net)	21	34,223.55	40,551.16
Other income	22	936.16	466.95
Total Revenue (I)		35,159.71	41,018.11
EXPENSES			
Cost of materials consumed	23	5,730.34	7,630.85
Purchases of stock-in-trade	24	6,300.24	7,366.65
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	25	916.54	(1,798.44)
Employee benefits expense	26	9,351.68	9,637.58
Finance costs	27	1,068.86	1,003.95
Depreciation and amortization expense	28	1,032.11	992.87
Other expenses	29	11,885.43	12,809.70
Total Expenses (II)		36,285.20	37,643.16
Profit/(loss) before share of profit/(loss) of an associate and a joint venture, exceptional items and tax(I-II)		(1,125.49)	3,374.95
Share of profit/(loss) of an associate and a joint venture		1,404.84	592.54
Profit / (loss) before exceptional items and tax		279.35	3,967.49
Exceptional Items		86.53	-
Profit / (loss) before tax		192.82	3,967.49
Tax expense:			
Current tax		-	830.00
Adjustment of tax relating to earlier periods		-	-
Deferred tax		78.45	154.21
Profit / (Loss) for the period		114.37	2,983.28
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans		(98.24)	(41.30)
Income tax effect		24.72	10.40
Share of Other Comprehensive Income of Associates and Joint Ventures accounted using equity method		0.12	1.18
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:			
Exchange differences in translating the financial statements of a foreign operation		4.65	0.07
Other Comprehensive income for the year, net of tax		(68.75)	(29.65)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		45.62	2,953.63
Total comprehensive income for the year, net of tax attributable to:			
Profit for the year attributable to:			
Equity holders of the parent		114.39	2,983.30
Non-controlling interests		(0.02)	(0.02)
Other comprehensive income for the year attributable to:			
Equity holders of the parent		(68.75)	(29.65)
Non-controlling interests		-	-
Total comprehensive income for the year attributable to:			
Equity holders of the parent		45.64	2,953.65
Non-controlling interests		(0.02)	(0.02)
Earnings per share for profit attributable to equity shareholders	31		
Basic EPS		0.12	3.24
Diluted EPS		0.12	3.24

Significant Accounting Policies and Notes Forming Part of the Financial Statements 1 to 46

As per our report of even date attached
For KRISHAAN & CO.
Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Consolidated Statement of Cash Flows for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	2025-26	2024-25
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit/(Loss) before tax :	192.82	3,967.49
Adjustments for:		
Depreciation and amortisation expense	1,032.11	992.87
(Profit) / Loss on sale of property, plant and equipment	7.17	(8.80)
Changes in fair value of financial instruments at fair value through profit or loss	(1.91)	3.36
Dividend and interest income classified as investing cash flows	(196.45)	(154.80)
Finance costs	889.37	849.23
Adjustment on account of strike off of Subsidiary	(5.35)	-
Exchange differences in translating the financial statements of a foreign operation	4.65	0.07
Share of (profit) Loss from joint ventures and associates	(1,404.84)	(592.54)
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	(101.42)	84.31
(Increase)/Decrease in inventories	322.73	(1,374.02)
Increase/(Decrease) in trade payables	(60.22)	414.52
(Increase)/Decrease in other financial assets	(22.72)	(135.80)
(Increase)/Decrease in other assets	(681.14)	(315.39)
Increase/(Decrease) in provisions	65.22	69.11
(Increase)/Decrease in Other bank balance	166.55	309.70
Increase/(Decrease) in Other financial liabilities	146.06	413.22
Increase/(Decrease) in Other liabilities	(38.94)	23.50
Cash generated from operations	313.69	4,546.03
Less: (Income taxes paid)/refund received (Net)	(640.22)	(1,075.02)
Net cash inflow from operating activities	(326.53)	3,471.01
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(487.07)	(1,542.64)
Proceeds from sale of investments (Payments for investments)(Net)	-	2.18
Proceeds from sale of property, plant and equipment	36.14	168.22
Dividends received	169.33	42.82
Interest received	27.12	111.98
Net cash outflow from investing activities	(254.48)	(1,217.44)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issues of shares	18.18	(0.00)
Receipts / (Repayment) of Current borrowings	1,385.22	(464.15)
Receipts / (Repayment) of non Current borrowings	325.05	(816.22)
Interest paid	(889.37)	(849.23)
Dividends paid	(460.20)	(460.20)
Net cash inflow (outflow) from financing activities	378.88	(2,589.80)
Net increase (decrease) in cash and cash equivalents	(202.13)	(336.23)
Cash and Cash Equivalents at the beginning of the financial year	655.94	992.17
Cash and Cash Equivalents at end of the year	453.81	655.94
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks on current accounts	448.22	651.56
Cash on hand	5.59	4.38
Balances as per statement of cash flows	453.81	655.94

Significant Accounting Policies and Notes Forming Part of the Financial Statements

1 to 46

As per our report of even date attached For KRISHAAN & CO.

Chartered Accountants
Firm Registration No: 001453S

K Sundarajan

Partner
Membership No: 208431

Place: Mumbai

Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai

Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Consolidated Statement of Changes in Equity for the year ended 31st March, 2026

A EQUITY SHARE CAPITAL

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
equity shares of INR 1 each			
April 01, 2024			
Numbers	9,20,27,700	12,420	9,20,40,120
Amount	920.28	0.12	920.40
March 31, 2025			
Numbers	9,20,40,120	-	9,20,40,120
Amount	920.40	-	920.40
March 31, 2026			
Numbers	9,20,40,120	60,000	9,21,00,120
Amount	920.40	0.60	921.00

(₹ in Lakhs)

B OTHER EQUITY

Particulars	Reserves and Surplus				Property, Plant and Equipment Reserve	Exchange differences on translating the financial statements of a foreign operation	Money Received against Share Application	Total other equity attributable to parent	Non Controlling Interest	Total other equity
	Capital Reserve	Securities Premium	General Reserve	Share Based Payment Reserve	Retained Earnings					
As at April 01, 2024	29.99	3,556.59	6,733.76	(0.00)	23,193.49	3,337.14	(4.71)	36,846.26	(0.12)	36,846.14
Profit for the period	-	-	-	-	2,983.30	-	-	2,983.30	(0.02)	2,983.28
Other comprehensive income	-	-	-	-	(29.72)	-	0.07	(29.65)	-	(29.65)
Total comprehensive income for the year	29.99	3,556.59	6,733.76	(0.00)	26,147.07	3,337.14	(4.64)	39,799.91	(0.14)	39,799.77
Issue of equity shares	-	-	-	-	-	-	-	-	-	-
Share based payments (Employee Stock Option)	-	-	-	-	-	-	-	-	-	-
Money Received against share warrants	-	-	-	-	-	-	-	-	-	-
Transfer from PPE to Retained Earning	-	-	-	-	40.02	(40.02)	-	-	-	-
Dividend	-	-	-	-	(460.20)	-	-	(460.20)	-	(460.20)
As at March 31, 2025	29.99	3,556.59	6,733.76	(0.00)	25,726.89	3,297.12	(4.64)	39,339.71	(0.14)	39,339.57
Profit for the period	-	-	-	-	114.39	-	-	114.39	(0.02)	114.37
Other comprehensive income	-	-	-	-	(73.40)	-	4.65	(68.75)	-	(68.75)
Total comprehensive income for the year	29.99	3,556.59	6,733.76	(0.00)	25,767.88	3,297.12	0.01	39,385.35	(0.16)	39,385.19
Issue of equity shares	-	17.58	-	-	-	-	-	17.58	-	17.58
Share based payments (Employee Stock Option)	-	-	-	-	-	-	-	-	-	-
Money Received against Share Application Money	-	-	-	-	-	-	-	-	-	-
Transfer from PPE to Retained Earning	-	-	-	-	40.02	(40.02)	-	(460.20)	-	(460.20)
Dividend	-	-	-	-	(460.20)	-	-	(5.35)	-	(5.35)
Adjustment on account of strike off of Subsidiary	-	-	-	-	(5.35)	-	-	-	-	-
As at March 31, 2026	29.99	3,574.17	6,733.76	(0.00)	25,342.35	3,257.10	0.01	38,937.38	(0.16)	38,937.22

Significant Accounting Policies and Notes Forming Part of the Financial Statements

1 to 46

As per our report of even date attached

For KRISHAAN & CO.
Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

1 Corporate Information

These statements comprise consolidated financial statements of Themis Medicare limited (CIN: L24110GJ1969PLC001590) (the 'Holding Company') and its subsidiaries, associates and joint ventures (collectively, the 'Group' or the 'Company') for the year ended March 31, 2026. The Holding company is a public company domiciled in India and is incorporated on May 31, 1969 under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the company is located at Plot No 69A, G.I.D.C Industrial Estate, Vapi district Valsad, Gujarat -396 195.

The Group is principally engaged in the activities pertaining to manufacturing of pharmaceutical products, especially in Formulation and API activity.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 28, 2026.

2 Significant Accounting Policies

2.1 Basis of preparation

The consolidated financial statements of the group have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards)(Amendment) Rules, 2016 and the relevant provisions of the Companies Act, 2013 ("the Act").

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value or at amortised cost depending on the classification(refer accounting policy regarding financial instruments),
- Employee defined benefit assets/(obligations) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligations, and
- Long term borrowings, except obligations under finance leases, are measured at amortised cost using the effective interest rate method.

The Group adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 1, 2023. 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, entityspecific accounting policy information that users need to understand other information in the financial statements.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Summary of significant accounting policies

(a) Principles of consolidation and equity accounting

(i) Subsidiaries

Subsidiaries are all entities (including structured 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

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

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. InterGroup 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 where necessary to ensure consistency with the policies adopted by the Group.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on March 31. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

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) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(iii) Joint arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has investment in joint ventures.

Joint ventures

Interests in joint ventures are accounted for using the equity method (see(iv) below), after initially being recognised at cost in the consolidated balance sheet.

(iv) 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 profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

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.

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 Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in below.

(v) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(b) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in-progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on straight line basis using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. 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.

(c) Intangible assets

Intangible assets that are acquired by the Group are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of trade marks are amortized on a straight line basis over the useful life of ten years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

(d) Research and development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalised. These costs are charged to the respective heads in the Statement of Profit and Loss in the year it is incurred. The amount capitalised comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

(e) Impairment of non financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods 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.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(f) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

(iii) Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

(g) Financial Instruments

Financial assets and financial liabilities are recognised when a Group becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Classification and Subsequent Measurement: Financial Assets

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- 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.

(ii) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Group recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Group follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Derecognition of financial liabilities

A financial liability is derecognized 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 or 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

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. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(h) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received.

(i) Convertible financial instrument

Convertible instruments are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible instrument based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

(j) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period 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 balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(iii) Minimum alternate Tax

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

(k) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

(l) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers, using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

Recognising revenue from major business activities

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

(ii) Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

(iii) Dividend income

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iv) Export benefits

Export Benefits are accounted on accrual basis and recognised in the year of export.

(m) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

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.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(iii) Post-employment obligations

The company operates the following post-employment schemes:

(a) defined benefit plans viz gratuity,

(b) defined contribution plans viz provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised 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.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

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. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

(v) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Option Plan.

Employee options

The fair value of options granted under the Employee 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
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

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.

(n) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

The respective leased assets are included in the balance sheet based on their nature.

(o) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made,

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Group.

Claims against the Group where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(p) Borrowing costs

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

(q) Segment Reporting - Identification of Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

(r) Earnings per share

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

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
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(s) 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."

(t) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

(u) Current/non current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

(v) 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.

(w) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

2.3 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.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact on its consolidated financial statements.

In August 2025, MCA notified the following amendments to:

- a. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Group has no impact of these amendments in its classification criteria of current and non-current liabilities.
- b. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Group has evaluated the amendment and confirms that it does not have any supplier finance arrangements (including reverse factoring or similar arrangements) as at the reporting date. Consequently, the disclosure requirements under Ind AS 7 and the additional liquidity risk considerations under Ind AS 107 are not applicable to the Group.
- c. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The Group has evaluated the amendment and noted that it is not part of a group covered under the Pillar Two Model Rules. Accordingly, the amendment to Ind AS 12 does not have any impact on the financial statements of the Group.

3 Critical accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

(i) Fair value measurement of Financial Instruments

When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques which involve various judgements and assumptions.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(ii) Estimation of net realizable value for inventories

Inventory is stated at the lower of cost and net realizable value (NRV).

NRV for completed inventory is assessed by reference to market conditions and prices existing at the reporting date and is determined by the Company, based on comparable transactions identified.

(iii) Impairment of non - financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

(iv) Recoverability of trade receivables

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

(v) Useful lives of property, plant and equipment/intangible assets

The Company reviews the useful life of property, plant and equipment/intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

(vi) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note above.

(vii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

4. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and Equipments	Furniture and Fixtures	Vehicles	Office Equipments	Electric Installations	Capital Work in Progress	Total
GROSS CARRYING VALUE										
As at April 1, 2024	3,357.12	2,796.32	2,408.20	12,632.20	1,448.38	446.18	62.67	240.24	260.18	23,651.49
Additions	-	-	163.62	964.25	227.38	167.38	11.80	17.72	2.98	1,555.13
Disposals	-	-	-	104.21	7.28	111.60	0.73	1.15	12.49	237.46
As at March 31, 2025	3,357.12	2,796.32	2,571.82	13,492.24	1,668.48	501.96	73.74	256.81	250.67	24,969.16
Additions	-	-	135.88	226.29	126.95	-	1.83	-	302.26	793.21
Disposals	-	-	-	-	-	68.71	-	-	305.72	374.43
Adjustment on account of strike off of Subsidiary	-	-	-	-	(0.60)	-	-	-	-	(0.60)
As at March 31, 2026	3,357.12	2,796.32	2,707.70	13,718.53	1,794.83	433.25	75.57	256.81	247.21	25,387.34
ACCUMULATED DEPRECIATION/IMPAIRMENT										
As at April 1, 2024	-	383.20	559.18	4,966.18	439.22	129.57	28.48	104.13	-	6,609.96
Depreciation for the Period	-	47.90	88.68	612.08	146.30	46.72	10.22	19.13	-	971.03
Disposals	-	-	-	12.29	3.01	49.60	0.36	0.29	-	65.55
As at March 31, 2025	-	431.10	647.86	5,565.97	582.51	126.69	38.34	122.97	-	7,515.44
Depreciation for the Period	-	47.90	96.85	620.99	167.08	44.80	11.75	20.90	-	1,010.27
Disposals	-	-	-	-	-	25.40	-	-	-	25.40
Adjustment on account of strike off of Subsidiary	-	-	-	-	(0.17)	-	-	-	-	(0.17)
As at March 31, 2026	-	479.00	744.71	6,186.96	749.42	146.09	50.09	143.87	-	8,500.14
Net Carrying value as at March 31, 2026	3,357.12	2,317.32	1,962.99	7,531.57	1,045.41	287.16	25.48	112.94	247.21	16,887.20
Net Carrying value as at March 31, 2025	3,357.12	2,365.22	1,923.96	7,926.27	1,085.97	375.27	35.40	133.84	250.67	17,453.72

4. Capital Work-in-progress : Ageing

(₹ in Lakhs)

Particulars	As at March 31, 2026				
	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	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	247.21	247.21
Total	-	-	-	247.21	247.21

(₹ in Lakhs)

Particulars	As at March 31, 2025			
	Amount in Capital Work-in-progress for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Project in progress	3.46	-	-	3.46
Project temporarily suspended	-	-	-	247.21
Total	3.46	-	-	250.67

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

4 (a) RIGHT - OF - USE ASSETS

(₹ in Lakhs)

Particulars	ROU	Total
GROSS CARRYING VALUE		
As at April 1, 2024	307.17	307.17
Impact of adoption of Ind AS 116		
Additions	-	-
As at March 31, 2025	307.17	307.17
Additions	-	-
As at March 31, 2026	307.17	307.17
ACCUMULATED DEPRECIATION/IMPAIRMENT		
As at April 1, 2024	307.17	307.17
Depreciation for the Year	-	-
As at March 31, 2025	307.17	307.17
Depreciation for the Year	-	-
As at March 31, 2026	307.17	307.17
Net Carrying value as at March 31, 2026	0.00	0.00
Net Carrying value as at March 31, 2025	0.00	0.00

Notes:

i. Leased Assets

Property, Plant and Equipment includes the following amounts where the company is a lessee under finance lease :

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Land		
Cost	2,796.32	2,796.32
Accumulated Depreciation	(479.00)	(431.10)
Net carrying amount	2,317.32	2,365.22
Vehicles		
Cost	358.89	461.23
Accumulated Depreciation	(107.51)	(112.29)
Net carrying amount	251.38	348.94

The company has entered into long-term leasing arrangements for land with government authorities which are in the nature of finance lease. These arrangements do not involve any material recurring payments, hence other disclosures are not given.

The lease term in respect of vehicles acquired under finance lease are generally for three to seven years.

ii. Property, Plant and Equipment given as collateral security against borrowings by the company

Refer to Note No. 42 for information on property, plant and equipment given as collateral security by the company.

iii. Deferral/Capitalisation Of Exchange Differences

The Ministry of Corporate Affairs (MCA) has issued the amendment dated December 29, 2011 to AS 11 'The Effects of Changes in Foreign Exchange Rates' , to allow companies deferral/capitalization of exchange differences arising on long-term foreign currency monetary items. In accordance with the amendment/earlier amendment to AS 11 read with Para D13AA of Ind AS 101 'First time adoption of Indian Accounting Standard', the Company has capitalised exchange loss, 'arising on long-term foreign currency loan to the cost of plant and equipment.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

iv. Assets under Construction

Capital work in progress comprises new building and additions to manufacturing facilities being constructed in India.

v. Contractual Obligations

Refer to Note No. 34 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

vi. Execution of conveyance and other documents in respect of Office Premises purchased for Rs. 91.00 lakhs in an earlier year are yet pending. The relevant expenses pertaining to the same will be accounted in the year of execution. Amount not ascertainable.

vii. Execution of conveyance and other documents in respect of Training Centre Premises at Goregaon purchased for Rs. 106.35 lakhs in an earlier year are yet pending. The relevant expenses pertaining to the same will be accounted in the year of execution. Amount not ascertainable.

5. INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Trademarks / Patent
GROSS CARRYING VALUE	
As at April 1, 2024	229.92
Additions / Deductions	-
As at March 31, 2025	229.92
Additions / Deductions	-
As at March 31, 2026	229.92
ACCUMULATED AMORTISATION AND IMPAIRMENT	
As at April 1, 2024	174.72
Amortisation for the year	21.84
As at March 31, 2025	196.56
Amortisation for the period	21.84
As at March 31, 2026	218.40
Net Carrying value as at March 31, 2026	11.52
Net Carrying value as at March 31, 2025	33.36

i. Significant Estimate: Useful Life of Intangible Assets

6. INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(A) Investments in Associates		
Quoted		
2,52,72,037 shares of INR 1 each of Gujarat Themis Biosyn Limited fully paid up (March 31, 2025 : 2,52,72,037 shares of INR 1 each)	7,132.23	6,218.89
(B) Investments in Joint Ventures		
Unquoted		
6,860,000 Equity shares of Richter Themis Medicare (India) Private Limited of INR 10 each fully paid up (March 31, 2025 : 6,860,000)	3,717.60	3,225.98
Total	10,849.83	9,444.87

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

6A. FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(A) INVESTMENTS		
Non Current		
(1) Investments carried at fair value through Profit and Loss		
(a) Investments in Equity Instruments		
Quoted		
505 Equity shares of Union Bank of India of INR 10 each fully paid (March 31, 2025 : 505)	0.83	0.64
9,000 Equity Shares of Bank of Baroda of INR 2 each fully paid (March 31, 2025 : 9,000)	22.27	20.55
Unquoted		
600 Equity Shares of Jeedimetla Effluent Treatment Limited of INR 100 each fully paid up (March 31, 2025 : 600)	0.60	0.60
100 Equity Shares of The Zoroastrian Cooperative Bank Limited of INR 25 each fully paid up (March 31, 2025 : 100)	0.03	0.03
(b) Investments in bonds		
Unquoted		
20, 20 years Deep Discount Bonds of Sardar Sarovar Narmada Nigam Limited of INR 3,600 each fully paid up (March 31, 2025 : 20)	10.00	10.00
Total	33.73	31.82
Aggregate amount of quoted investments	7,155.33	6,240.08
Market value of quoted investments	57,504.35	71,161.98
Aggregate amount of unquoted investments	3,728.22	3,236.61
Aggregate amount of impairment in the value of investments	-	-
Investments carried at amortised cost	-	-
Investments carried at fair value through other comprehensive income		
Investments carried at fair value through profit and loss	33.73	31.82
Investments carried at cost	-	-
Investments accounted using equity method	10,849.83	9,444.87
(B) OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Bank Deposits with more than 12 months maturity	121.12	118.35
Total	121.12	118.35
Current		
Financial assets carried at amortised cost		
Security Deposits	641.10	621.15
Total	641.10	621.15

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

7. INVENTORIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(Valued at lower of Cost and Net Realisable value)		
Raw materials		
In Stock	1,790.14	1,170.15
In Transit	248.41	246.56
Work-in-process	881.84	1,337.44
Finished goods	4,583.50	5,044.44
Stores and spares	20.29	16.36
Packing Material and Power and Fuel	584.54	616.50
Total	8,108.72	8,431.45

8. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Trade Receivables from customers	9,923.52	12,084.89
Receivables from other related parties	7,888.14	5,625.35
	17,811.66	17,710.24
Breakup of Security details		
Secured, considered good	-	-
Unsecured, considered good	17,811.66	17,710.24
Which have significant increase in credit risk	-	-
Credit Impaired	52.62	-
	17,864.28	17,710.24
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Doubtful	52.62	-
Bad Debts	-	-
	52.62	-
Total	17,811.66	17,710.24

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to NIL (Previous year INR NIL)

Trade or Other Receivable due from firms or private companies in which any director is a partner, a director or a member amounted to INR 7,888.14 Lakhs (Previous year INR 5,625.35 Lakhs)

a. Ageing for Trade Receivables outstanding is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2026					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Considered Good-Unsecured						
Undisputed	13,246.02	1,509.10	2,229.86	158.58	668.10	17,811.66
Disputed	-	-	-	-	-	-
Trade Receivables - Credit	13,246.02	1,509.10	2,229.86	158.58	668.10	17,811.66
Impaired						
Undisputed	-	-	-	-	52.62	52.62
Disputed	-	-	-	-	-	-
Total	-	-	-	-	52.62	52.62
Less: Allowance for bad and doubtful debts	-	-	-	-	52.62	52.62
Total Trade Receivable	13,246.02	1,509.10	2,229.86	158.58	668.10	17,811.66

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	As at March 31, 2025					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Considered Good-Unsecured						
Undisputed	13,261.38	1,379.60	1,932.29	210.47	926.50	17,710.24
Disputed						-
Trade Receivables - Credit	13,261.38	1,379.60	1,932.29	210.47	926.50	17,710.24
Impaired						
Undisputed	-	-	-	-	-	-
Disputed	-	-	-	-	-	-
Total	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-
Total Trade Receivable	13,261.38	1,379.60	1,932.29	210.47	926.50	17,710.24

9. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Balances with banks:		
Balances with banks on current accounts	448.22	651.56
Cash on hand	5.59	4.38
Total	453.81	655.94

10. OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Balances with banks to the extent held as margin money	356.01	356.01
Balances with banks as security against bank guarantees	104.84	271.39
Deposit account towards share application	0.33	0.33
Total	461.18	627.73

11. OTHER ASSETS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Payment of Taxes (Net of Provisions)	1,389.70	1,334.48
Total	1,389.70	1,334.48
Current		
Advances other than Capital advances		
- Advances to Related Parties	83.81	83.81
- Staff Advance and Imprest Cash	144.56	155.61
Others		
- Prepaid expenses	547.93	576.05
- Balances with Statutory, Government Authorities	2,166.61	1,419.69
- Other current assets	78.31	104.91
Total	3,021.22	2,340.07

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

12. INCOME TAX

Deferred Tax

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Deferred tax relates to the following:		
Depreciation for tax purposes	(1,311.45)	(1,257.72)
Land revalued at fair value on date of transition	(420.39)	(420.39)
Provision for employee benefits	350.25	350.25
Loss allowances on trade receivables	444.79	444.79
Net Deferred Tax Assets / (Liabilities)	(936.80)	(883.07)

Movement in deferred tax liabilities/assets

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance as of April 1 2025	(883.07)	(739.25)
Tax income/(expense) during the period recognised in profit or loss	(78.45)	(154.21)
Tax income/(expense) during the period recognised in OCI	24.72	10.40
Closing balance as at March 31 2026	(936.80)	(883.07)

Major Components of income tax expense for the years ended March 31, 2026 and March 31, 2025 are as follows:

i. Income tax recognised in profit or loss

(₹ in Lakhs)

	2025 - 26	2024 - 25
Current income tax charge	-	830.00
Deferred tax		
Relating to origination and reversal of temporary differences	78.45	154.21
Income tax expense recognised in profit or loss	78.45	984.21

ii. Income tax recognised in OCI

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Net loss/(gain) on remeasurements of defined benefit plans	24.72	10.40
Income tax expense recognised in OCI	24.72	10.40

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2026 and March 31, 2025

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Accounting profit before income tax	192.82	3,967.49
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profits	48.53	998.54
Effect of		
Depreciation	53.73	(86.40)
Expenses not allowable or considered separately under Income Tax	24.72	147.92
Expenses allowable and others	-	(84.62)
Recognition of deferred tax relating to origination and reversal of temporary differences	-	154.21
Share of profit/(loss) of an associate and a joint venture	(354.74)	(149.15)
Other adjustments	306.21	3.71
Tax at effective income tax rate	78.45	984.21

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

13. SHARE CAPITAL

i. Authorised Share Capital

(₹ in Lakhs)

Particulars	Equity Share	
	Number	Amount
At April 1, 2025	100,000,000	1,000.00
Increase/(decrease) during the year	-	-
At March 31, 2026	100,000,000	1,000.00

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 1 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

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

ii. Issued Capital

Particulars	Number	Amount
Equity shares of INR 1 each issued, subscribed and fully paid		
At April 1, 2025	9,20,40,120	920.40
Issued during the period	60,000	0.60
At March 31, 2026	9,21,00,120	921.00

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number	% holding	Number	% holding
Equity shares of INR 1 each fully paid				
Dinesh S. Patel	-	-	87,20,570	9.47
Jayshree D. Patel	-	-	66,76,640	7.25
Sachin D. Patel	-	-	55,16,550	5.99
Vividh Margi Investment Private Limited	2,44,29,460	26.52	1,45,28,420	15.78
Vividh Distributors Private Limited	-	-	71,61,000	7.78
Gedeon Richter Investment Management Limited	88,43,080	9.60	88,43,080	9.61
Dinesh Shantilal Patel, Jayshree Dinesh Patel and Sachin Dinesh Patel (Trustees of Vividhmargi Trust)	2,53,17,620	27.49	-	-

For details of promoter's shareholding , refer Note No .13(a)

iv. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

13 (a). DISCLOSURE OF SHAREHOLDING OF PROMOTERS IN EQUITY SHARES

Name of Promoter	Equity Shares Held by Promoters		Equity Shares Held by Promoters		% Change During the Year
	As at March 31, 2026		As at March 31, 2025		
	Number of Shares	% of total Shares	Number of Shares	% of total Shares	
Dinesh Shantilal Patel	3,00,020	0.33	87,20,570	9.47	(9.14)
Jayshree D Patel	10	-	66,76,640	7.25	(7.25)
Sachin Dinesh Patel	10	-	55,16,550	5.99	(5.99)
Reena S Patel	10	-	37,14,910	4.04	(4.04)
Anay Rupen Choksi	11,76,890	1.28	11,76,890	1.28	0.00
Nysha Rupen Choksi	11,76,890	1.28	11,76,890	1.28	0.00
Dinesh S Patel Huf	-	-	9,89,000	1.07	(1.07)
Shantilal Dahyabhai Patel (HUF)	5,58,000	0.61	5,58,000	0.61	0.00
Rupen Ashwin Choksi	2,000	-	2,000	0.00	(0.00)
Vividhmargi Investments Private Limited	2,44,29,460	26.52	1,45,28,420	15.78	10.74
Vividh Distributors Private Limited	-	-	71,61,000	7.78	(7.78)
Themis Distributors Private Limited	-	-	27,40,040	2.98	(2.98)
Gedeon Richter Investment Management Ltd.	88,43,080	9.60	88,43,080	9.61	(0.01)
Dinesh Shantilal Patel, Jayshree Dinesh Patel and Sachin Dinesh Patel (Trustees of Vividhmargi Trust)	2,53,17,620	27.49	-	-	27.49
Total	6.18,03,990	67.11	6.18,03,990	67.15	(0.04)

14. OTHER EQUITY

i. Reserves and Surplus

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Capital Reserve	29.99	29.99
Securities Premium	3,574.17	3,556.59
General Reserve	6,733.76	6,733.76
Share Based Payment Reserve	-	-
Retained Earnings	25,342.35	25,726.89
Property, plant and equipment reserve	3,257.10	3,297.12
Total	38,937.37	39,344.34

(a) Capital Reserve

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	29.99	29.99
Less: On account of Investment in Subsidiary	-	-
Closing balance	29.99	29.99

Capital reserve is created as per the provisions of the Companies Act, 2013.

(b) Securities Premium

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	3,556.59	3,556.59
Add/(Less):		
Issue of equity shares	17.58	-
Closing balance	3,574.17	3,556.59

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(c) General Reserve

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	6,733.76	6,733.76
Add/(Less):	-	-
Closing balance	6,733.76	6,733.76

(d) Share Based Payment Reserve

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	-	-
Add/(Less):	-	-
Employee compensation expense recognised during the year	-	-
Transfer to retained earnings	-	-
Closing balance	-	-

The Company has three share option schemes under which options to subscribe for the company's shares have been granted to certain executives and senior employees.

(e) Retained Earnings

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	25,726.89	23,193.49
Net Profit/(Loss) for the period	114.39	2,983.30
Add/(Less):		
Dividend	(460.20)	(460.20)
Transfer from property, plant and equipment reserve in respect of depreciation	40.02	40.02
Transfer from share based payment reserve	-	-
Adjustment on account of strike off of Subsidiary	(5.35)	-
<i>Items of Other Comprehensive Income directly recognised in Retained Earnings</i>		
Remeasurement of post employment benefit obligation, net of tax	(73.40)	(29.72)
Closing balance	25,342.35	25,726.89

(f) Property, Plant and Equipment Reserve

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	3,297.12	3,337.14
Add/(Less):		
Transfer to retained earnings in respect of depreciation on leasehold land	(40.02)	(40.02)
Closing balance	3,257.10	3,297.12

Property, Plant and Equipment Reserves represents reserve created on revaluation of freehold land on the date of transition to Ind AS. It is a non distributable reserve.

ii. Components of Other Comprehensive Income

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Exchange differences on translating the financial statements of a foreign operation	0.01	(4.64)
Total	0.01	(4.64)

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

15. BORROWINGS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current Borrowings		
Secured		
(a) Term Loans From Banks	1,482.92	2,118.18
(b) Long term maturity of Finance Lease Obligations	150.97	239.19
(c) Loan from Jio Credit Limited	998.31	-
Unsecured		
(d) Term Loans From Others - Cipla Limited	963.00	956.76
(e) Foreign Currency Term Loan from a Foreign Promoter	641.89	649.32
(f) Term Loan - Unsecured - Oxyzo Financial Services Ltd.	458.80	-
(A)	4,695.89	3,963.45
Current Maturity of Non Current Borrowings		
Secured		
(a) Term Loans From Banks	606.69	652.30
(b) Long term maturity of Finance Lease Obligations	61.60	65.94
Unsecured		
(c) Foreign Currency Term Loan from a Foreign Promoter	641.89	427.27
(d) Term Loan - Unsecured - Cipla Ltd.	963.00	956.76
(e) Term Loan - Unsecured - Oxyzo Financial Services Ltd.	236.48	-
(B)	2,509.66	2,102.27
Total (A)-(B)	2,186.23	1,861.18
Current Borrowings		
Secured		
(a) Loans repayable on demand from Banks		
- Cash Credit	2,829.44	2,193.87
- Bills Discounted	516.05	227.40
- Advance as Packing Credit for Export	967.74	914.13
Unsecured		
(b) Intercompany Deposits	1,000.00	1,000.00
(A)	5,313.23	4,335.40
Current Maturity of Non Current Borrowings		
Secured		
(a) Term Loans From Banks	606.69	652.30
(b) Long term maturity of Finance Lease Obligations	61.60	65.94
Unsecured		
(c) Foreign Currency Term Loan from a Foreign Promoter	641.89	427.27
(d) Term Loan - Unsecured - Cipla Ltd.	963.00	956.76
(e) Term Loan - Unsecured - Oxyzo Financial Services Ltd.	236.48	-
B	2,509.66	2,102.27
Total (A)+(B)	7,822.89	6,437.67

(1) NON CURRENT BORROWINGS

(i) SECURED BORROWING

(A) TERM LOANS FROM BANKS

- Secured by NCGTC [National Credit Guarantee Trustee Company Ltd] guarantee and 2nd charge on the assets of the Company.
- Capex Loan-Secured by Pari passu charge on assets created out of Term Loan.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

Terms of Repayment

- (I) Additional Term Loan from Union Bank of India of INR 232 lakhs repayable in 36 monthly instalments commencing from December 2023.
- (II) Additional Term Loan from Bank of Baroda of INR 274 lakhs repayable in 36 monthly instalments commencing from December 2023.
- (III) Capex Term Loan from Bank of Baroda of INR 1375 lakhs repayable in 24 Step up Quarterly instalments after 12 months from the First disbursement.
- (IV) Capex Term Loan from Union Bank of India of INR 1625 lakhs repayable in 24 Step up Quarterly instalments after 12 months from the First disbursement.
- (V) Capex Term Loan (TCI Pump) from Union Bank of India of INR 1125 lakhs.

(B) LONG TERM MATURITIES OF FINANCE LEASE OBLIGATION

Secured By hypothecation of vehicles acquired under hire purchase arrangement.

Repayable in 36/60/84 equated Monthly Installments as per various arrangements.

(C) SECURED LOAN FROM JIO CREDIT LTD.

Loan from Jio credit Ltd. of INR 1000 lakhs repayable in 36 monthly instalments.

(ii) UNSECURED BORROWING

TERM LOAN

- (i) from Foreign Promoter which has been repayable in 22 quarterly installments up to March 31, 2027.
- (ii) from Cipla Limited which has been repayable in 6 yearly installments up to March 31, 2032.
- (iii) from Oxygo Financial Services Limited repayable in 30 monthly instalments commencing from August 2025.

(2) CURRENT BORROWINGS

(i) SECURED BORROWING

Cash Credit facility from banks

Cash Credits against hypothecation of raw materials, Stock in Process, finished goods, packing material and book debts and secured by an equitable mortgage created by deposit of title deeds of the company's Factory, Land and Buildings situated at Vapi, Hyderabad, Haridwar and Baroda and Hypothecation of Plant and Machinery both present and future and also secured by personal guarantees of the Directors of the Company.

(ii) UNSECURED BORROWING

Intercompany Deposits

The company has taken Intercompany Deposit from M/s. Rupen Investment & Industries Private Limited, which is repayable on demand.

Net debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Particulars	(₹ in Lakhs)	
	March 31, 2026	March 31, 2025
Current Borrowings	7,822.89	6,437.67
Non-current Borrowings	2,186.23	1,861.18
Net Debt	10,009.12	8,298.85

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	Liabilities from financing activities		Total
	Non Current Borrowings	Current Borrowings	
Net Debt as at March 31, 2024	2,677.40	6,901.82	9,579.22
Receipts / (Repayment) of non Current borrowings	(816.22)	-	(816.22)
Receipts / (Repayment) of Current borrowings	-	(464.15)	(464.15)
Interest Expense			849.23
Interest Paid			(849.23)
Net Debt as at March 31, 2025	1,861.18	6,437.67	8,298.85
Receipts / (Repayment) of non Current borrowings	325.05	-	325.05
Receipts / (Repayment) of Current borrowings	-	1,385.22	1,385.22
Interest Expense			889.37
Interest Paid			(889.37)
Net Debt as at March 31, 2026	2,186.23	7,822.89	10,009.12

15(a). LEASE LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Lease Liabilities	-	-
Total	-	-
Current		
Lease Liabilities	-	-
Total	-	-

16. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Deposits from Dealers and Suppliers	552.60	549.49
Unclaimed Dividend	25.71	22.36
Rent Deposits	0.24	0.24
Others		
Book Overdraft	-	1.01
Other Payables	2,720.23	2,579.62
Total	3,298.78	3,152.72

17. TRADE PAYABLES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Trade Payable to Micro enterprises and Small enterprises	285.05	330.95
Trade Payable to Creditors other than micro enterprises and small enterprises	4,798.48	4,812.80
Total	5,083.53	5,143.75

a. The dues payable to Micro and Small Enterprises (MSME) is based on the information available with the Company and takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose (Refer Note 43).

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

b. Ageing for Trade Payables outstanding is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2026				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	249.99	28.16	4.81	2.09	285.05
ii) Others	4,798.48	-	-	-	4,798.48
iii) Disputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-
Total	5,048.47	28.16	4.81	2.09	5,083.53

(₹ in Lakhs)

Particulars	As at March 31, 2025				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	303.66	24.77	0.95	1.57	330.95
ii) Others	4,771.77	41.03	-	-	4,812.80
iii) Disputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-
Total	5,075.43	65.80	0.95	1.57	5,143.75

c. Payable to Related Parties:

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Gujarat Themis Biosyn Limited	858.59	8.43
Total	858.59	8.43

18. OTHER LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Advance received from Customers	-	34.63
Statutory Liabilities*	72.69	76.20
Auditors Remuneration Payable	0.67	0.81
Professional Fees Payable	0.66	1.32
Total	74.02	112.96

*Includes Excise Duty, Service Tax and TDS

19. PROVISIONS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Provision for employee benefits		
Leave encashment	193.58	186.50
Total	193.58	186.50
Current		
Provision for employee benefits		
Gratuity	308.20	153.26
Leave encashment	28.54	27.10
Total	336.74	180.36

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

20. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance	585.00	742.00
Add: Current tax payable for the year	-	830.00
Less: Taxes paid	(585.00)	(987.00)
Closing Balance	-	585.00

21. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	2025-26	2024-25
Sale of products		
Sale of Products	33,982.67	40,008.01
Other Operating Revenues		
Others	240.88	543.15
Total	34,223.55	40,551.16

22. OTHER INCOME

(₹ in Lakhs)

Particulars	2025-26	2024-25
Interest Income	27.12	111.98
Dividend income	169.33	42.82
Other Non Operating Income		
Fair value gain on financial instruments at fair value through profit and loss	1.91	-
Foreign Exchange Fluctuation Gain	234.21	149.95
Miscellaneous Income	503.59	162.20
Total	936.16	466.95

23. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	2025-26	2024-25
Raw Material		
As at beginning of the year	1,170.15	1,515.61
Add: Purchases	4,968.79	5,157.39
Less: Samples classified under other expenses	(296.74)	(249.76)
Less : As at end of the year	(1,790.14)	(1,170.15)
	4,052.06	5,253.09
Packing Material	1,678.28	2,377.76
Total	5,730.34	7,630.85

24. PURCHASES OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	2025-26	2024-25
Traded Goods	6,300.24	7,366.65
Total	6,300.24	7,366.65

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	2025-26	2024-25
Inventories as at the beginning of the year		
Work - in - progress	1,337.44	1,335.08
Finished goods	5,044.44	3,248.36
Total	6,381.88	4,583.44
Less : Inventories as at the end of the year		
Work - in - progress	881.84	1,337.44
Finished goods	4,583.50	5,044.44
Total	5,465.34	6,381.88
Net decrease / (increase) in inventories	916.54	(1,798.44)

26. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	2025-26	2024-25
Salaries, wages and bonus	8,639.74	8,925.67
Contribution to provident and other funds	677.97	668.64
Staff welfare expenses	33.97	43.27
Total	9,351.68	9,637.58

27. FINANCE COST

(₹ in Lakhs)

Particulars	2025-26	2024-25
Interest expense on debts and borrowings	889.37	849.23
Bank Charges	179.49	154.72
Total	1,068.86	1,003.95

28. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	2025-26	2024-25
Depreciation on tangible assets	1,010.27	971.03
Amortisation on intangible assets	21.84	21.84
Total	1,032.11	992.87

29. OTHER EXPENSES

(₹ in Lakhs)

Particulars	2025-26	2024-25
Consumption of stores and spares	287.52	215.38
Power and fuel	1,219.81	1,181.32
Processing charges	1,445.72	1,630.02
Rent	342.50	345.01
Repairs and maintenance		
Building	51.35	109.60
Plant and Machinery	81.79	60.24
Others	107.79	59.83
Insurance	212.20	163.71
Rates and taxes	71.18	37.32
Travelling and conveyance expenses	1,764.23	1,878.94
Freight and Forwarding charges	1,005.44	827.12
Legal and professional charges	1,584.06	1,331.79
Commission	755.91	834.88
Advertisement and Sales promotion expenses	1,165.50	1,471.22
Allowance for doubtful debts and advances	52.62	-
Payments to Auditors (Refer note below)	16.68	15.20
Fair value loss on financial instrument at Fair value through profit and loss	-	3.36
Miscellaneous expenses	1,721.13	2,644.76
Total	11,885.43	12,809.70

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(a) Details of Payments to auditors

(₹ in Lakhs)

Particulars	2025-26	2024-25
As auditor		
Audit Fee	10.58	10.58
In other capacity		
Other services (certification fees)	3.54	2.21
Re-imbursement of expenses	2.56	2.41
Total	16.68	15.20

(b) Corporate social responsibility expenditure

(₹ in Lakhs)

Particulars	2025-26	2024-25
Amount required to be spent as per Section 135 of the Act	82.20	114.25
Amount available for set off from preceeding financial year	-	-
Previous year shortfall	120.95	63.13
Total	203.15	177.38
Amount spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) on purposes other than (i) above	21.10	56.43
Shortfall at the end of the year	182.05	120.95

Note : Promotion of health care including preventive health care.

30. RESEARCH AND DEVELOPMENT COSTS

The Company during the period has incurred cost on research and development activities which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in other expenses under statement of profit and loss. Amount charged to profit or loss during the year ended March 31, 2026: INR 1,142.09 Lakhs (March 31, 2025: INR 1,320.51 Lakhs), Amount charged to Capital Account during the year ended March 31, 2026 : INR NIL (March 31, 2025 : INR NIL) details of which are as follows:

(₹ in Lakhs)

Particulars	2025-26	2024-25
i) On Revenue Account :		
Manufacturing Expenses		
Material	31.41	114.50
Other Expenses	1,110.68	1,206.01
Total	1,142.09	1,320.51
ii. On Capital Account	-	-
Total Research & Development Expenditure	1,142.09	1,320.51

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

31. EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	2025-26	2024-25
(a) Basic earnings per share (INR)	0.12	3.24
(b) Diluted earnings per share (INR)	0.12	3.24
(c) Reconciliations of earnings used in calculating earnings per share		
Basic earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	114.37	2,983.28
Diluted earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	114.37	2,983.28
Adjustments for calculation of diluted earnings per share:	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	114.37	2,983.28
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	9,21,00,120	9,20,40,120
Adjustments for calculation of diluted earnings per share:		
Employee Stock Options	1,02,639	1,74,354
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	9,22,02,759	9,22,14,474

32. EMPLOYEE BENEFIT OBLIGATIONS

(₹ in Lakhs)

	March 31, 2026			March 31, 2025		
	Current	Non Current	Total	Current	Non Current	Total
Provisions						
Leave obligations	28.54	193.58	222.12	27.10	186.50	213.60
Employee Benefit Obligations	28.54	193.58	222.12	27.10	186.50	213.60
Plan Assets						
Gratuity	(308.20)	-	(308.20)	(153.26)	-	(153.26)
Employee Benefit Plan Assets/ (Liabilities)	(308.20)	-	(308.20)	(153.26)	-	(153.26)

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of INR 28.54 Lakhs (March 31, 2025: INR 27.10 Lakhs) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(ii) Post Employment obligations

a) Gratuity

The Company provides for gratuity in accordance with the Code on Social Security, 2020, which subsumes the erstwhile Payment of Gratuity Act, 1972. Permanent employees become eligible for gratuity on completion of five years of continuous service, while fixed-term employees are eligible on completion of one year of service. Gratuity payable on retirement, termination, death, or disablement is computed as 15 days' wages for every completed year of service.

The gratuity plan is a **funded plan** and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

(₹ in Lakhs)

	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2024	400.43	334.73	(65.70)
Current service cost	96.51	-	(96.51)
Interest expense/(income)	28.91	24.17	(4.74)
Total amount recognised in profit or loss	125.42	24.17	(101.25)
<i>Remeasurements</i>			
Return of plan assets, excluding amount included in interest (income)	-	(77.98)	(77.98)
(Gain)/Loss from change in financial assumptions	11.35	-	(11.35)
Experience (gains)/losses	(48.02)	-	48.02
Total amount recognised in other comprehensive income	(36.67)	(77.98)	(41.31)
Employer contributions	-	55.00	55.00
Benefit payments	(62.94)	(62.94)	-
As at March 31, 2025	426.24	272.98	(153.26)
Current service cost	114.41	-	(114.41)
Past Service Cost	53.08	-	(53.08)
Interest expense/(income)	31.52	17.31	(14.21)
Total amount recognised in profit or loss	199.01	17.31	(181.70)
<i>Remeasurements</i>			
Return of plan assets, excluding amount included in interest (income)	-	(141.12)	(141.12)
(Gain)/Loss from change in financial assumptions	(44.64)	-	44.64
Experience (gains)/losses	1.76	-	(1.76)
Total amount recognised in other comprehensive income	(42.88)	(141.12)	(98.24)
Employer contributions	-	125.00	125.00
Benefit payments	(102.79)	(102.79)	-
As at March 31, 2026	479.58	171.37	(308.20)

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

The major categories of plan assets of the fair value of the total plan assets are as follows. (₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Themis Medicare Limited Employees Gratuity Fund	171.37	272.98

The significant actuarial assumptions were as follows:

	March 31, 2026	March 31, 2025
Discount rate	7.84%	6.98%
Expected return on plan assets	7.84%	6.98%
Salary growth rate	4.00%	4.00%
Employee turnover rate	1.00%	1.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2026 is shown below: (₹ in Lakhs)

Assumptions	Discount rate		Employee turnover rate		Salary growth rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
March 31, 2026						
Impact on defined benefit obligation	(23.95)	25.98	8.27	(8.91)	26.84	(24.91)
% Impact	-4.99%	5.42%	1.72%	-1.86%	5.60%	-5.19%
March 31, 2025						
Impact on defined benefit obligation	(23.12)	25.23	5.75	(6.26)	25.85	(23.86)
% Impact	-5.42%	5.92%	1.35%	-1.47%	6.07%	-5.60%

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.

The following payments are expected contributions to the defined benefit plan in future years: (₹ in Lakhs)

	March 31, 2026	March 31, 2025
1 st following year	19.18	31.39
2 nd following year	18.03	11.93
3 rd following year	39.60	20.81
4 th following year	26.06	22.61
5 th following year	32.39	19.53
Sum of Years 6 to 10	178.84	124.86
Sum of Years 11 and above	1,028.53	902.36
Total expected payments	1,342.63	1,133.49

The average duration of the defined benefit plan obligation at the end of the reporting period is 11 years (March 31, 2025: 11 years)

iii) Defined contribution plans

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 498.31 Lakhs (March 31, 2025: INR 508.13 Lakhs).

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

33. SHARE BASED PAYMENTS

(a) Employee option plan

The Company implemented Themis Medicare Employee Stock Option Scheme 2012 (herein after referred to as "Themis Medicare ESOS 2012" or "the Scheme") as approved by the Shareholders of the Company and the Nomination and Remuneration Committee of the Board of Directors.

The purpose of this Scheme is to promote the success of the Company and its Subsidiaries and the interest of its Shareholders by rewarding, attracting, motivating, and retaining Employees for high levels of individual performance, for efforts to improve the financial performance of the Company.

The Employee Stock Option Plan (ESOP) is designed to provide incentives to eligible employees to deliver long term returns. Under the plan, participants are granted options which vest upon completion of 1 year of service from the grant date. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Once vested, the options remain exercisable for a period of 5 years. When exercisable, each option is convertible into one equity share.

Movement during the period

The number and weighted average exercise prices (WAEP) of the options and movement during the period is as follows:

	March 31, 2026		March 31, 2025	
	Number of options	WAEP	Number of options	WAEP
Opening balance	2,00,000	30.30	2,00,000	30.30
Granted during the period	-	-	-	-
Exercised during the period*	60,000	30.30	-	-
Forfeited during the period	-	-	-	-
Expired during the period	-	-	-	-
Closing balance	1,40,000	30.30	2,00,000	30.30
Vested and exercisable	1,40,000	30.30	2,00,000	30.30

*The weighted average share price of equity shares of INR 1 each at the date of exercise of options during the period ended March 31, 2026 was INR 102.89 (March 31, 2025: N.A.)

Share options outstanding at the end of the period have the following expiry date and exercise prices

Grant Date	Expiry date	Exercise price (INR)	Share options	Share options
			March 31, 2026	March 31, 2025
G1-31/07/2012	31/07/2020	7.79	-	-
G2-10/02/2016	10/02/2024	33.48	-	-
G3-14/11/2019	19/12/2027	30.30	1,40,000	2,00,000
Total			1,40,000	2,00,000
Weighted average remaining contractual life of options outstanding at the end of period			1.3 years	1.8 years

(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 Lakhs	
	March 31, 2026	March 31, 2025
Employee stock option	-	-

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

34. COMMITMENTS AND CONTINGENCIES

A. Commitments

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	42.81	63.86
(b) Other Commitments		
Liability on account of Custom duty on goods in bonded warehouse or in transit is, as per the Company's practice charged to Profit & Loss Account only in the year in which the goods are cleared from the Custom. This accounting policy has no effect on the Profit for the year.	39.25	32.85
	82.06	96.71

B. Contingent Liabilities

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
i. Claim against the company not acknowledged as debt		
(i) The Ministry of Chemicals & Fertilizers, Government of India has raised demand under Drug Price Control Order, 1979 / 1995 for difference in actual price and price of respective bulk drug allowed while fixing the prices of certain life saving formulations which are disputed by the Company. The Company has preferred Appeals before Honorable High Courts of Gujarat and Bombay in respect of Bulk Drug Rifampicin and Ethambutol respectively, for grant of ad interim stay. While allowing the stay, The Honorable High Court Gujarat directed the Company to deposit Principal Liability of INR 34.80 lakhs out of the total liability of INR 126.08 lakhs as worked out by the Department of Chemicals & Fertilizers, Govt. of India. The Company has already complied with the directions of the Honorable Court. In respect of Liability for Bulk Drug Ethambutol, the Honorable Bombay High Court had directed the Company to submit Bank Guarantee of Principle amount with Court & stayed the matter. The Company has complied with the direction of the Honorable High Court. Similarly, a demand notice is received during a previous year from NPPA, New Delhi, in respect of Formulation Tetracox, The Company has preferred Writ Petition at Honorable High Court Uttarakhand, Nainital, as well for stay of demand. The matter is pending before the High Court.	435.98	435.98
ii. Guarantees excluding financial guarantees		
Bank Guarantees	401.15	684.05
iii. Other money for which the company is contingently liable		
(i) In respect of Letter of Credit	585.44	1,159.59
(ii) Disputed VAT Liability as the matters are in appeal	57.65	7.25
(iii) Customs duty payable on raw materials imported under duty exemption scheme in case of non-fulfillment of export obligation.	253.50	245.15
(iv) Disputed Income Tax Liability as the matters are in appeal	1,332.66	52.68
	3,066.38	2,584.70

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

35. INTEREST IN OTHER ENTITIES

(a) Subsidiaries

The group's subsidiaries at March 31, 2026 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 county of incorporation or registration is also their principal place of business.

Name of entity	Place of business / incorporation	Principal activities	Ownership interest held by the group		Ownership interest held by non controlling interest	
			March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Carpo Medical Limited	United Kingdom	-	0%	100%	0%	0%
Themis Chemicals Private Limited	India	-	100%	100%	0%	0%
Artemis Biotech Limited	India	-	95%	95%	5%	5%
Dr. Themis Private Limited	India	-	100%	100%	0%	0%

(b) Interest in associates and joint ventures

- (i) Set out below are the associates and joint ventures of the group as at March 31, 2026 which, in the opinion of the directors, are material to the group. The entities listed below have share capital consisting solely of equity shares, which are held directly by the ownership interest is the same as the proportion of voting rights held.

(₹ in Lakhs)

Name of entity	Place of Business	% of ownership interest	Relationship	Accounting Method	Carrying Amount	
					March 31, 2026	March 31, 2025
Long Island Nutritionals Private Limited	India	37.14%	Associate	Equity Method	-	-
Gujarat Themis Biosyn Limited	India	23.19%	Associate	Equity Method	7,132.23	6,218.89
Richter Themis Medicare (India) Private Limited	India	49.00%	Joint Venture	Equity Method	3,717.60	3,225.98

Name of entity	Carrying Amount		Quoted Fair Value	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Long Island Nutritionals Private Limited **	-	-	-	-
Gujarat Themis Biosyn Limited	7,132.23	6,218.89	57,481.25	71,140.78
Richter Themis Medicare (India) Private Limited **	3,717.60	3,225.98	-	-

** Unlisted entity - no quoted price available

- (ii) Summarised financial information for associates and joint ventures

The table below provides summarised financial information for those joint ventures and associates that are material to the group. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and joint ventures and not group's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method, including fair value adjustments made at the time of acquisition and modification for differences in accounting policies.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

Summarised balance sheet	Long Island Nutritionals Private Limited		Gujarat Themis Biosyn Limited		Richter Themis Medicare (India) Private Limited	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Current Assets						
Cash and cash equivalents	*	*	*	*	3,158.50	2,048.05
Other assets	*	*	*	*	5,756.44	5,557.36
Total current assets	120.70	119.13	8,878.38	5,197.31	8,914.94	7,605.41
Total non current assets	12.85	12.85	41,464.28	24,933.94	8,607.01	8,341.52
Current Liabilities						
Financial liabilities (excluding trade payables)	*	*	*	*	1,124.18	3,181.48
Other liabilities	*	*	*	*	1,062.79	605.26
Total current liabilities	97.29	96.99	7,914.83	2,055.97	2,186.97	3,786.74
Non current Liabilities						
Financial liabilities (excluding trade payables)	*	*	*	*	8,529.80	6,193.65
Other liabilities	*	*	*	*	577.04	689.77
Total non current liabilities	1,040.98	1,040.98	13,651.05	3,237.09	9,106.84	6,883.42
Net Assets	(1,004.72)	(1,005.99)	28,776.78	24,838.20	6,228.14	5,276.77

*indicates disclosures that are not required for investments in associates

Reconciliation to carrying amounts

Particulars	Long Island Nutritionals Private Limited		Gujarat Themis Biosyn Limited		Richter Themis Medicare (India) Private Limited	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Opening net assets	(1,005.99)	(999.50)	24,838.20	20,137.60	5,276.77	6,278.29
Profit for the year	0.53	(0.88)	4,668.15	4,877.17	1,003.30	(964.10)
Other comprehensive income	-	-	0.50	5.10	-	-
Dividends paid	-	-	(730.07)	(181.67)	-	-
Other adjustments	0.74	(5.61)	-	-	(51.93)	(37.42)
Closing net assets	(1,004.72)	(1,005.99)	28,776.78	24,838.20	6,228.14	5,276.77
Group's share in %	37.14%	37.14%	23.19%	23.19%	49.00%	49.00%
Group's share in INR	(373.15)	(373.62)	6,673.34	5,759.98	3,051.79	2,585.62
Goodwill	-	-	458.89	458.91	-	-
Other adjustments	-	-	-	-	665.81	640.37
Carrying amount	-	-	7,132.23	6,218.89	3,717.60	3,225.98

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

Summarised statement of profit and loss	Long Island Nutritionals Private Limited		Gujarat Themis Biosyn Limited		Richter Themis Medicare (India) Private Limited	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Revenue from operations	-	-	16,582.28	15,079.99	10,798.30	12,104.49
Interest income	*	*	*	*	-	-
Depreciation and amortisation	*	*	*	*	728.98	556.89
Interest expense	*	*	*	*	1,043.41	521.16
Income tax expense	*	*	*	*	375.24	(72.71)
Profit for the year	0.53	(0.88)	4,668.15	4,877.17	1,003.30	(964.10)
Other comprehensive income	-	-	0.50	5.10	-	-
Total comprehensive income	0.53	(0.88)	4,668.65	4,882.27	1,003.30	(964.10)
Dividends paid	-	-	730.07	181.67	-	-

* indicates disclosures that are not required for investments in associates

	March 31, 2026	March 31, 2025
Share of profits from associates	913.22	1,084.64
Share of profits from joint ventures	491.62	(492.10)
Total share of profits from associates and joint ventures	1,404.84	592.54

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

36. DISCLOSURES REQUIRED BY SCHEDULE III

(₹ in Lakhs)

Name of the Entity in the Group	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent								
Themis Medicare Limited	72.82%	29,022.92	-1240.36%	(1,418.55)	106.94%	(73.52)	-3270.34%	(1,492.07)
Subsidiaries								
Indian								
Themis Chemicals Private Limited	-0.01%	(4.60)	-0.56%	(0.64)	0.00%	-	-1.41%	(0.64)
Artemis Biotech Limited	-0.01%	(3.06)	-0.28%	(0.32)	0.00%	-	-0.69%	(0.32)
Dr. Themis Private Limited	0.00%	(0.16)	-0.29%	(0.33)	0.00%	-	-0.73%	(0.33)
Foreign								
Carpo Medical Limited	0.00%	-	0.00%	-	-6.77%	4.65	10.20%	4.65
Non-controlling Interests in all subsidiaries	0.00%	(0.16)	-0.01%	(0.02)	0.00%	-	-0.04%	(0.02)
Associates (Investment as per the equity method)								
Indian								
Long Island Nutritionals Private Limited	0.00%	-	0.00%	-	0.00%	-	-	-
Gujarat Themis Biosyn Limited	17.89%	7,132.23	798.50%	913.22	-0.17%	0.12	2001.87%	913.34
Joint Ventures (Investment as per the equity method)								
Indian								
Richter Themis Medicare (India) Private Limited	9.33%	3,717.60	429.86%	491.62	0.00%	-	1077.53%	491.62
Total Elimination/ consolidation adjustments	-0.02%	(6.55)	113.14%	129.39	0.00%	-	283.60%	129.39
Total	100.00%	39,858.22	100.00%	114.37	100.00%	(68.75)	100.00%	45.62

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

37. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Country of Incorporation
Associate	
Long Island Nutritionals Private Limited	India
Gujarat Themis Biosyn Limited	India
Joint Venture	
Richter Themis Medicare (India) Private Limited	India
Enterprises over which KMPs are able to exercise significant influence	
Themis Distributors Private Limited (*Amalgamated with Vividhmargi Investments Private-Limited with effect from 24 th March 2026)	India
Vividh Distributors Private Limited (*Amalgamated with Vividhmargi Investments Private-Limited with effect from 24 th March 2026)	India
Vividh Margi Investments Private Limited	India
Pharmaceutical Business Group (India) Limited	India
Key Managerial Personnel	
Dr. Dinesh S. Patel (Executive Chairman)	
Dr. Sachin D. Patel (Managing Director and CEO)	
Tushar J. Dalal (Chief Financial Officer)	
Pradeep Chandan (Company Secretary) (Till 13th February 2026)	
Mr. Nagraj Mogaveera (Interim Company Secretary) (w.e.f. 14 th February 2026)	
Non - Executive Directors / Independent Directors	
Rajneesh Kedarnath Anand	
Nikunt Raval	
Manjul Sandhu (till 10 th November 2025)	
Bhaskar Iyer	
Shishir Vasant Dalal	
Dr. Adam Demeter	
Reena Sachin Patel (Alternate Director to Dr. Adam Demeter)	
Neha Thakore (w.e.f. 1 st August 2025)	
Relative of Key Managerial Personnel	
Reena Sachin Patel (Relative of Dr. Dinesh S. Patel & Sachin D. Patel)	

(ii) Transactions with related parties

(₹ in Lakhs)

The following transactions occurred with related parties.

Name	Nature of Transaction	March 31, 2026	March 31, 2025
Vividh Distributors Private Limited	Sale of finished goods	3,600.63	1,611.95
Themis Distributors Private Limited	Sale of finished goods	4,082.48	12,512.67
Vividh Margi Investments Private Limited	Sale of finished goods	1,497.89	1,750.48
Richter Themis Medicare (India) Private Limited	Sales Other	-	1.49
	Purchase of goods	9.03	-
	Management Fees Received	428.69	-
Gujarat Themis Biosyn Limited	Sales Other	50.67	119.24
	Purchase of goods	733.16	7.14
	Dividend Income	169.32	42.12

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(iii) Outstanding Balances:

(₹ in Lakhs)

Name	March 31, 2026	March 31, 2025
Trade Receivables / (Payables):		
Vividh Distributors Private Limited	2,756.15	423.83
Themis Distributors Private Limited	4,115.18	4,553.17
Vividh Margi Investments Private Limited	668.06	643.78
Richter Themis Medicare (India) Private Limited	347.80	-
Gujarat Themis Biosyn Limited	(857.64)	(3.86)

(iv) Key management personnel compensation

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Short term employee benefits	341.48	404.32
Post-employment benefits	-	-
Long term employee benefits*	-	-
Directors sitting fees	20.50	23.40
Commission to Independent Directors	12.00	-
Employee share based payment	-	-
Total	373.98	427.72

*The amounts of Long term employee benefits cannot be separately identified from the composite amount advised by the actuary/valuer.

(v) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. For the year ended March 31, 2026, the Company has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2025: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

38. SEGMENT REPORTING

The Group primarily operates in one business segment only i.e. Pharmaceuticals, which is the only reportable segment. There is no other segment which requires reporting as per Ind AS 108 "Operating Segments".

Information about geographical areas

Revenue from external customers

The Holding Company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
India	23,682.90	32,764.46
Outside India	10,299.77	7,243.55
Total	33,982.67	40,008.01

Revenue arising from sale of products to three customers amounted to INR 4,289.40 Lakhs, INR 4,082.48 Lakhs and INR 3,600.63 Lakhs (March 31, 2025: one customer amounted to INR 12,512.67 Lakhs), exceeds 10% of revenue from operations of the Company.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

39. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

(₹ in Lakhs)

Particulars	Carrying Amount		Fair Value	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	17,811.66	17,710.24	17,811.66	17,710.24
Cash and Cash Equivalents	453.81	655.94	453.81	655.94
Security Deposits	641.10	621.15	641.10	621.15
Other Bank Balances	461.18	627.73	461.18	627.73
Other Financial Assets	121.12	118.35	121.12	118.35
FVTPL				
Investment in Equity Instruments	23.73	21.82	23.73	21.82
Investments in Bonds	10.00	10.00	10.00	10.00
Total	19,522.60	19,765.23	19,522.60	19,765.23
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	10,009.12	8,298.85	10,009.12	8,298.85
Trade Payables	5,083.53	5,143.75	5,083.53	5,143.75
Other financial liabilities	3,298.78	3,152.72	3,298.78	3,152.72
Total	18,391.43	16,595.32	18,391.43	16,595.32

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at fair value - recurring fair value measurement:

(₹ in Lakhs)

Particulars	March 31, 2026			Total	March 31, 2025			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Investment in Equity Instruments	23.10	-	0.63	23.73	21.19	-	0.63	21.82
Investments in Bonds and Debentures	-	-	10.00	10.00	-	-	10.00	10.00
Total Assets	23.10	-	10.63	33.73	21.19	-	10.63	31.82

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

The fair value of unquoted equity instruments and unquoted bonds is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

40. FINANCIAL RISK MANAGEMENT

The Company's activity exposes it to market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i. Credit risk management

Credit risk has always been managed by the company 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 considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(B) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations. Also, the Company has unutilized credit limits with banks.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

Maturities of financial liabilities

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include both interest and principal cash flows. To the extent that interest rates are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

(₹ in Lakhs)

Contractual maturities of financial liabilities		Contractual cash flows			
Particulars	Carrying Amount	Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2026					
Borrowings	10,009.12	10,546.66	8,186.32	2,360.34	-
Trade payables	5,083.53	5,083.53	5,083.53	-	-
Other financial liabilities	3,298.78	3,298.78	3,298.78	-	-
Total financial liabilities	18,391.43	18,928.97	16,568.63	2,360.34	-
March 31, 2025					
Borrowings	8,298.85	8,903.88	6,782.01	2,121.87	-
Trade payables	5,143.75	5,143.75	5,143.75	-	-
Other financial liabilities	3,152.72	3,152.72	3,152.72	-	-
Total financial liabilities	16,595.32	17,200.35	15,078.48	2,121.87	-

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity risk.

(i) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the external commercial borrowings and export receivables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

(a) The company exposure to foreign currency risk at the end of the reporting period expressed in INR lakhs, are as follows

	USD	EURO	AUD	GBP	(₹ in Lakhs) Total
March 31, 2026					
Trade Receivables	2,698.68	4.79	-	67.60	2,771.07
Trade Payable	(180.53)	(0.37)	-	-	(180.90)
Foreign Currency Borrowings	(641.89)	-	-	-	(641.89)
Other receivables	-	-	-	-	-
Net exposure to foreign currency risk	1,876.26	4.42	-	67.60	1,948.28
March 31, 2025					
Trade Receivables	3,643.90	383.93	-	67.60	4,095.43
Trade Payable	(99.73)	-	-	-	(99.73)
Foreign Currency Borrowings	(649.32)	-	-	-	(649.32)
Other receivables	-	-	-	-	-
Net exposure to foreign currency risk	2,894.85	383.93	-	67.60	3,346.38

(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

Particulars	2025-26		2024-25	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	18.76	(18.76)	28.95	(28.95)
EURO	0.04	(0.04)	3.84	(3.84)
AUD	-	-	-	-
GBP	0.68	(0.68)	0.68	(0.68)
Net Increase/(decrease) in profit or loss	19.48	(19.48)	33.47	(33.47)

(ii) Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Company policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. During March 31, 2026 and March 31, 2025, the company's borrowings at variable rate were mainly denominated in USD.

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

(a) Interest rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Lakhs)	
	March 31, 2026	March 31, 2025
Variable rate borrowings	641.89	649.32
Fixed rate borrowings	8,404.23	6,692.77
Total borrowings	9,046.12	7,342.09
% of borrowings at variable rate	7%	9%

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	(₹ in Lakhs)	
	Impact on profit before tax	
	March 31, 2026	March 31, 2025
Interest rates - increase by 50 basis points*	3.21	3.25
Interest rates - decrease by 50 basis points*	(3.21)	(3.25)

*holding all other variables constant.

(iii) Commodity Price risk

The Group's operating activities involve purchase and sale of Active Pharmaceutical Ingredients (API), whose perices are exposed to the risk of fluctuation over short periods of time. Commodity price risk exposure is evaluated and managed through procurment and other related operating policies. As of March 31, 2026 and March 31, 2025 the Company had not entered into any material derivative contracts to hedge exposure to fluctuations in commodity prices.

41. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The company includes within debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Particulars	(₹ in Lakhs)	
	March 31, 2026	March 31, 2025
Borrowings other than convertible preference shares	10,009.12	8,298.85
Trade payables	5,083.53	5,143.75
Other Financial Liabilities	3,298.78	3,152.72
Less: cash and cash equivalents	(453.81)	(655.94)
Less: Other Bank Balance	(461.18)	(627.73)
Net Debt	17,476.44	15,311.65
Equity Share Capital	921.00	920.40
Other Equity	38,937.22	39,339.57
Total Capital	39,858.22	40,259.97
Capital and Net Debt	57,334.66	55,571.62
Gearing Ratio	30.48	27.55

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

42. ASSETS GIVEN AS COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as collateral security for current and non current borrowings are: (₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
CURRENT ASSETS		
Trade Receivables	17,811.66	17,710.24
Inventories	8,108.72	8,431.45
Total current assets	25,920.38	26,141.69
NON CURRENT ASSETS		
Property, plant and equipment	16,639.99	17,203.05
Total non current assets	16,639.99	17,203.05

43. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Principal amount due to suppliers under MSMED Act, 2006*	285.05	330.95
Interest accrued and due to suppliers under MSMED Act, on the above amount	30.02	30.00
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

*Amount includes due and unpaid of INR 285.05 Lakhs (March 31, 2025: INR 330.95 Lakhs)

The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

44. EXCEPTIONAL ITEM:

On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the best information available and consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the regulatory-driven and non-recurring nature of this impact, the Company has presented such incremental impact under Exceptional Items amounting to Rs. 86.53 lacs in the consolidated financial results for the quarter and period ended December 31, 2025. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

Notes to Consolidated Financial Statements for the year ended 31st March, 2026

45. OTHER STATUTORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 AND 31 MARCH 2025.

- (i) The Group has not entered into any transactions with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the year ended 31 March 2026.
 - (ii) The Group have not traded or invested in Crypto currency or Virtual Currency.
 - (iii) The Group do not have any transaction not recorded in the books of account that has been surrendered or not disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 for the year ended 31 March 2026 and 31 March 2025.
 - (iv) The Group have complied with number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
 - (v) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
 - (vi) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds), other than in the ordinary course of business 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 lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
46. Previous period figures have been re-grouped/re-classified wherever necessary, to confirm to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective April 01, 2021.

Significant Accounting Policies and Notes

Forming Part of the Financial Statements. 1 to 46

As per our report of even date attached

For KRISHAAN & CO.
Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Independent Auditor's Report

To the Members of
Themis Medicare Limited

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Themis Medicare Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

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 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility 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 (ICAI) 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How was the matter addressed in our Audit
Revenue Recognition: The company has numerous customers from different geographical and having different terms of engagement and conditions relating to Revenue recognition, the right of return, variable consideration and price adjustments. Revenue from sale of goods is recognised when control of the products being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms. Revenue is measured at the fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc.	Our Audit Procedure Included: We performed substantive testing by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included goods dispatch notes and shipping documents. We inspected, on a sample basis, key customer contracts to identify terms and conditions relating to goods acceptance and rebates and assessing the Company's revenue recognition policies with reference to the requirements of the applicable accounting standards. We assessed the appropriateness of the revenue recognition accounting policies, including those relating to rebates and discounts by comparing with applicable accounting standards.

Key Audit Matters	How was the matter addressed in our Audit
The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.	We have performed alternate audit procedures to audit the existence of inventory as per the guidance provided in SA 501 "Audit Evidence- Specific Consideration for selected items" and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on these standalone financial results.
Trade Payables At 31 March 2026, the total trade payables balances included in Note No. 17 was Rs. 5,083.53 Lacs (Previous Year: Rs. 5,143.75 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account were sent to selected vendors for the year ended March 31, 2026. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade payables included: - Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities; - Selecting a sample of items of procurements made during the year ended 31st March 2026 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; - Obtaining confirmations and /or account statements from selected accounts payables and reconciling to the vendor accounts; - We assessed and validated the ageing profile of trade payables; Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.
Trade Receivables: At 31 March 2026, the total receivables balances net of provisions included in Note 8 was Rs. 17,811.66 Lacs (Previous Year: Rs. 17,745.60 Lacs). For the year ended March 31, 2026 letters seeking confirmation of balance/statement of account were sent to selected customers for the year ended March 31, 2026. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade receivables included: - We assessed and validated the ageing profile of trade receivables; - We assessed recoverability on a sample basis by reference to cash received subsequent to year-end and issue of credit notes post year-end, as necessary; - Obtaining confirmations and / or account statements from selected customers and reconciling to the general ledger accounts; - We considered the appropriateness of judgements regarding provisions for trade receivables and assessed whether these provisions were calculated in accordance with the Company's provisioning policies and / or whether there was evidence of management bias in provisioning, obtaining supporting evidence as necessary. Confirmations have been sought from customers and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per the books of account has been retained and necessary adjustments were made in these Financial Statements for doubtful cases based on subsequent collections. Hence no further adjustments are warranted. However the management should take necessary steps to ensure 100% compliance with regard to third party direct confirmations. Based upon the above, we satisfied ourselves that management has taken reasonable judgements that were materially supported by the available evidence in respect of the relevant receivable balances and also for doubtful recovery the provision has been provided. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.
- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is 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 financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 statement 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility 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 judgement 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 financial 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 system 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.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that, a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant 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 March 31, 2026 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
 - h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. (Refer Note 34(B) to the Standalone financial statements)
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts wherever applicable.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 44(vii) to the Standalone financial statements);

- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the notes to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 44(vii) to the Standalone financial statements); and
- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. (a) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
- (b) No interim dividend declared and paid by the Company during the year and until the date of this audit report.
- (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with Section 123 of the Act, as applicable.
- vi. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2026 which 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 respective software.

During the course of performing our audit procedures, we did not notice any instance of audit trail feature being tampered with. Further, the audit trail, to the extent maintained in the prior year, has been preserved by the Company as per the statutory requirements for record retention.

For **Krishaan & Co**
Chartered Accountants
(Firm's Registration No. 001453S)

K. Sundarrajan
Partner
(Membership No. 208431)
UDIN: 26208431ZMPBJ2148

Place: Mumbai
Date: 28th May, 2026

Annexure “A” to the Independent Auditor’s Report

TO THE INDEPENDENT AUDITOR’S REPORT

(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 is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets
- (b) The Property, Plant and Equipment of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company except for the following immovable properties, as detailed below as at March 31, 2026. [Also Refer Note 4 to the Standalone Financial Statements]:

Description of property	Gross Carrying Value (Lakhs)	Held in the Name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Office Premises – situated at Goregaon, Mumbai	197.35	Indo French Time Industries Ltd.	No	Since 1990 and 2003	The Company owns two properties measuring 13,117 sq. ft. and 5057 sq. ft. The consideration for both the properties is paid to the seller and the Company is in possession of the same since the year 1990 and 2003 respectively. As regards the property measuring 13,117 Sq. Ft., the same is in the name of Indo French Time Industries Limited. and is the subject matter of litigation. However, the other property measuring 5057 Sq. Ft. is undisputed and is in the name of Indo French Time Industries Limited but conveyance is pending. The Company is in discussions with Indo French Time Industries Limited to complete the process of conveyance and the same shall be completed once the dispute comes to final conclusion.

- (d) The Company has not revalued its Property, Plant Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.
- (ii) (a) The inventory has been physically verified by the management during the year. 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 10% or more in the aggregate for 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

(iii) 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 investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to four companies during the year, details of the loan is stated in sub-clause below. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.

(a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans/Advances to subsidiaries. The Company has not provided loans, or stood guarantee or provided security to joint ventures and associates;

Particulars	Advances (₹ in Lakhs)
Aggregate amount during the year	
- Subsidiaries	(91.15)
Balance outstanding as at balance sheet date	
- Subsidiaries	15.79

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given 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, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(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 other than subsidiaries mentioned above.

(e) 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 loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.

(f) 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 loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party 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, the Company has not given any loans or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Further, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in relation to loans given and investments made.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

(vi) Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act, in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii)(a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including goods and services tax, provident fund, employees' state insurance, income tax, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues of provident fund, employees' state insurance and cess, which have not been deposited on account of any dispute. The particulars of other statutory dues referred to in sub clause (a) as at March 31, 2026 which have not been deposited on account of a dispute, are as follows:

Nature of the Statute	Nature of Dues	Amount of demand without netting-off amount paid under protest ₹ In Lacs	Amount paid under protest (₹ in Lakhs)	Period to which the amount relates (Financial Year)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	871.03	-	2016-17	Commissioner of Income Tax (Appeals)
		417.56	-	2017-18	
		44.06	-	2019-20	
Goods and Service Tax Act, 2017	GST	57.65	-	2018-2019 to 2022-23	Addl. Commissioner of Central Tax (Appeals)

- (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 or other borrowings or in the payment of interest thereon to any lender during the year;
- (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 willful defaulter by any bank or financial institution or government or government authority;
- (c) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that term loans availed by the Company were applied for the purposes for which the loans were obtained.
- (d) According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that 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 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 as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (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 as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments). Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. We note that the Company has allotted equity shares during the year pursuant to exercise of options under its Employee Stock Option Scheme(s), which does not constitute preferential allotment or private placement as covered under this clause. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations, 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 Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standards 24, "Related Party Disclosures" specified under Section 133 of the Act.
- (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 Companies Act, 2013 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 during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses in the current financial year. The Company had not incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause (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, (Also refer Note 41 to the Standalone financial statements), ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that 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)(a) 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 Companies Act, 2013 pursuant to any project other than ongoing project. Accordingly, clauses 3(xx)(a) of the Order are not applicable.
- (b) In respect of ongoing projects, the Company has transferred the unspent amount of Rs.81.10 Lakhs for the year ended 31 March 2026 to a Special Account as per section 135(6) of the said Act. Also refer Note 29(b) to the standalone financial statements.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Krishaan & Co**
Chartered Accountants
(Firm's Registration No. 001453S)

K. Sundarrajan
Partner
(Membership No. 208431)
UDIN: 26208431ZMPBJ2148

Place: Mumbai
Date: 28th May, 2026

Annexure “B” to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **THEMIS MEDICARE LIMITED**, (“the Company”) as of 31st March, 2026 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by The Institute of Chartered Accountants of India and The Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at 31st March, 2026, based on the internal control over financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Krishnaan & Co
Chartered Accountants
(Firm's Registration No. 001453S)

K Sundarrajan
Partner
(Membership No. 208431)
UDIN: 26208431ZMPRBJ2148

Place: Mumbai
Date: 28th May, 2026

Balance Sheet as at 31st March, 2026

(₹ in Lakhs)

Particulars	Notes	March 31, 2026	March 31, 2025
I ASSETS			
1. Non-Current Assets			
(a) Property, Plant and Equipment	4	16,639.99	17,202.62
(b) Capital Work-in-Progress	4	247.21	250.67
(c) Right-of-use Assets	4 (a)	-	-
(d) Intangible Assets	5	11.52	33.36
(e) Financial Assets			
(i) Investments	6	1,112.13	1,110.98
(ii) Other Financial Assets	6	121.12	118.35
(f) Other Non-Current Assets	11	1,389.70	1,334.48
		19,521.67	20,050.46
2. Current assets			
(a) Inventories	7	8,108.72	8,431.45
(b) Financial Assets			
(i) Trade Receivables	8	17,811.66	17,745.60
(ii) Cash and Cash Equivalents	9	444.81	646.64
(iii) Bank Balances Other than (ii) above	10	461.18	627.73
(iv) Other Financial Assets	6	640.80	620.85
(c) Other Current Assets	11	3,031.94	2,442.56
		30,499.11	30,514.83
Total		50,020.78	50,565.29
II EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	13	921.00	920.40
(b) Other Equity	14	29,173.57	31,108.26
		30,094.57	32,028.66
2. Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	2,186.23	1,861.18
(ii) Lease Liabilities	15(a)	-	-
(b) Provisions	19	193.58	186.50
(c) Deferred Tax Liabilities (Net)	12	936.80	883.07
		3,316.61	2,930.75
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	7,822.89	6,437.67
(ii) Lease Liabilities	15(a)	-	-
(iii) Trade Payables	17		
Dues of Micro Enterprises and Small Enterprises		285.05	330.95
Dues of Creditor other than Micro Enterprises and Small Enterprises		4,798.48	4,812.80
(iv) Other Financial Liabilities	16	3,293.75	3,148.27
(b) Other Current Liabilities	18	72.69	110.83
(c) Provisions	19	336.74	180.36
(d) Current Tax Liabilities (Net)	20	-	585.00
		16,609.60	15,605.88
Total		50,020.78	50,565.29

Significant Accounting Policies and
Notes Forming Part of the Financial Statements.

1 to 45

As per our report of even date attached
For KRISHAAN & CO.

Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Statement of Profit and Loss for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	Notes	2025 - 2026	2024 - 2025
REVENUE			
Revenue from operations (net)	21	34,223.55	40,551.16
Other income	22	936.16	466.95
Total Revenue (I)		35,159.71	41,018.11
EXPENSES			
Cost of materials consumed	23	5,730.34	7,630.85
Purchases of stock-in-trade	24	6,300.24	7,366.65
Changes in inventories of finished goods, work-in-process and Stock-in-Trade	25	916.54	(1,798.44)
Employee benefits expense	26	9,351.68	9,637.58
Finance costs	27	1,068.86	1,003.93
Depreciation and amortization expense	28	1,032.11	992.87
Other expenses	29	11,884.12	12,808.31
Total Expenses (II)		36,283.89	37,641.75
Profit / (Loss) before exceptional items and tax (I-II)		(1,124.18)	3,376.36
Exceptional Items		215.92	-
Profit / (Loss) before tax		(1,340.10)	3,376.36
Tax expense:			
Current tax		-	830.00
Deferred tax		78.45	154.21
Profit / (Loss) for the period		(1,418.55)	2,392.15
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains (losses) on defined benefit plans		(98.24)	(41.30)
Income tax effect		24.72	10.40
B. Other Comprehensive income to be reclassified to profit and loss in subsequent periods:		-	-
Other Comprehensive income for the year, net of tax		(73.52)	(30.90)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		(1,492.07)	2,361.25
Earnings per share for profit attributable to equity shareholders	31		
Basic EPS		(1.54)	2.60
Diluted EPS		(1.54)	2.59

Significant Accounting Policies and
Notes Forming Part of the Financial Statements

1 to 45

As per our report of even date attached
For KRISHAAN & CO.
Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Cash Flow Statement for the year ended 31st March 2026

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit before tax	(1,340.10)	3,376.36
Adjustments for:		
Depreciation and amortisation expense	1,032.11	992.87
(Profit) / Loss on sale of property, plant and equipment	7.17	(8.80)
Changes in fair value of financial instruments at fair value through profit or loss	(1.91)	3.36
Dividend and interest income classified as investing cash flows	(196.45)	(154.80)
Finance costs	889.37	849.23
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivables	(66.06)	84.31
(Increase)/Decrease in inventories	322.73	(1,374.02)
Increase/(decrease) in trade payables	(60.22)	414.52
(Increase)/Decrease in other financial assets	(22.72)	(135.80)
(Increase)/decrease in other assets	(589.38)	(316.17)
Increase/(decrease) in provisions	65.22	69.11
(Increase)/Decrease in Other bank balance	166.55	309.70
Increase/(decrease) in other financial liabilities	145.48	412.97
Increase/(decrease) in other current liabilities	(38.14)	23.15
Cash generated from operations	313.65	4,545.99
Less: (Income taxes paid)/ refund received (Net)	(640.22)	(1,075.02)
Net cash inflow from operating activities	(326.57)	3,470.97
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(487.49)	(1,542.64)
Proceeds from sale of investments (Payments for investments)(Net)	0.76	2.18
Proceeds from sale of property, plant and equipment	36.14	168.22
Dividends received	169.33	42.82
Interest received	27.12	111.98
Net cash outflow from investing activities	(254.14)	(1,217.44)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issues of equity shares	18.18	0.00
Receipts / (Repayment) of Current borrowings	1,385.22	(464.15)
Receipts / (Repayment) of non Current borrowings	325.05	(816.22)
Interest paid	(889.37)	(849.23)
Dividends paid	(460.20)	(460.20)
Net cash inflow (outflow) from financing activities	378.88	(2,589.80)
Net increase (decrease) in cash and cash equivalents	(201.83)	(336.27)
Cash and Cash Equivalents at the beginning of the financial year	646.64	982.91
Cash and Cash Equivalents at end of the year	444.81	646.64
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks		
- On current accounts	439.47	642.52
- Cash on hand	5.34	4.12
Balances as per statement of cash flows	444.81	646.64

Significant Accounting Policies and
Notes Forming Part of the Financial Statements

1 to 45

As per our report of even date attached
For KRISHAAN & CO.

Chartered Accountants
Firm Registration No: 0014535

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

Statement of Changes in Equity for the year ended 31st March, 2026

A EQUITY SHARE CAPITAL

Particulars	Balance at the Beginning of the year	Changes in Equity share capital during the year	Balance at the end of the year
Equity Shares of INR 1 each			
March 31, 2025	9,20,40,120	-	9,20,40,120
Numbers	920.40	-	920.40
Amount			
March 31, 2026	9,20,40,120	60,000	9,21,00,120
Numbers	920.40	0.60	921.00
Amount			

(₹ in Lakhs)

B OTHER EQUITY

Particulars	Reserves and Surplus					Property, Plant and Equipment Reserve	Money Received against share warrants / Share Application	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Share Based Payment Reserve	Retained Earnings			
As at April 1, 2024	30.00	3,556.59	6,733.76	0.00	15,549.72	3,337.14	(0.00)	29,207.21
Profit for the period	-	-	-	-	2,392.15	-	-	2,392.15
Other comprehensive income	-	-	-	-	(30.90)	-	-	(30.90)
Total comprehensive income for the year	30.00	3,556.59	6,733.76	0.00	17,910.97	3,337.14	(0.00)	31,568.46
Issue of equity shares	-	-	-	-	-	-	-	-
Share based payments (Employee Stock Option)	-	-	-	-	-	-	-	-
Money Received against share warrants	-	-	-	-	-	-	0.00	0.00
Transfer from PPE to Retained Earning	-	-	-	-	40.02	(40.02)	-	-
Dividend	-	-	-	-	(460.20)	-	-	(460.20)
As at March 31, 2025	30.00	3,556.59	6,733.76	0.00	17,490.79	3,297.12	(0.00)	31,108.26
Profit for the period	-	-	-	-	(1,418.55)	-	-	(1,418.55)
Other comprehensive income	-	-	-	-	(73.52)	-	-	(73.52)
Total comprehensive income for the year	30.00	3,556.59	6,733.76	0.00	15,998.72	3,297.12	(0.00)	29,616.19
Issue of equity shares	-	17.58	-	-	-	-	-	17.58
Share based payments (Employee Stock Option)	-	-	-	-	-	-	-	-
Money Received against share warrants / Share Application Money	-	-	-	-	-	-	0.00	0.00
Transfer from PPE to Retained Earning	-	-	-	-	40.02	(40.02)	-	-
Dividend	-	-	-	-	(460.20)	-	-	(460.20)
As at March 31, 2026	30.00	3,574.17	6,733.76	0.00	15,578.54	3,257.10	0.00	29,173.57

(₹ in Lakhs)

Significant Accounting Policies and Notes Forming Part of the Financial Statements

As per our report of even date attached

For KRISHAAN & CO.
Chartered Accountants
Firm Registration No: 001453S

K Sundarrajan
Partner
Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
Interim Company Secretary
(Membership No. A49737)

Tushar J. Dalal
Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
Executive Chairman
(DIN: 00033273)

Dr. Sachin D. Patel
Managing Director & CEO
(DIN: 00033353)

1 to 45

Notes to Financial Statements for the year ended 31st March, 2026

1 Corporate Information

These statements comprise financial statements of Themis Medicare limited (CIN: L24110GJ1969PLC001590) ('the company') for the year ended March 31, 2026. The company is a public company domiciled in India and is incorporated on May 31, 1969 under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office of the company is located at Plot No 69A, G.I.D.C Industrial Estate, Vapi district Valsad, Gujarat -396 195.

The Company is principally engaged in the activities pertaining to manufacturing of pharmaceutical products, especially in Formulation and API activity.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 28, 2026.

2 Significant Accounting Policies

2.1 Basis of preparation

The financial statements of the company have been prepared and presented in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and the relevant provisions of the Companies Act, 2013 ("the Act").

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Certain financial assets and liabilities measured at fair value or at amortised cost depending on the classification (refer accounting policy regarding financial instruments),
- Employee defined benefit assets/(obligations) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligations, and
- Long term borrowings, except obligations under finance leases, are measured at amortised cost using the effective interest rate method.

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 1, 2023. 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.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2 Summary of significant accounting policies

(a) Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Freehold land are stated at cost. The cost comprises purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Notes to Financial Statements for the year ended 31st March, 2026

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future benefits from its previously assessed standard of performance. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure (including borrowing costs) incurred during the construction period which is neither related to the construction activity nor is incidental thereto is charged to the statement of profit and loss.

Costs of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated on straight line basis using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a item of property, plant and equipment at the time of acquisition or the remaining useful life on a subsequent review is shorter than the envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/ remaining useful life.

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the company will obtain ownership at the end of the lease term. Leasehold land is amortised on a straight line basis over the balance period of lease.

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. 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.

Notes to Financial Statements for the year ended 31st March, 2026

(b) Intangible assets

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortization and accumulated impairment loss.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates. An intangible asset is derecognized on disposal or when no future economic benefits are expected from its use and disposal.

Losses arising from retirement and gains or losses arising from disposal of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Amortisation methods and periods

Intangible assets comprising of trade marks are amortized on a straight line basis over the useful life of ten years which is estimated by the management.

The estimated useful lives of intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation method is revised to reflect the changed pattern, if any.

(c) Research and development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss in the year it is incurred, unless a product's technological feasibility has been established, in which case such expenditure is capitalised. These costs are charged to the respective heads in the Statement of Profit and Loss in the year it is incurred. The amount capitalised comprises of expenditure that can be directly attributed or allocated on a reasonable and consistent basis for creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

(d) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

When there is indication that an impairment loss recognised for an asset in earlier accounting periods 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.

Notes to Financial Statements for the year ended 31st March, 2026

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is entity's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in statement of profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other gains/(losses).

(f) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(i) Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- 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.

Notes to Financial Statements for the year ended 31st March, 2026

(ii) Fair Value through other comprehensive income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

(i) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(ii) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company

Notes to Financial Statements for the year ended 31st March, 2026

recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Derecognition of financial liabilities

A financial liability is derecognized 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 or loss.

Equity investment in subsidiaries, joint ventures and associates

Investment in subsidiaries, joint ventures and associates are carried at cost. Impairment recognized, if any, is reduced from the carrying value.

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

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. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(g) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

(h) Convertible financial instrument

Convertible instruments are separated into liability and equity components based on the terms of the contract.

Notes to Financial Statements for the year ended 31st March, 2026

On issuance of the convertible instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible instrument based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

(i) Taxes

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred income tax is recognized using the balance sheet approach, deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period 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 balance sheet date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Notes to Financial Statements for the year ended 31st March, 2026

(iii) Minimum alternate Tax

MAT payable for a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available in the statement of profit and loss as deferred tax with a corresponding asset only to the extent that there is probability that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The said asset is shown as 'MAT Credit Entitlement' under Deferred Tax. The Company reviews the same at each reporting date and writes down the asset to the extent the Company does not have probable certainty that it will pay normal tax during the specified period.

(j) Inventories

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

(k) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amounts collected on behalf of third parties. The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Recognising revenue from major business activities

(i) Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Notes to Financial Statements for the year ended 31st March, 2026

(ii) Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

(iii) Dividend income

Revenue is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

(iv) Export benefits

Export Benefits are accounted on accrual basis and recognised in the year of export.

(I) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

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 viz gratuity,
- (b) defined contribution plans viz provident fund.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Notes to Financial Statements for the year ended 31st March, 2026

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised 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.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

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. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

(v) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Option Plan.

Employee options

The fair value of options granted under the Employee 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.

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.

(m) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(i) As a lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases of property, plant and equipment where the company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Notes to Financial Statements for the year ended 31st March, 2026

(ii) As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Lease income from operating leases where the company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(n) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

(o) Borrowing costs

Borrowing costs are interest and other costs that the Company incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate (EIR) applicable to the respective borrowing. Borrowing costs include interest costs measured at EIR and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, allocated to qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset up to the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

All other borrowing costs are recognised as an expense in the period which they are incurred.

Notes to Financial Statements for the year ended 31st March, 2026

(p) Segment Reporting - Identification of Segments

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

(q) Earnings per share

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

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
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(r) 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.

(s) Non-current assets (or disposal groups) classified as held for disposal:

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell.

To classify any Asset as "Asset held for disposal" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for disposal". Once classified as held for disposal, intangible assets and PPE are no longer amortised or depreciated.

(t) Current/non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading

Notes to Financial Statements for the year ended 31st March, 2026

- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its operating cycle.

(u) 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.

(v) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakh as per the requirement of Schedule III, unless otherwise stated.

2.3 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.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

- Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for atleast 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

Notes to Financial Statements for the year ended 31st March, 2026

- b. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has evaluated the amendment and confirms that it does not have any supplier finance arrangements (including reverse factoring or similar arrangements) as at the reporting date. Consequently, the disclosure requirements under Ind AS 7 and the additional liquidity risk considerations under Ind AS 107 are not applicable to the Company.
- c. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The Company has evaluated the amendment and noted that it is not part of a group covered under the Pillar Two Model Rules. Accordingly, the amendment to Ind AS 12 does not have any impact on the financial statements of the Company.

3 Critical accounting judgments, estimates and assumptions

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Critical estimates and judgements

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 12
- Estimated fair value of unlisted securities and Debt Instruments – Note 37
- Estimated goodwill impairment – Note 5
- Estimated useful life of intangible asset – Note 5
- Estimation of defined benefit obligation – Note 32
- Estimation of provision for warranty claims – Note 19
- Estimation of fair values of contingent liabilities and contingent purchase consideration in a business combination – Note 37
- Recognition of revenue – Note 21
- Recognition of deferred tax assets for carried forward tax losses – Note 12
- Impairment of trade receivables and other financial assets – Note 38

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

Notes to Financial Statements for the year ended 31st March, 2026

4. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold Land	Leasehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Electric Installations	Capital Work in Progress	Total
GROSS CARRYING VALUE										
As at April 1, 2024	3,357.12	2,796.32	2,408.20	12,637.73	1,447.78	446.18	62.67	240.24	260.18	23,656.42
Additions	-	-	163.62	964.25	227.38	167.38	11.80	17.72	2.98	1,555.13
Disposals	-	-	-	104.21	7.28	111.60	0.73	1.15	12.49	237.46
As at March 31, 2025	3,357.12	2,796.32	2,571.82	13,497.77	1,667.88	501.96	73.74	256.81	250.67	24,974.09
Additions	-	-	135.88	226.29	126.95	-	1.83	-	302.26	793.21
Disposals	-	-	-	-	-	68.71	-	-	305.72	374.43
As at March 31, 2026	3,357.12	2,796.32	2,707.70	13,724.06	1,794.83	433.25	75.57	256.81	247.21	25,392.87
ACCUMULATED DEPRECIATION / IMPAIRMENT										
As at April 1, 2024	-	383.20	559.18	4,971.71	439.05	129.57	28.48	104.13	-	6,615.32
Depreciation for the year	-	47.90	88.68	612.08	146.30	46.72	10.22	19.13	-	971.03
Disposals	-	-	-	12.29	3.01	49.60	0.36	0.29	-	65.55
As at March 31, 2025	-	431.10	647.86	5,571.50	582.34	126.69	38.34	122.97	-	7,520.80
Depreciation for the year	-	47.90	96.85	620.99	167.08	44.80	11.75	20.90	-	1,010.27
Disposals	-	-	-	-	-	25.40	-	-	-	25.40
As at March 31, 2026	-	479.00	744.71	6,192.49	749.42	146.09	50.09	143.87	-	8,505.67
Net Carrying value as at March 31, 2026	3,357.12	2,317.32	1,962.99	7,531.57	1,045.41	287.16	25.48	112.94	247.21	16,887.20
Net Carrying value as at March 31, 2025	3,357.12	2,365.22	1,923.96	7,926.27	1,085.54	375.27	35.40	133.84	250.67	17,453.29

4. Capital Work-in-progress : Ageing

(₹ in Lakhs)

Particulars	As at March 31, 2026			
	Amount in Capital Work-in-progress for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project in progress	-	-	-	-
Project temporarily suspended	-	-	-	-
Total	-	-	-	247.21
				247.21

(₹ in Lakhs)

Particulars	As at March 31, 2025			
	Amount in Capital Work-in-progress for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project in progress	3.46	-	-	-
Project temporarily suspended	-	-	-	-
Total	3.46	-	-	247.21
				250.67

Notes to Financial Statements for the year ended 31st March, 2026

4 (a) RIGHT - OF - USE ASSETS

(₹ in Lakhs)

Particulars	ROU	Total
GROSS CARRYING VALUE		
As at April 1, 2024	307.17	307.17
Impact of adoption of Ind AS 116	-	-
Additions	-	-
As at March 31, 2025	307.17	307.17
Additions	-	-
As at March 31, 2026	307.17	307.17
ACCUMULATED DEPRECIATION/IMPAIRMENT		
As at April 1, 2024	307.17	307.17
Depreciation for the year	-	-
As at March 31, 2025	307.17	307.17
Depreciation for the year	-	-
As at March 31, 2026	307.17	307.17
Net Carrying value as at March 31, 2026	0.00	0.00
Net Carrying value as at March 31, 2025	0.00	0.00

Notes:

i. Leased Assets

Property, Plant and Equipment includes the following amounts where the company is a lessee under finance lease :

Particulars	31-Mar-26	31-Mar-25
Land		
Cost	2,796.32	2,796.32
Accumulated Depreciation	(479.00)	(431.10)
Net carrying amount	2,317.32	2,365.22
Vehicles		
Cost	358.89	461.23
Accumulated Depreciation	(107.51)	(112.29)
Net carrying amount	251.38	348.94

The company has entered into long-term leasing arrangements for land with government authorities which are in the nature of finance lease. These arrangements do not involve any material recurring payments, hence other disclosures are not given.

The lease term in respect of vehicles acquired under finance lease are generally for three to seven years.

ii. Property, Plant and Equipment pledged as security against borrowings by the company

Refer to Note 40 for information on property, plant and equipment pledge as security by the Company.

iii. Deferral/Capitalisation Of Exchange Differences

The Ministry of Corporate Affairs (MCA) has issued the amendment dated December 29, 2011 to AS 11 'The Effects of Changes in Foreign Exchange Rates', to allow companies deferral/capitalization of exchange differences arising on long-term foreign currency monetary items. In accordance with the amendment/earlier amendment to AS 11 read with Para D13AA of Ind AS 101 'First time adoption of Indian Accounting Standard', the Company has capitalised exchange loss, 'arising on long-term foreign currency loan to the cost of plant and equipment.

iv. Assets under Construction

Capital work in progress mainly comprises new building and manufacturing unit being constructed in India.

v. Contractual Obligations

Refer to Note 34 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

vi. Execution of conveyance and other documents in respect of Office Premises purchased for Rs. 91.00 lakhs in an earlier year are yet pending. The relevant expenses pertaining to the same will be accounted in the year of execution. Amount not ascertainable.

vii. Execution of conveyance and other documents in respect of Training Centre Premises at Goregaon purchased for Rs. 106.35 lakhs in an earlier year are yet pending. The relevant expenses pertaining to the same will be accounted in the year of execution. Amount not ascertainable.

Notes to Financial Statements for the year ended 31st March, 2026

5. INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Trademarks / Patent	Total
GROSS CARRYING VALUE		
As at April 1, 2024	229.92	229.92
Additions / Deductions	-	-
As at March 31, 2025	229.92	229.92
Additions / Deductions	-	-
As at March 31, 2026	229.92	229.92
ACCUMULATED AMORTISATION AND IMPAIRMENT		
As at April 1, 2024	174.72	174.72
Amortisation for the year	21.84	21.84
As at March 31, 2025	196.56	196.56
Amortisation for the period	21.84	21.84
As at March 31, 2026	218.40	218.40
Net Carrying value as at March 31, 2026	11.52	11.52
Net Carrying value as at March 31, 2025	33.36	33.36

i. Significant Estimate: Useful Life of Intangible Assets

6. FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(A) INVESTMENTS		
Non Current		
(1) Investments carried at fair value through Profit and Loss		
(a) Investments in Equity Instruments		
Quoted		
505 (Previous Year 505) Equity shares of Union Bank of India of INR 10 each fully paid	0.83	0.64
9000 (Previous Year 9000) Equity Shares of Bank of Baroda of INR 2 each fully paid	22.27	20.55
Unquoted		
600 (Previous Year 600) Equity Shares of Jeedimetla Effluent Treatment Limited of INR 100 each fully paid up	0.60	0.60
100 (Previous Year 100) Equity Shares of The Zoroastrain Co.op.Bank Limited of INR 25 each fully paid up	0.03	0.03
(b) Investments in debentures or bonds		
Unquoted		
20 (Previous year 20) 20 yrs Deep Discount Bonds of Sardar Sarovar Narmada Nigam Limited of INR 3600 each fully paid up	10.00	10.00
Total	33.73	31.82

Notes to Financial Statements for the year ended 31st March, 2026

6. FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(2) Investments carried at Cost		
Investments in Equity Instruments		
Subsidiaries		
Unquoted		
10,000 (Previous year 10,000), Equity Shares of Themis Chemicals Private Limited INR 10/- each fully paid up	1.00	1.00
Nil (Previous Year 1,000) Equity Share of Carpo Medical Limited of GBP 1/- each fully paid up (Refer Note No. 43 (a))	-	0.76
47,500 (Previous Year 47,500) Equity Shares of Artemis Biotech Ltd. of Rs. 10/- each fully paid up	4.75	4.75
10,000 (Previous Year 10,000) Equity Shares of DR. Themis Private Limited of Rs. 10/- each fully paid up	1.00	1.00
Associates		
Unquoted		
26,208 (Previous year 26,208), Equity Shares of INR 100/- each fully paid up of Long Island Nutritionals Private Limited	48.69	48.69
Quoted		
2,52,72,037 (Previous Year 2,52,72,037) shares of INR 1/- each fully paid up of Gujarat Themis Biosyn Limited	336.96	336.96
Joint Venture		
Unquoted		
6,860,000(Previous Year 6,860,000) Equity shares of Richter Themis Medicare (India) Private Limited of INR 10/- each fully paid up	686.00	686.00
Total	1,078.40	1,079.16
Total	1,112.13	1,110.98
Aggregate amount of quoted investments	360.06	358.15
Market value of quoted investments	57,504.35	71,161.98
Aggregate amount of unquoted investments	751.07	751.83
Aggregate amount of impairment in the value of investments	-	-
Investments carried at amortised cost	-	-
Investments carried at fair value through profit and loss	33.73	31.82
Investments carried at cost	1,078.40	1,079.16
(B) OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Bank Deposits with more than 12 months maturity	121.12	118.35
Total	121.12	118.35
Current		
Financial assets carried at amortised cost		
Security Deposits	640.80	620.85
Total	640.80	620.85

Notes to Financial Statements for the year ended 31st March, 2026

7. INVENTORIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(Valued at lower of Cost and Net Realisable value)		
Raw materials		
In Stock	1,790.14	1,170.15
In Transit	248.41	246.56
Work-in-progress	881.84	1,337.44
Finished goods	4,583.50	5,044.44
Stores and spares	20.29	16.36
Packing Material and Power and Fuel	584.54	616.50
Total	8,108.72	8,431.45

8. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Trade Receivables from customers	9,923.52	12,084.89
Receivables from other related parties	7,888.14	5,660.71
	17,811.66	17,745.60
Breakup of Security details		
Secured, considered good	-	-
Unsecured, considered good	17,811.66	17,745.60
Which have significant increase in credit risk	-	-
Credit Impaired	52.62	-
	17,864.28	17,745.60
Impairment Allowance (allowance for bad and doubtful debts)		
Unsecured, considered good	-	-
Doubtful	52.62	-
	52.62	-
Total	17,811.66	17,745.60

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to NIL (Previous year INR NIL).

Trade or Other Receivable due from firms or private companies in which any director is a partner, a director or a member amounted to INR 7,888.14 Lakhs (Previous year INR 5,660.71 Lakhs).

a. Ageing for Trade Receivables outstanding is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2026					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Considered Good-Unsecured						
Undisputed	13,246.02	1,509.10	2,229.86	158.58	668.10	17,811.66
Disputed	-	-	-	-	-	-
Trade Receivables - Credit	13,246.02	1,509.10	2,229.86	158.58	668.10	17,811.66
Impaired						
Undisputed	-	-	-	-	52.62	52.62
Disputed	-	-	-	-	-	-
Total	-	-	-	-	52.62	52.62
Less: Allowance for bad and doubtful debts	-	-	-	-	52.62	52.62
Total Trade Receivable	13,246.02	1,509.10	2,229.86	158.58	668.10	17,811.66

Notes to Financial Statements for the year ended 31st March, 2026

(₹ in Lakhs)

Particulars	As at March 31, 2025					
	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Considered Good-Unsecured						
Undisputed	13,261.38	1,379.60	1,932.29	210.47	961.86	17,745.60
Disputed	-	-	-	-	-	-
Trade Receivables - Credit	13,261.38	1,379.60	1,932.29	210.47	961.86	17,745.60
Impaired						
Undisputed	-	-	-	-	-	-
Disputed	-	-	-	-	-	-
Total	-	-	-	-	-	-
Less: Allowance for bad and doubtful debts	-	-	-	-	-	-
Total Trade Receivable	13,261.38	1,379.60	1,932.29	210.47	961.86	17,745.60

9. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Balances with banks on current accounts	439.47	642.52
Cash on hand	5.34	4.12
Total	444.81	646.64

10. OTHER BANK BALANCES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Balances with banks to the extent held as margin money	356.01	356.01
Deposits with banks to the extent held as margin money	104.84	271.39
Deposits account towards share application	0.33	0.33
Total	461.18	627.73

11. OTHER ASSETS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Payment of taxes (net of provisions)	1,389.70	1,334.48
Total	1,389.70	1,334.48
Current		
Advances other than Capital advances		
- Advances to Related Parties	83.81	177.08
- Staff Advance and Imprest Cash	144.56	155.61
Others		
- Prepaid expenses	547.93	576.05
- Balances with Statutory, Government Authorities	2,166.61	1,419.69
- Other current assets	89.03	114.13
Total	3,031.94	2,442.56

Notes to Financial Statements for the year ended 31st March, 2026

12. INCOME TAX

Deferred Tax

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Deferred tax relates to the following:		
Depreciation for tax purposes	(1,311.45)	(1,257.72)
Land revalued at fair value on date of transition	(420.39)	(420.39)
Provision for employee benefits	350.25	350.25
Loss allowances on trade receivables	444.79	444.79
Net Deferred Tax Assets / (Liabilities)	(936.80)	(883.07)

Movement in deferred tax liabilities/assets

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening balance as of April 1, 2025	(883.07)	(739.25)
Tax income/(expense) during the period recognised in profit or loss	(78.45)	(154.21)
Tax income/(expense) during the period recognised in OCI	24.72	10.40
Closing balance as at March 31, 2026	(936.80)	(883.07)

Major Components of income tax expense for the year ended March 31, 2026 and March 31, 2025 are as follows:

i. Income tax recognised in profit or loss

(₹ in Lakhs)

	2025 - 26	2024 - 25
Current income tax charge	-	830.00
Deferred tax		
Relating to origination and reversal of temporary differences	78.45	154.21
Income tax expense recognised in profit or loss	78.45	984.21

ii. Income tax recognised in OCI

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Net loss/(gain) on remeasurements of defined benefit plans	24.72	10.40
Income tax expense recognised in OCI	24.72	10.40

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2026 and March 31, 2025

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Accounting profit before income tax	(1,124.18)	3,376.36
Enacted tax rate in India	25.17%	25.17%
Income tax on accounting profits	-	849.76
Tax Effect of		
Depreciation	53.73	(86.40)
Expenses not allowable or considered separately under Income Tax	24.72	147.92
Expenses allowable and others	-	(84.62)
Other adjustments	-	3.34
Recognition of deferred tax relating to origination and reversal of temporary differences	-	154.21
Tax at effective income tax rate	78.45	984.21

Notes to Financial Statements for the year ended 31st March, 2026

13. SHARE CAPITAL

i. Authorised Share Capital

(₹ in Lakhs)

	Equity Share	
	Number	Amount
At April 1, 2025	10,00,00,000	1,000.00
Increase/(decrease) during the year	-	-
At March 31, 2026	10,00,00,000	1,000.00

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of INR 1/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

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

ii. Issued Capital

	Number	Amount
Equity shares of INR 1 each issued, subscribed and fully paid		
At April 1, 2025	9,20,40,120	920.40
Issued during the period	60,000	0.60
At March 31, 2026	9,21,00,120	921.00

iii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2026		As at March 31, 2025	
	Number	% holding	Number	% holding
Equity shares of INR 1 each fully paid				
Dr. Dinesh S. Patel	-	-	87,20,570	9.47
Jayshree D. Patel	-	-	66,76,640	7.25
Dr. Sachin D. Patel	-	-	55,16,550	5.99
Vividh Margi Investment Private Limited	2,44,29,460	26.52	1,45,28,420	15.78
Vividh Distributors Private Limited	-	-	71,61,000	7.78
Gedeon Richter Investment Management Limited	88,43,080	9.60	88,43,080	9.61
Dinesh Shantilal Patel, Jayshree Dinesh Patel and Sachin Dinesh Patel (Trustees of Vividhmargi Trust)	2,53,17,620	27.49	-	-

iv. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

Notes to Financial Statements for the year ended 31st March, 2026

13 (a). DISCLOSURE OF SHAREHOLDING OF PROMOTERS IN EQUITY SHARES

Name of Promoter	Equity Shares Held by Promoters		Equity Shares Held by Promoters		% Change During the Year
	As at March 31, 2026		As at March 31, 2025		
	Number of Shares	% of total Shares	Number of Shares	% of total Shares	
Dinesh Shantilal Patel	3,00,020	0.33	87,20,570	9.47	(9.14)
Jayshree D Patel	10	-	66,76,640	7.25	(7.25)
Sachin Dinesh Patel	10	-	55,16,550	5.99	(5.99)
Reena S Patel	10	-	37,14,910	4.04	(4.04)
Anay Rupen Choksi	11,76,890	1.28	11,76,890	1.28	0.00
Nysha Rupen Choksi	11,76,890	1.28	11,76,890	1.28	0.00
Dinesh S Patel Huf	-	-	9,89,000	1.07	(1.07)
Shantilal Dahyabhai Patel (HUF)	5,58,000	0.61	5,58,000	0.61	0.00
Rupen Ashwin Choksi	2,000	-	2,000	0.00	(0.00)
Vividhmargi Investments Private Limited	2,44,29,460	26.52	1,45,28,420	15.78	10.74
Vividh Distributors Private Limited	-	-	71,61,000	7.78	(7.78)
Themis Distributors Private Limited	-	-	27,40,040	2.98	(2.98)
Gedeon Richter Investment Management Ltd.	88,43,080	9.60	88,43,080	9.61	(0.01)
Dinesh Shantilal Patel, Jayshree Dinesh Patel and Sachin Dinesh Patel (Trustees of Vividhmargi Trust)	2,53,17,620	27.49	-	-	27.49
Total	6.18,03,990	67.11	6.18,03,990	67.15	(0.04)

14. OTHER EQUITY

i. Reserves and Surplus

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Capital Reserve	30.00	30.00
Securities Premium Reserve	3,574.17	3,556.59
General Reserve	6,733.76	6,733.76
Share Based Payment Reserve	-	-
Retained Earnings	15,578.54	17,490.79
Property, Plant and Equipment Reserve	3,257.10	3,297.12
Total	29,173.57	31,108.26

(a) Capital Reserve

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Opening balance	30.00	30.00
Add/(Less):	-	-
Closing balance	30.00	30.00

Capital reserve is created as per the provisions of the Companies Act, 2013.

(b) Securities Premium Reserve

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Opening balance	3,556.59	3,556.59
Add/(Less):		
Issue of equity shares	17.58	-
Closing balance	3,574.17	3,556.59

The amount received in excess of face value of the equity shares is recognised in Share Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

Notes to Financial Statements for the year ended 31st March, 2026

(c) General Reserve

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Opening balance	6,733.76	6,733.76
Add/(Less):	-	-
Closing balance	6,733.76	6,733.76

(d) Share Based Payment Reserve

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Opening balance	-	-
Add/(Less):	-	-
Employee compensation expense recognised during the year	-	-
Transfer to retained earnings	-	-
Closing balance	-	-

The Company has three share option schemes under which options to subscribe for the company's shares have been granted to certain executives and senior employees.

(e) Retained Earnings

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Opening balance	17,490.79	15,549.72
Net Profit/(Loss) for the year	(1,418.55)	2,392.15
Add/(Less):		
Dividend	(460.20)	(460.20)
Transfer from property, plant and equipment reserve in respect of depreciation	40.02	40.02
Transfer from share based payment reserve	-	-
<i>Items of Other Comprehensive Income directly recognised in Retained Earnings</i>		
Remeasurement of post employment benefit obligation, net of tax	(73.52)	(30.90)
Closing balance	15,578.54	17,490.79

(f) Property, Plant and Equipment Reserve

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Opening balance	3,297.12	3,337.14
Add/(Less):		
Transfer to retained earnings in respect of depreciation on leasehold land	(40.02)	(40.02)
Closing balance	3,257.10	3,297.12

Property, Plant and Equipment Reserves represents reserve created on revaluation of freehold land on the date of transition to Ind AS. It is a non distributable reserve.

Notes to Financial Statements for the year ended 31st March, 2026

15. BORROWINGS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current Borrowings		
Secured		
(a) Term Loans From Banks	1,482.92	2,118.18
(b) Long term maturity of Finance Lease Obligations	150.97	239.19
(c) Loan from Jio Credit Limited	998.31	-
Unsecured		
(d) Foreign Currency Term Loan from a Foreign Promoter	641.89	649.32
(e) Term Loan - Unsecured - Cipla Ltd.	963.00	956.76
(f) Term Loan - Unsecured - Oxyzo Financial Services Ltd.	458.80	-
(A)	4,695.89	3,963.45
Current Maturity of Non Current Borrowings		
Secured		
(a) Term Loans From Banks	606.69	652.30
(b) Long term maturity of Finance Lease Obligations	61.60	65.94
Unsecured		
(c) Foreign Currency Term Loan from a Foreign Promoter	641.89	427.27
(d) Term Loan - Unsecured - Cipla Ltd.	963.00	956.76
(e) Term Loan - Unsecured - Oxyzo Financial Services Ltd.	236.48	-
(B)	2,509.66	2,102.27
Total (A)-(B)	2,186.23	1,861.18
Current Borrowings		
Secured		
(a) Loans repayable on demand from Banks		
- Cash Credit	2,829.44	2,193.87
- Bills Discounted	516.05	227.40
- Advance as Packing Credit for Export	967.74	914.13
Unsecured		
(b) Intercompany Deposits	1,000.00	1,000.00
(A)	5,313.23	4,335.40
Current Maturity of Non Current Borrowings		
Secured		
(a) Term Loans From Banks	606.69	652.30
(b) Long term maturity of Finance Lease Obligations	61.60	65.94
Unsecured		
(c) Foreign Currency Term Loan from a Foreign Promoter	641.89	427.27
(d) Term Loan - Unsecured - Cipla Ltd.	963.00	956.76
(e) Term Loan - Unsecured - Oxyzo Financial Services Ltd.	236.48	-
(B)	2,509.66	2,102.27
Total (A) + (B)	7,822.89	6,437.67

Notes to Financial Statements for the year ended 31st March, 2026

(1) NON CURRENT BORROWINGS

(i) SECURED BORROWING

(A) TERM LOANS FROM BANKS

- (i) Secured by NCGTC [National Credit Guarantee Trustee Company Ltd] guarantee and 2nd charge on the assets of the Company.
- (ii) Capex Loan-Secured by Pari passu charge on assets created out of Term Loan.

Terms of Repayment

- (I) Term Loan from Union Bank of India of INR 232 lakhs repayable in 36 monthly instalments commencing from December 2023.
- (II) Term Loan from Bank of Baroda of INR 274 lakhs repayable in 36 monthly instalments commencing from December 2023.
- (III) Capex Term Loan from Bank of Baroda of INR 1375 lakhs repayable in 24 Step up Quarterly instalments after 12 months from the First disbursement.
- (IV) Capex Term Loan from Union Bank of India of INR 1625 lakhs repayable in 24 Step up Quarterly instalments after 12 months from the First disbursement.
- (V) Capex Term Loan (TCI Pump) from Union Bank of India of INR 1125 lakhs.

(B) LONG TERM MATURITIES OF FINANCE LEASE OBLIGATION

Secured By hypothecation of vehicles acquired under hire purchase arrangement.

Repayable in 36/60/84 equated Monthly Installments as per various arrangements.

(C) SECURED LOAN FROM JIO CREDIT LTD.

Loan from Jio credit Ltd. of INR 1000 lakhs repayable in 36 monthly instalments.

(ii) UNSECURED BORROWING

TERM LOAN

- (i) from Foreign Promoter which has been repayable in 22 quarterly installments up to March 31, 2027.
- (ii) from Cipla Limited which has been repayable in 6 yearly installments up to March 31, 2032.
- (iii) from Oxygo Financial Services Limited repayable in 30 monthly instalments commencing from August 2025.

(2) CURRENT BORROWINGS

(i) SECURED BORROWING

Cash Credit facility from banks

Cash Credits against hypothecation of raw materials, Stock in Process, finished goods, packing material and book debts and secured by an equitable mortgage created by deposit of title deeds of the company's Factory, Land and Buildings situated at Vapi, Hyderabad, Haridwar and Baroda and Hypothecation of Plant and Machinery both present and future and also secured by personal guarantees of the Directors of the Company.

Notes to Financial Statements for the year ended 31st March, 2026

(ii) UNSECURED BORROWING

Intercompany Deposits

The company has taken Intercompany Deposit from M/s. Rupen Investment & Industries Private Limited, which is repayable on demand.

Net Debt Reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current Borrowings	7,822.89	6,437.67
Non-current Borrowings	2,186.23	1,861.18
Net Debt	10,009.12	8,298.85

(₹ in Lakhs)

Particulars	Liabilities from financing activities		Total
	Non Current Borrowings	Current Borrowings	
Net Debt as at March 31, 2024	2,677.40	6,901.82	9,579.22
Receipts / (Repayment) of non Current borrowings	(816.22)		(816.22)
Receipts / (Repayment) of Current borrowings		(464.15)	(464.15)
Interest Expense			849.23
Interest Paid			(849.23)
Net Debt as at March 31, 2025	1,861.18	6,437.67	8,298.85
Receipts / (Repayment) of non Current borrowings	325.05		325.05
Receipts / (Repayment) of Current borrowings		1,385.22	1,385.22
Interest Expense			889.37
Interest Paid			(889.37)
Net Debt as at March 31, 2026	2,186.23	7,822.89	10,009.12

15(a). LEASE LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Lease Liabilities	-	-
Total	-	-
Current		
Lease Liabilities	-	-
Total	-	-

16. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Total	-	-
Current		
Financial Liabilities at amortised cost		
Unclaimed Dividends	25.71	22.36
Deposits from Dealers and Suppliers	552.60	549.49
Rent Deposits	0.24	0.24
Others		
Book Overdraft	-	1.01
Other Payables	2,715.20	2,575.17
Total	3,293.75	3,148.27

Notes to Financial Statements for the year ended 31st March, 2026

17. TRADE PAYABLES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Trade Payable to Micro enterprises and Small enterprises	285.05	330.95
Trade Payable to Creditor other than Micro Enterprises and small Enterprises	4,798.48	4,812.80
Total	5,083.53	5,143.75

a. The dues payable to Micro and Small Enterprises (MSME) is based on the information available with the Company and takes into account only those suppliers who have responded to the enquiries made by the Company for this purpose (Refer Note 42).

b. Ageing for Trade Payables outstanding is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2026				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	249.99	28.16	4.81	2.09	285.05
ii) Others	4,798.48	-	-	-	4,798.48
iii) Disputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-
Total	5,048.47	28.16	4.81	2.09	5,083.53

(₹ in Lakhs)

Particulars	As at March 31, 2025				
	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	303.66	24.77	0.95	1.57	330.95
ii) Others	4,771.77	41.03	-	-	4,812.80
iii) Disputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-
Total	5,075.43	65.80	0.95	1.57	5,143.75

c. Payable to Related Parties:

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Gujarat Themis Biosyn Limited	858.59	8.43
Total	858.59	8.43

18. OTHER LIABILITIES

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Current		
Advance received from Customers	-	34.63
Statutory Liabilities*	72.69	76.20
Total	72.69	110.83

*Includes GST, Excise duty, Service tax and TDS

Notes to Financial Statements for the year ended 31st March, 2026

19. PROVISIONS

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Non Current		
Provision for employee benefits		
Leave encashment	193.58	186.50
Total	193.58	186.50
Current		
Provision for employee benefits		
Leave encashment	28.54	27.10
Gratuity	308.20	153.26
Total	336.74	180.36

20. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Opening Balance	585.00	742.00
Add : Current Tax payable for the period	-	830.00
Less : Tax Paid	(585.00)	(987.00)
Closing Balance	-	585.00

21. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Sale of products		
Sale of Products	33,982.67	40,008.01
Other Operating Revenues		
Other Revenues	240.88	543.15
Total	34,223.55	40,551.16

22. OTHER INCOME

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Interest Income	27.12	111.98
Dividend income	169.33	42.82
Fair value gain on financial instruments at fair value through profit and loss	1.91	-
Exchange Difference	234.21	149.95
Miscellaneous Income	503.59	162.20
Total	936.16	466.95

23. COST OF MATERIALS CONSUMED

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Raw Material		
As at beginning of the year	1,170.15	1,515.61
Add: Purchases	4,968.79	5,157.39
Less: Samples classified under other expenses	(296.74)	(249.76)
Less : As at end of the year	(1,790.14)	(1,170.15)
	4,052.06	5,253.09
Packing Material	1,678.28	2,377.76
Total	5,730.34	7,630.85

Notes to Financial Statements for the year ended 31st March, 2026

24. PURCHASES OF STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Finished Goods	6,300.24	7,366.65
Total	6,300.24	7,366.65

25. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Inventories as at the beginning of the year		
Work - in - progress	1,337.44	1,335.08
Finished goods	5,044.44	3,248.36
Total	6,381.88	4,583.44
Less : Inventories as at the end of the year		
Work - in - progress	881.84	1,337.44
Finished goods	4,583.50	5,044.44
Total	5,465.34	6,381.88
Net decrease / (increase) in inventories	916.54	(1,798.44)

26. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Salaries, wages and bonus	8,639.74	8,925.67
Contribution to provident and other funds	677.97	668.64
Staff welfare expenses	33.97	43.27
Total	9,351.68	9,637.58

27. FINANCE COST

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Interest expense on debts and borrowings	889.37	849.23
Bank Charges	179.49	154.70
Total	1,068.86	1,003.93

28. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Depreciation on tangible assets	1,010.27	971.03
Amortisation on intangible assets	21.84	21.84
Total	1,032.11	992.87

Notes to Financial Statements for the year ended 31st March, 2026

29. OTHER EXPENSES

(₹ in Lakhs)

Particulars	2025 - 26	2024 - 25
Consumption of stores and spares	287.52	215.38
Power and fuel	1,219.81	1,181.32
Processing charges	1,445.72	1,630.02
Rent	342.50	345.01
Repairs and maintenance -		
Building	51.35	109.60
Plant and Machinery	81.79	60.24
Others	107.79	59.83
Insurance	212.20	163.71
Rates and taxes	71.18	37.16
Travelling & conveyance expenses	1,764.23	1,878.94
Freight & Forwarding	1,005.44	827.12
Legal and professional fees	1,582.83	1,330.90
Commission	755.91	834.88
Advertisement and Sales promotion expenses	1,165.50	1,471.22
Allowance for doubtful debts and advances	52.62	-
Payments to auditors (Refer note below)	16.60	15.12
Fair value loss on financial instrument at Fair value through profit and loss	-	3.36
Miscellaneous expenses	1,721.13	2,644.50
Total	11,884.12	12,808.31

(a) Details of Payments to auditors

(₹ in Lakhs)

	2025 - 26	2024 - 25
As auditor		
Audit Fee	10.50	10.50
In other capacity		
Other services (certification fees)	3.54	2.21
Re-imbursement of expenses	2.56	2.41
Total	16.60	15.12

(b) Corporate social responsibility expenditure

(₹ in Lakhs)

	2025 - 26	2024 - 25
Amount required to be spent as per Section 135 of the Act	82.20	114.25
Amount available for set off from preceding financial year	-	-
Previous year shortfall	120.95	63.13
Total	203.15	177.38
Amount spent during the year on:		
(i) Construction/acquisition of an asset	-	-
(ii) on purposes other than (i) above	21.10	56.43
Shortfall at the end of the year	182.05	120.95

Note : Promotion of health care including preventive health care.

Notes to Financial Statements for the year ended 31st March, 2026

30. RESEARCH AND DEVELOPMENT COSTS

The Company during the period has incurred cost on research and development activities which are not eligible for capitalisation in terms of Ind AS 38 and therefore they are recognised in other expenses under statement of profit and loss. Amount charged to profit or loss during the year ended March 31, 2026: INR 1,142.09 Lakhs (March 31, 2025: INR 1,320.51 Lakhs), Amount charged to Capital Account during the year ended March 31, 2026 : INR NIL (March 31, 2025 : INR NIL) details of which are as follows:

	(₹ in Lakhs)	
Particulars	2025 - 26	2024 - 25
i) On Revenue Account :		
Manufacturing Expenses		
Material	31.41	114.50
Other Expenses	1,110.68	1,206.01
Total	1,142.09	1,320.51
ii) On Capital Account	-	-
Total Research & Development Expenditure	1,142.09	1,320.51

31. EARNINGS PER SHARE

	(₹ in Lakhs)	
Particulars	2025 - 26	2024 - 25
(a) Basic earnings per share (INR)	(1.54)	2.60
(b) Diluted earnings per share (INR)	(1.54)	2.59
(c) Reconciliation of earnings used in calculating earnings per share		
<i>Basic earnings per share</i>		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(1,418.55)	2,392.15
<i>Diluted earnings per share</i>		
Profit attributable to the equity holders of the company used in calculating basic earnings per share	(1,418.55)	2,392.15
Adjustments for calculation of diluted earnings per share:	-	-
Profit attributable to the equity holders of the company used in calculating diluted earnings per share	(1,418.55)	2,392.15
(d) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	9,21,00,120	9,20,40,120
Adjustments for calculation of diluted earnings per share:		
Employee Stock Options	1,02,639	1,74,354
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	9,22,02,759	9,22,14,474

Notes to Financial Statements for the year ended 31st March, 2026

32. EMPLOYEE BENEFIT OBLIGATIONS

(₹ in Lakhs)

	March 31, 2026			March 31, 2025		
	Current	Non Current	Total	Current	Non Current	Total
Provisions						
Leave obligations	28.54	193.58	222.12	27.10	186.50	213.60
Employee Benefit Obligations	28.54	193.58	222.12	27.10	186.50	213.60
Plan Assets						
Gratuity	(308.20)	-	(308.20)	(153.26)	-	(153.26)
Employee Benefit Plan Assets / (Liabilities)	(308.20)	-	(308.20)	(153.26)	-	(153.26)

(i) Leave Obligations

The leave obligations cover the company's liability for sick and earned leave.

The amount of the provision of INR 28.54 Lakhs (March 31, 2025: INR 27.10 Lakhs) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations.

(ii) Post Employment obligations

a) Gratuity

The Company provides for gratuity in accordance with the Code on Social Security, 2020, which subsumes the erstwhile Payment of Gratuity Act, 1972. Permanent employees become eligible for gratuity on completion of five years of continuous service, while fixed-term employees are eligible on completion of one year of service. Gratuity payable on retirement, termination, death, or disablement is computed as 15 days' wages for every completed year of service.

The gratuity plan is a **funded plan** and the company makes contributions to recognised funds in India. The company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

(₹ in Lakhs)

	Present value of obligation	Fair value of plan assets	Net amount
As at April 1, 2024	400.43	334.73	(65.70)
Current service cost	96.51	-	(96.51)
Interest expense/(income)	28.91	24.17	(4.74)
Error in Reconciliation	-	-	-
Total amount recognised in profit or loss	125.42	24.17	(101.25)
Remeasurements			
Return of plan assets, excluding amount included in interest (income)	-	(77.98)	(77.98)
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	11.35	-	(11.35)
Experience (gains)/losses	(48.02)	-	48.02
Total amount recognised in other comprehensive income	(36.67)	(77.98)	(41.31)
Employer contributions	-	55.00	55.00
Benefit payments	(62.94)	(62.94)	-
Benefit Paid Directly by the Employer	-	-	-
As at March 31, 2025	426.24	272.98	(153.26)

Notes to Financial Statements for the year ended 31st March, 2026

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

(₹ in Lakhs)

	Present value of obligation	Fair value of plan assets	Net amount
Current service cost	114.41	-	(114.41)
Past Service Cost	53.08		(53.08)
Interest expense/(income)	31.52	17.31	(14.21)
Error in Reconciliation	-	-	-
Total amount recognised in profit or loss	199.01	17.31	(181.70)
<i>Remeasurements</i>			
Return of plan assets, excluding amount included in interest (income)	-	(141.12)	(141.12)
(Gain)/Loss from change in demographic assumptions	-	-	-
(Gain)/Loss from change in financial assumptions	(44.64)	-	44.64
Experience (gains)/losses	1.76	-	(1.76)
Total amount recognised in other comprehensive income	(42.88)	(141.12)	(98.24)
Employer contributions	-	125.00	125.00
Benefit payments	(102.79)	(102.79)	-
Benefit Paid Directly by the Employer	-	-	-
As at March 31, 2026	479.58	171.38	(308.20)

The major categories of plan assets of the fair value of the total plan assets are as follows

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
Themis Medicare Limited Employees Gratuity Fund	171.38	272.98

The significant actuarial assumptions were as follows:

	March 31, 2026	March 31, 2025
Discount rate	7.84%	6.98%
Expected return on plan assets	7.84%	6.98%
Salary growth rate	4.00%	4.00%
Employee turnover rate	1.00%	1.00%

A quantitative sensitivity analysis for significant assumption as at March 31, 2026 are shown below: (₹ in Lakhs)

Assumptions	Discount rate		Employee turnover rate		Salary growth rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
March 31, 2026						
Impact on defined benefit obligation	(23.95)	25.98	8.27	(8.91)	26.84	(24.91)
% Impact	-4.99%	5.42%	1.72%	-1.86%	5.60%	-5.19%
March 31, 2025						
Impact on defined benefit obligation	(23.12)	25.23	5.75	(6.26)	25.85	(23.86)
% Impact	-5.42%	5.92%	1.35%	-1.47%	6.07%	-5.60%

The sensitivity analysis above has 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.

Notes to Financial Statements for the year ended 31st March, 2026

The following payments are expected contributions to the defined benefit plan in future years: (₹ in Lakhs)

	March 31, 2026	March 31, 2025
1 st following year	19.18	31.39
2 nd following year	18.03	11.93
3 rd following year	39.60	20.81
4 th following year	26.06	22.61
5 th following year	32.39	19.53
Sum of Years 6 to 10	178.84	124.86
Sum of Years 11 and above	1,028.53	902.36
Total expected payments	1,342.63	1,133.49

The average duration of the defined benefit plan obligation at the end of the reporting period is 11 years (March 31, 2025: 11 years)

b) Defined contribution plans

The company also has defined contribution plans. Contributions are made to the provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to a registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual or any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 498.31 Lakhs (March 31, 2025: INR 508.13 Lakhs)

33. SHARE BASED PAYMENTS

(a) Employee option plan

The Company implemented Themis Medicare Employee Stock Option Scheme 2012 (herein after referred to as "Themis Medicare ESOS 2012" or "the Scheme") as approved by the Shareholders of the Company and the Nomination and Remuneration Committee of the Board of Directors.

The purpose of this Scheme is to promote the success of the Company and its subsidiaries and the interest of its shareholders by rewarding, attracting, motivating, and retaining Employees for high levels of individual performance, for efforts to improve the financial performance of the Company.

The Employee Stock Option Plan (ESOP) is designed to provide incentives to eligible employees to deliver long term returns. Under the plan, participants are granted options which vest upon completion of 1 year of service from the grant date. Participation in the plan is at the board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Once vested, the options remain exercisable for a period of 5 years. When exercisable, each option is convertible into one equity share.

Movement during the period

The number and weighted average exercise prices (WAEP) of the options and movement during the period is as follows

	March 31, 2026		March 31, 2025	
	Number of options	WAEP	Number of options	WAEP
Opening balance	2,00,000	30.30	2,00,000	30.30
Granted during the period	-	-	-	-
Exercised during the period*	60,000	30.30	-	-
Forfeited during the period	-	-	-	-
Expired during the period	-	-	-	-
Closing balance	1,40,000	30.30	2,00,000	30.30
Exercisable	1,40,000	30.30	2,00,000	30.30

*The weighted average share price of equity shares of INR 1 each at the date of exercise of options during the period ended March 31, 2026 was Rs. 102.89 (March 31, 2025: N.A.)

Notes to Financial Statements for the year ended 31st March, 2026

Share options outstanding at the end of the period have the following expiry date and exercise prices

Grant	Expiry date	Exercise price (INR)	Share options	Share options
			31-Mar-26	31-Mar-25
G1-31/07/2012	31/07/2020	7.79	-	-
G2-10/02/2016	10/02/2024	33.48	-	-
G3-14/11/2019	19/12/2027	30.30	1,40,000	2,00,000
Total			1,40,000	2,00,000
Weighted average remaining contractual life of options outstanding at the end of period			1.3 years	1.8 years

(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 Lakhs)	
	March 31, 2026	March 31, 2025
Employee stock option	-	-

34. COMMITMENTS AND CONTINGENCIES

A. Commitments

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	42.81	63.86
(b) Other Commitments		
Liability on account of Custom duty on goods in bonded warehouse or in transit is, as per the Company's practice charged to Profit and Loss Account only in the year in which the goods are cleared from the Custom. This accounting policy has no effect on the Profit for the year.	39.25	32.85
	82.06	96.71

B. Contingent Liabilities

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
i. Claim against the company not acknowledged as debt		
(i) The Ministry of Chemicals & Fertilizers, Government of India has raised demand under Drug Price Control Order, 1979 / 1995 for difference in actual price and price of respective bulk drug allowed while fixing the prices of certain life saving formulations which are disputed by the Company. The Company has preferred Appeals before Honorable High Courts of Gujarat and Bombay in respect of Bulk Drug Rifampicin and Ethambutol respectively, for grant of ad interim stay. While allowing the stay, The Honorable High Court Gujarat directed the Company to deposit Principal Liability of INR 34.80 lakhs out of the total liability of INR 126.08 lakhs as worked out by the Department of Chemicals & Fertilizers, Govt. of India. The Company has already complied with the directions of the Honorable Court. In respect of Liability for Bulk Drug Ethambutol, the Honorable Bombay High Court had directed the Company to submit Bank Guarantee of Principle amount with Court & stayed the matter. The Company has complied with the direction of the Honorable High Court. Similarly, a demand notice is received during a previous year from NPPA, New Delhi, in respect of Formulation Tetracox, The Company has preferred Writ Petition at Honorable High Court Uttarakhand, Nainital, as well for stay of demand. The matter is pending before the High Court.	435.98	435.98

Notes to Financial Statements for the year ended 31st March, 2026

B. Contingent Liabilities

(₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
ii. Guarantees excluding financial guarantees		
Bank Guarantees	401.15	684.05
iii. Other money for which the company is contingently liable		
(i) In respect of Letter of Credit	585.44	1,159.59
(ii) Disputed GST / VAT Liability as the matters are in appeal	57.65	7.25
(iii) Customs duty payable on raw materials imported under duty exemption scheme in case of non-fulfillment of export obligation.	253.50	245.15
(iv) Disputed Income Tax Liability as the matters are in appeal	1,332.66	52.68
	3,066.38	2,584.70

35. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Country of Incorporation
Subsidiary	
Themis Chemicals Private Limited	India
Artemis Biotech Limited	India
Carpo Medical Limited (*Striked off with effect from 1 st April 2025)	United Kingdom
Dr. Themis Private Limited	India
Associate	
Long Island Nutritionals Private Limited	India
Gujarat Themis Biosyn Limited	India
Joint Venture	
Richter Themis Medicare (India) Private Limited	India
Enterprises over which KMPs are able to exercise significant influence	
Themis Distributors Private Limited (*Amalgamated with Vividhmargi Investments Private Limited with effect from 24 th March 2026)	India
Vividh Distributors Private Limited (*Amalgamated with Vividhmargi Investments Private Limited with effect from 24 th March 2026)	India
Vividh Margi Investments Private Limited	India
Pharmaceutical Business Group (India) Limited	India
Key Managerial Personnel	
Dr. Dinesh S. Patel (Executive Chairman)	
Dr. Sachin D. Patel (Managing Director and CEO)	
Tushar J. Dalal (Chief Financial Officer)	
Pradeep Chandan (Company Secretary) (till 13th February 2026)	
Mr. Nagraj Mogaveera (Interim Company Secretary) (w.e.f. 14 th February 2026)	
Non - Executive Directors / Independent Directors	
Rajneesh Kedarnath Anand	
Nikunt Raval	
Manjul Sandhu (till 10 th November 2025)	
Bhaskar Iyer	
Shishir Vasant Dalal	
Dr. Adam Demeter	
Reena Sachin Patel (Alternate Director to Dr. Adam Demeter)	
Neha Thakore (w.e.f. 1 st August 2025)	
Relative of Key Managerial Personnel	
Reena Sachin Patel (Relative of Dr. Dinesh S. Patel & Sachin D. Patel)	

Notes to Financial Statements for the year ended 31st March, 2026

(ii) Transactions with related parties

(₹ in Lakhs)

Name	Nature of Transaction	March 31, 2026	March 31, 2025
Vividh Distributors Private Limited	Sale of finished goods	3,600.63	1,611.95
Themis Distributors Private Limited	Sale of finished goods	4,082.48	12,512.67
Vividh Margi Investments Private Limited	Sale of finished goods	1,497.89	1,750.48
Richter Themis Medicare (India) Private Limited	Sales Other	-	1.49
	Purchase of goods	9.03	-
	Management Fees	428.69	-
	Received		
Gujarat Themis Biosyn Limited	Sales Other	50.67	119.24
	Purchase of goods	733.16	7.14
	Dividend Income	169.32	42.12

(iii) Outstanding Balances:

(₹ in Lakhs)

Name	March 31, 2026	March 31, 2025
Trade Receivables / (Payables):		
Vividh Distributors Private Limited	2,756.15	423.83
Themis Distributors Private Limited	4,115.18	4,553.17
Vividh Margi Investments Private Limited	668.06	643.78
Richter Themis Medicare (India) Private Limited	347.80	-
Gujarat Themis Biosyn Limited	(857.64)	(3.86)
Campo Medical Limited	-	35.36

(iv) Key management personnel compensation

(₹ in Lakhs)

	March 31, 2026	March 31, 2025
Short term employee benefits	341.48	404.32
Post-employment benefits	-	-
Long term employee benefits*	-	-
Directors sitting fees	20.50	23.40
Commission to Independent Directors	12.00	-
Employee share based payment	-	-
Total	373.98	427.72

* The amounts of Long term employee benefits cannot be separately identified from the composite amount advised by the actuary/valuer.

(v) Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. For the year ended March 31, 2026, the Company has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2025: NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

Notes to Financial Statements for the year ended 31st March, 2026

36. SEGMENT REPORTING

The company primarily operates in one business segment only i.e. Pharmaceuticals, which is the only reportable segment. There is no other segment which requires reporting as per Ind AS 108 "Operating Segments".

Information about geographical areas

Revenue from external customers

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below:

	(₹ in Lakhs)	
	March 31, 2026	March 31, 2025
India	23,682.90	32,764.46
Outside India	10,299.77	7,243.55
Total	33,982.67	40,008.01

Revenue arising from sale of products to three customers amounted to INR 4,289.40 Lakhs, INR 4,082.48 Lakhs and INR 3,600.63 Lakhs (March 31, 2025: one customer amounted to INR 12,512.67 Lakhs), exceeds 10% of revenue from operations of the Company.

37. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

Particulars	Carrying Amount		Fair Value	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	17,811.66	17,745.60	17,811.66	17,745.60
Cash and Cash Equivalents	444.81	646.64	444.81	646.64
Security Deposits	640.80	620.85	640.80	620.85
Other Bank Balances	461.18	627.73	461.18	627.73
Other Financial Assets	121.12	118.35	121.12	118.35
FVTPL				
Investment in Equity Instruments	23.73	21.82	23.73	21.82
Investments in Bonds and Debentures	10.00	10.00	10.00	10.00
Total	19,513.30	19,790.99	19,513.30	19,790.99
FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	10,009.12	8,298.85	10,009.12	8,298.85
Trade Payables	5,083.53	5,143.75	5,083.53	5,143.75
Other financial liabilities	3,293.75	3,148.27	3,293.75	3,148.27
Total	18,386.40	16,590.87	18,386.40	16,590.87

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Notes to Financial Statements for the year ended 31st March, 2026

ii. Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measure at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

Assets and liabilities measured at fair value - recurring fair value measurement: (₹ in Lakhs)

Particulars	March 31, 2026			Total	March 31, 2025			Total
	Fair value measurement using				Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial Assets								
Fair Value Through Profit and Loss								
Investment in Equity Instruments	23.10	-	0.63	23.73	21.19	-	0.63	21.82
Investments in Bonds and Debentures	-	-	10.00	10.00	-	-	10.00	10.00
Total Assets	23.10	-	10.63	33.73	21.19	-	10.63	31.82

There have been no transfers among Level 1, Level 2 and Level 3 during the period

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

The fair value of unquoted equity instruments and unquoted bonds is not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

iv. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

Notes to Financial Statements for the year ended 31st March, 2026

38. FINANCIAL RISK MANAGEMENT

The Company's activity exposes it to market risk, liquidity risk and credit risk. Company's overall risk management focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. This note explains the sources of risk which the entity is exposed to and how the company manages the risk.

(A) Credit risk

Credit risk is the risk that the counterparty will not meet its obligations leading to a financial loss. Credit risk arises from cash and cash equivalents, financial assets carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.

i. Credit risk management

Credit risk has always been managed by the company 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 considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro-economic factors.

(B) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Company consistently generated sufficient cash flows from operations to meet its financial obligations. Also, the Company has unutilized credit limits with banks.

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements.

Notes to Financial Statements for the year ended 31st March, 2026

Maturities of financial liabilities

The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. In the table below, borrowings include both interest and principal cash flows. To the extent that interest rates are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

(₹ in Lakhs)

Contractual maturities of financial liabilities		Contractual cash flows			
Particulars	Carrying Amount	Total	Less than 1 year	1 to 5 years	More than 5 years
March 31, 2026					
Borrowings	10,009.12	10,546.66	8,186.32	2,360.34	-
Trade payables	5,083.53	5,083.53	5,083.53	-	-
Other financial liabilities	3,293.75	3,293.75	3,293.75	-	-
Total financial liabilities	18,386.40	18,923.94	16,563.60	2,360.34	-
March 31, 2025					
Borrowings	8,298.85	8,903.88	6,782.01	2,121.87	-
Trade payables	5,143.75	5,143.75	5,143.75	-	-
Other financial liabilities	3,148.27	3,148.27	3,148.27	-	-
Total financial liabilities	16,590.87	17,195.90	15,074.03	2,121.87	-

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as commodity risk.

(i) Foreign currency risk

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the external commercial borrowings and export receivables.

The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies and standard operating procedures to mitigate the risks.

(a) The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR lakhs, are as follows

(₹ in Lakhs)

	USD	EURO	AUD	GBP	Total
March 31, 2026					
Trade Receivables	2,698.68	4.79	-	67.60	2,771.07
Trade Payable	(180.53)	(0.37)	-	-	(180.90)
Foreign Currency Borrowings	(641.89)	-	-	-	(641.89)
Other receivables	-	-	-	-	-
Net exposure to foreign currency risk	1,876.26	4.42	-	67.60	1,948.28
March 31, 2025					
Trade Receivables	3,643.90	383.93	-	102.96	4,130.79
Trade Payable	(99.73)	-	-	-	(99.73)
Foreign Currency Borrowings	(649.32)	-	-	-	(649.32)
Other receivables	-	-	-	-	-
Net exposure to foreign currency risk	2,894.85	383.93	-	102.96	3,381.74

Notes to Financial Statements for the year ended 31st March, 2026

(b) Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax:

	2025 - 26		2024 - 25	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	18.76	(18.76)	28.95	(28.95)
EURO	0.04	(0.04)	3.84	(3.84)
AUD	-	-	-	-
GBP	0.68	(0.68)	1.03	(1.03)
Net Increase/(decrease) in profit or loss	19.48	(19.48)	33.82	(33.82)

(ii) Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. Company policy is to maintain most of its borrowings at fixed rate using interest rate swaps to achieve this when necessary. During March 31, 2026 and March 31, 2025, the company's borrowings at variable rate were mainly denominated in USD.

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market.

(a) Interest rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	(₹ in Lakhs)	
	March 31, 2026	March 31, 2025
Variable rate borrowings	641.89	649.32
Fixed rate borrowings	8,404.23	6,692.77
Total borrowings	9,046.12	7,342.09
% of borrowings at variable rate	7%	9%

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	(₹ in Lakhs)	
	Impact on profit before tax	
	March 31, 2026	March 31, 2025
Interest rates - increase by 50 basis points*	3.21	3.25
Interest rates - decrease by 50 basis points*	(3.21)	(3.25)

*holding all other variables constant.

(iii) Commodity Price risk

The Company's operating activities involve purchase and sale of Active Pharmaceutical Ingredients (API), whose prices are exposed to the risk of fluctuation over short periods of time. Commodity price risk exposure is evaluated and managed through procurement and other related operating policies. As of March 31, 2026 and March 31, 2025 the Company had not entered into any material derivative contracts to hedge exposure to fluctuations in commodity prices.

Notes to Financial Statements for the year ended 31st March, 2026

39. CAPITAL MANAGEMENT

For the purpose of the company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within debt, interest bearing loans and borrowing, trade and other payables, less cash and cash equivalents.

(₹ in Lakhs)		
Particulars	March 31, 2026	March 31, 2025
Borrowings	10,009.12	8,298.85
Trade Payables	5,083.53	5,143.75
Other Financial Liabilities	3,293.75	3,148.27
Less: Cash and Cash Equivalents	(444.81)	(646.64)
Less: Other Bank Balance	(461.18)	(627.73)
Net Debt	17,480.41	15,316.50
Equity Share Capital	921.00	920.40
Other Equity	29,173.57	31,108.26
Total Capital	30,094.57	32,028.66
Capital and Net Debt	47,574.98	47,345.16
Gearing Ratio	36.74	32.35

40. ASSETS GIVEN AS COLLATERAL SECURITY AGAINST BORROWINGS

The carrying amount of assets given as collateral security for current and non current borrowings are: (₹ in Lakhs)

Particulars	March 31, 2026	March 31, 2025
CURRENT ASSETS		
Trade Receivables	17,811.66	17,745.60
Inventories	8,108.72	8,431.45
Total current assets	25,920.38	26,177.05
NON CURRENT ASSETS		
Property, plant and equipment	16,639.99	17,202.62
Total non current assets	16,639.99	17,202.62

Notes to Financial Statements for the year ended 31st March, 2026

41. Ratios

Sr No	Particulars	Numerator	Denominator	31-Mar-26	31-Mar-25	% Variance	Remarks
1	Current Ratio	Total Current Assets	Total Current Liabilities	1.65	1.78	-7.37%	N.A
2	Debt Service Coverage Ratio	Earnings available for debt service	Debt service	0.24	3.03	-92.21%	Decrease in ratio due to the loss incurred during the year and higher debt service obligations.
3	Debt equity ratio	Total Debt	Total equity	0.37	0.29	29.12%	Ratio increased due to increase in borrowings and reduction in shareholders equity arising from losses during the year.
4	Return on equity Ratio	Net profit after taxes	Average Shareholder's equity	-5.11%	8.62%	-159.25%	Decrease in ratio due to the loss incurred during the year.
5	Inventory Turnover Ratio	Cost of Goods sold	Average Inventory	1.57	1.70	-8.14%	N.A
6	Trade Receivables Turnover Ratio	Net sales	Accounts Receivable	1.92	2.29	-15.92%	N.A
7	Trade payables turnover ratio	Net purchases	Accounts Payable	2.48	2.85	-12.99%	N.A
8	Net capital turnover ratio	Net sales	Working capital	3.24	3.37	-3.83%	N.A
9	Net profit ratio	Net profit after tax	Sales	-4.14%	5.90%	-170.26%	Ratio declined due to a decrease in revenue and loss incurred during the year.
10	Return on capital employed	Earning before interest and taxes	Capital Employed	-1.19%	11.16%	-110.70%	Decrease in ratio due to the loss incurred during the year.
11	Return on Investment	Net profit after taxes	Net block of PPE	-8.52%	13.91%	-161.31%	Decrease in ratio due to the loss incurred during the year.

Notes to Financial Statements for the year ended 31st March, 2026

42. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

Particulars	(₹ in Lakhs)	
	March 31, 2026	March 31, 2025
Principal amount due to suppliers under MSMED Act, 2006*	285.05	330.95
Interest accrued and due to suppliers under MSMED Act, on the above amount	30.02	30.00
Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
Interest paid to suppliers under MSMED Act, (other than Section 16)	-	-
Interest paid to suppliers under MSMED Act, (Section 16)	-	-
Interest due and payable to suppliers under MSMED Act, for payment already made	-	-
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act, 2006	-	-

*Amount includes due and unpaid of INR 285.05 Lakhs (March 31, 2025: INR 330.95 Lakhs)

The information has been given in respect of such vendors to the extent they could be identified as "Micro and Small" enterprises on the basis of information available with the Company.

43. EXCEPTIONAL ITEMS:

- The company has received an approval for struck off M/s. Carpo Medicals Limited (UK), a wholly owned subsidiary company by issue of a gazette notification on 01st April 2025 for dissolution w.e.f 14th April 2025 by the Company House, UK. Accordingly, the company has provided for Investment Rs. 0.76 lacs and Receivable and advances amounting to Rs. 128.63 Lacs in the Financial Statement as the Company is in the process of obtaining approval from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act (FEMA), 1999, for writing off the said investments. The company has disclosed the Investments, receivables and advances provided for, as an exceptional item in the Statement of Profit and Loss in accordance with Ind AS 1 and applicable accounting principles. Subject to approvals from RBI for striking off the said foreign subsidiary, as per the provisions of the FEMA and applicable ODI regulations, the amounts will be written-off.
- On November 21, 2025, the Government of India notified the four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the best information available and consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the regulatory-driven and non-recurring nature of this impact, the Company has presented such incremental impact under Exceptional Items amounting to Rs. 86.53 lacs in the standalone financial results for the quarter and period ended December 31, 2025. The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.

Notes to Financial Statements for the year ended 31st March, 2026

44 OTHER STATUTORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 AND 31 MARCH 2025.

- (i) The Company has not entered into any transactions with Struck off Companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 for the year ended 31 March 2026.
 - (ii) The Company has not traded or invested in Crypto currency or Virtual Currency.
 - (iii) The Company do not have any transaction not recorded in the books of account that has been surrendered or not disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 for the year ended 31 March 2026 and 31 March 2025.
 - (iv) There is no charge or satisfaction of charge which is yet to be registered with ROC beyond the statutory period.
 - (v) The Company has complied with number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
 - (vi) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - (vii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds), other than in the ordinary course of business 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 lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
45. Previous period figures have been re-grouped/re-classified wherever necessary, to confirm to current period's classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective April 01, 2021.

Significant Accounting Policies and Notes

Forming Part of the Financial Statements. 1 to 45

As per our report of even date attached

For KRISHAAN & CO.
 Chartered Accountants
 Firm Registration No: 001453S

K Sundarajan
 Partner
 Membership No: 208431

Place: Mumbai
Date: May 28, 2026

For and on behalf of the Board

Nagraj Mogaveera
 Interim Company Secretary
 (Membership No. A49737)

Tushar J. Dalal
 Chief Financial Officer

Place: Mumbai
Date: May 28, 2026

Dr. Dinesh S. Patel
 Executive Chairman
 (DIN: 00033273)

Dr. Sachin D. Patel
 Managing Director & CEO
 (DIN: 00033353)

THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

Regd Office: Plot No. 69-A, GIDC Industrial Estate, District - Valsad, Vapi - 396195, Gujarat.

Website: www.themismedicare.com; **E-mail:** cfoassist@themismedicare.com

Attendance Slip for the 56th Annual General Meeting

Name of Shareholder: _____

Reg. Folio No. / Client ID No.: _____

No. of Shares held: _____

I hereby record my presence at the **56th Annual General Meeting** of the Company on Wednesday, 30th September, 2026 at 11.00 a.m. at Plot No. 69-A, GIDC Industrial Estate, District - Valsad, Vapi - 396195, Gujarat.

First / Sole holder / Proxy

Second holder / Proxy

Third holder / Proxy

Fourth holder / Proxy

Note :

1. Please fill this Attendance Slip and hand it over at the meeting hall.
 2. Shareholder / Proxy Holder / Authorised Representatives are requested to show their Photo ID proof for attending the meeting. Joint shareholders may obtain additional attendance slip on request.
 3. Authorised Representatives of Corporate members shall produce proper authorisation issued in their favour
 4. This Attendance Slip is valid only in case shares are held as on the cut-off date i.e. 23rd September, 2026.
- _____

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THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

Regd Office: Plot No. 69-A, GIDC Industrial Estate, District - Valsad, Vapi - 396195, Gujarat.

Website: www.themismedicare.com; E-mail: cfoassist@themismedicare.com

Proxy Form for the 56th Annual General Meeting

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

Name of the Member(s):.....

Registered address:.....

E-mail Id: Folio No. / Client ID No.: DP ID No.....

I / We, being the member(s) of Shares of THEMIS MEDICARE LIMITED, hereby appoint

1. Name: E-mail Id:

Address:..... Signature: or failing him

2. Name: E-mail Id:

Address:..... Signature: or failing him

3. Name: E-mail Id:

Address:..... Signature: or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **56th Annual General Meeting** of the Company to be held on Wednesday, 30th September, 2026 at 11.00 a.m. at Plot No. 69-A, GIDC Industrial Estate, District - Valsad, Vapi - 396195, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March 2026, together with the Auditors’ Report and Directors’ Report thereon.			
2.	To appoint a Director in place of Mr. Rajneesh Anand (DIN: 00134856) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To declare dividend for the financial year ended 31 st March, 2026.			
Special Business				
4.	Ratification of Remuneration of Cost Auditor for the Financial Year 2026-27:			
5.	Amendment to the Articles of Association of the Company:			

Signed this _____ day of _____ 2026.

Signature of the member

Signature of the proxy holder(s)

AFFIX
1 Re
Revenue
Stamp

Signature(s)

Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before 28th September, 2026 at 11.00 am. (IST))
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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Form MGT - 12
Polling Paper
THEMIS MEDICARE LIMITED

CIN: L24110GJ1969PLC001590

Regd Office: Plot No. 69-A, GIDC Industrial Estate, District - Valsad, Vapi - 396195, Gujarat.

Sr. No.	Particulars	Details
1.	Name of the First Named Member (in block letters)	
2.	Postal Address	
3.	Registered Folio No/*Client ID No. (*Applicable to investors holding shares in dematerialized Form)	
4.	Class of Shares	

I / We hereby exercise my / our vote(s) in respect of the Resolutions to be passed for the business set out in the Notice of the **56th Annual General Meeting** of the Company on Wednesday, **30th September, 2026**, by recording my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description Resolution	Number of Equity Shares	I/We assent to the resolution	I/We dissent to the resolution
Ordinary Business				
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31 st March 2026, together with the Auditors' Report and Directors' Report thereon.			
2.	To appoint a Director in place of Mr. Rajneesh Anand (DIN: 00134856) who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To declare dividend for the financial year ended 31 st March, 2026.			
Special Business				
4.	Ratification of Remuneration of Cost Auditor for the Financial Year 2026-27:			
5.	Amendment to the Articles of Association of the Company:			

Notes:

- The Ballot Form Should be signed by the Members as per the specimen signature registered with the Company / the Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint Holder. The right of voting by the Ballot Form shall not be exercised by a Proxy.
- In case the shares are held by companies, trusts, societies etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
- If a Member casts votes by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity capital of the Company as on Cut-off date i.e. Wednesday, 23rd September, 2026.
- Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms shall be rejected. The decision of the Scrutinizer on the validity of the Ballot Form will be final.

Place: Vapi

Date: 30th September, 2026

Signature of Member

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11/12 Udyog Nagar Industrial Estate, S. V. Road, Goregaon (W), Mumbai - 400 104.
Website : www.themismedicare.com